



INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT

COMPLIANT / NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
---------------------------	------------------------	-------------

The Board 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>Provide information or link/reference to a document containing information on the following:</p> <ol style="list-style-type: none"> Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors <p>See page 16 of the Company's colored FY2017 Annual Report ("FY2017 AR"), and page 6, Annex B (Management Report) of the Company's 2017 Definitive Information Statement ("DIS"). See also Section 2.1.1 of the Company's Manual on Corporate Governance ("CG Manual").</p>	
2. Board has an appropriate mix of competence and expertise.	Compliant	<ol style="list-style-type: none"> Qualifications standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance 	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	<p>Under its terms of reference ("TOR"), the Nominating and Governance Committee ("NGC") is responsible for reviewing the Board's composition and effectiveness, and determining whether the Directors possess the requisite qualifications and expertise and whether the independence of Directors is compromised.</p> <p>All appointments and re-appointments of Directors are first reviewed and considered by the NGC and then recommended for approval by the Board. The NGC has formalized this process and adopted procedures for the selection, appointment and re-appointment of Directors in order to increase transparency of the nominating process.</p> <p>The NGC evaluates the balance of skills and competencies on the Board and, in consultation with the Chairman of the Board and Management, determine the desired skill sets and qualities for a particular appointment.</p> <p>The NGC undertakes the process of identifying the quality of directors aligned with the Company's strategic directions. The NGC evaluates the suitability of a prospective candidate based on her or his qualifications and experience, ability to commit time and effort in the effective discharge of duties and responsibilities, independence, past business and related experience, and track record. The NGC identifies any core competencies that will complement those of current Directors on the Board.</p>	

Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	Compliant	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships.</p> <p>The Board is composed of seven directors, four of whom are independent directors. (See page 8 of the FY2017 AR and also page 6, Annex B (Management Report) of the DIS.)</p>	
Recommendation 1.3			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<p>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</p> <p>See Sections 2.1.3 and 2.1.4 of CG Manual.</p>	
2. Company has an orientation program for first time directors.	Compliant	<p>Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.</p> <p>See page 81 of FY2017 AR.</p>	
3. Company has relevant annual continuing training for all directors.	Compliant		
Recommendation 1.4			
1. Board has a policy on board diversity	Compliant	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>See Section 2.1.5 of CG Manual and its Appendix 2.1.5 (Board Diversity Policy).</p> <p>Indicate gender composition of the board.</p> <p>The Board is composed of one female director and six male directors.</p>	
Optional: Recommendation 1.4			
1. Company has a policy on and discloses measurable objectives for implementing its board diversity and reports on progress in achieving its objectives.	Partly Compliant	<p>Provide information on or link/reference to a document containing the company's policy and measureable objectives for implementing board diversity.</p> <p>The Board Diversity policy recognizes the importance of diversity. The Board believes that its effectiveness and decision-making will be enhanced as it harnesses the variety of skills, industry and business experiences, gender, age, ethnicity and culture, geographical background and nationalities, tenure of service, and other distinguishing qualities of its own diverse Board. (The board diversity policy is mentioned on page 83 of the FY2017 AR.)</p> <p><i>Please specify (i) what these measurable objectives are; and (ii) share any progress report in achieving this objective(s).</i></p>	The NGC is still in the process of finalizing these implementation objectives.

		<p>The policy also states that the “corporate governance section of the AR shall include a summary of the policy and measurable objectives set for implementing the policy and progress made towards achieving these objectives.</p> <p>When evaluating candidates, the NGC takes into account this proposed diversity policy and areas of diversity such as skills, industry and business experiences, gender, age, ethnicity and culture, geographical background and nationalities. The NGC has yet to disclose these measurable objectives.</p> <p>Provide link or reference to a progress report in achieving its objectives.</p> <p>There has been no progress report to date.</p>	
Recommendation 1.5			
1. Board Assisted by a Corporate Secretary.	Compliant	Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Non-compliant	The Company Secretary is Mr. Antonio Eugenio S. Ungson. (Information on his qualifications and professional experiences are found on page 19 of the FY2017 AR. His duties and functions are also described in Section 2.7.3 of CG Manual.)	Although the Company Secretary is not a separate individual from the Compliance Officer, he is cognizant of his primary responsibility as Company Secretary and as Compliance Officer, and remains responsible to the Company and its shareholders, and not to the Chairman or President. Moreover, having one person occupy these two positions does not necessarily diminish the focus he would have in discharging these functions.
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		
4. Corporate Secretary attends training/s on corporate governance.	Compliant	Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered. The Company Secretary attended the SEC Roundtable Discussions on the Code of Corporate Governance for Publicly Listed Companies at the SEC Bldg., Philippine International Convention Center in May 2017.	
Optional: Recommendation 1.5			
1. Corporate secretary distributes materials for	Partly Compliant	Provide proof that corporate secretary distributed board meeting materials at least five business days before scheduled meeting.	

board meetings at least five business days before scheduled meeting.		Most of the board meeting materials are made available to Board members on the Board website five business days before the scheduled meeting. The complete set of meeting materials is usually available around three business days before the scheduled meeting.	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant	The Company's Chief Compliance Officer is Mr. Antonio Eugenio S. Ungson. See page 19 of the FY2017 AR.	
3. Compliance Officer is not a member of the board.	Compliant		
4. Compliance Officer attends training/s on corporate governance.	Compliant	Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered. The Chief Compliance Officer, who is also the Company Secretary, attended the SEC Roundtable Discussions on the Code of Corporate Governance for Publicly Listed Companies at the SEC Bldg., Philippine International Convention Center in May 2017.	
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting). The Directors adhered to the Company's policy on Director Conflict of Interest. (See Appendix 2.8.3 of the Company's CG Manual.)	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's	Compliant	Provide information or link/reference to a document containing information how the directors performed this function (can include board resolutions, minutes of meeting).	

business, objectives and strategy.		The Board oversaw the development of the Group's strategy as prepared by Management and facilitated by the Boston Consulting Group, and approved the Group's strategic direction.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy.	Compliant	Indicate frequency of review of business objectives and strategy The Board had convened several meetings in 2016 and 2017 to review and discuss the Company and Group's strategy and objectives. Management updates the Board at least quarterly on the status of strategic initiatives approved by the Board.	
Supplement to Recommendation 2.2			
1. Board has a clearly defined and updated vision, mission and core values.	Compliant	Indicate or provide link/reference to a document containing the company's vision, mission and core values. See page 79 of FY2017 AR. The company website also provides for DMPL's vision and core values: https://www.delmontepacific.com/about-us/vision-and-values Indicate frequency of review of the vision, mission and core values. The Company's vision and core values are reviewed annually by the Board.	
2. Board has a strategy execution process that facilitates effective management performance and is attuned to the company's business environment, and culture.	Compliant	Provide information on or link/reference to a document containing information on the strategy execution process. The Board had defined and approved the Company's strategic pillars and enablers that underpin the Company's vision and mission. Importantly, the Board had mandated the execution of the action plans under these pillars and enablers within a timeline, and these action plans are supported by financial and other resources .	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications. See page 16 of the FY2017 AR.	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Disclose and provide information or link/reference to a document containing information on the company's succession planning policies and programs and its implementation. Page 85 of the FY2017 AR states:	

2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p>"In its long term drive towards excellence, the Company recognizes the importance of sustainable leadership. To support this, a Succession Planning Program was established where a leadership talent is developed. It is committed to building and sustaining leadership capabilities by strengthening the talent pipeline, rolling out the leadership competencies, identifying high performers, and executing development and retention plans for these high performers. It further drives functional excellence via an integrated employee development program which includes training, on-the-job learning, coaching and mentoring."</p>	
Recommendation 2.5			
1. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.</p> <p>Section 5.2.1 of the CG Manual states that "a significant and appropriate proportion of executive directors' and key management personnel's remuneration should be structured so as to link rewards to corporate and individual performance. Such performance-related remuneration should be aligned with the interests of shareholders and promote the long-term success of the Company."</p>	
2. Board adopts a policy specifying the relationship between remuneration and performance.	Compliant	<p>Page 88 of the FY2017 AR indicates that the level and structure of remuneration of the directors and key management personnel are aligned with the long-term interests and risk policies of the Company.</p>	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	<p>Section 5.1 of the CG Manual states that "no director should be involved in deciding any matter relating to his or her remuneration." Further, Section 5.1.3 provides that the RSOC reviews and recommends to the Board a general framework of remuneration (including specific remuneration packages) for the Board and key management personnel.</p> <p>Page 88 of the FY2017 AR provides that the RSOC considers all aspects of remuneration – directors' fees, salaries, allowances, bonuses, options, share awards and other benefits-in-kind. It also works with the HR department in reviewing individual performance appraisal reports and benchmark studies conducted by Management.</p> <p>The RSOC and Board had approved in 2016 a long-term stock option plan for Group executives and Group directors (2016 ESOP). This plan was designed to align the long term interest of the Company and Group with those of its executives, managers and directors.</p> <p>No grants have been made under the 2016 ESOP.</p>	
Optional to Recommendation 2.5			
1. Board approves the remuneration of senior	Compliant	Provide proof of board approval	

executives.		The Company Secretary hereby certifies that the Board had approved the remuneration of senior executives upon recommendation of the RSOC.	
2. Company has measurable standards to align the performance-based remuneration of the executive directors and senior executives with long-term interest, such as claw back provision and deferred bonuses.	Compliant	<p>Provide information on or link/reference to a document containing measurable standards to align performance-based remuneration with the long-term interest of the company.</p> <p>Section 5.2 of the CG Manual and the FY2017 AR provides that the level and structure of remuneration are aligned with the Company's long-term interests and risk policies.</p> <p>Page 88 of the FY2017 AR also discussed how the RSOC reviews the service contracts of the Executive Directors and key management personnel, and the remuneration framework adopted for these directors and officers. See also Sections 5.2.2 and 5.2.3 of the CG Manual.</p> <p>Under the 2016 ESOP, the price or value of the Company's shares after a certain defined period is a measurable standard that aligns the long-term interest of eligible executives and directors with that of the Company.</p>	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	<p>Section 2.5.6 of the CG Manual states:</p> <p>Important issues to be considered as part of the process for the selection, appointment and re-appointment of directors include composition and progressive renewal of the Board and each director's competencies, commitment, contribution and performance (e.g., attendance, preparedness, participation and candor) including, if applicable, as an independent director. All directors shall be required to submit themselves for re-nomination and re-appointment at regular intervals, and at least once every three years.</p>	
3. Board nomination and election policy includes how the company accepted nominations from minority shareholders.	Non-compliant	<p>Section 2.5.11 of the CG Manual also states that the Company adopts the qualification standards and grounds for disqualification of directors, as prescribed by the SEC CG Code.</p>	The Company's Articles of Association do not provide for nominations from minority shareholders.
4. Board nomination and election policy includes how the board shortlists candidates.	Compliant	<p>Page 84 of the FY2017 AR states that the NGC reviews the Board's composition and effectiveness, and determines whether Directors possess the requisite qualifications and expertise. (This is also provided in the TOR of the NGC, which is uploaded in the Company's website:</p> <p>https://www.delmontepacific.com/corporate-governance/board-committees)</p>	
5. Board nomination and	Compliant		

<p>election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p>		<p>Please also see page 85 of the FY2017 AR which discusses how directors are selected, appointed and reappointed, and the role of the NGC in these processes.</p> <p>Provide proof if minority shareholders have a right to nominate candidates to the board.</p>	
<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p>	<p>Compliant</p>	<p>This mechanism is not provided in the Company's Articles of Association.</p> <p>Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p> <p>Page 86 of the FY2017 AR states:</p> <p style="padding-left: 40px;">The Board, through the NGC, implements an annual evaluation process to assess the effectiveness of the Board as a whole. The evaluation process is undertaken as an internal exercise and involves Board members completing a questionnaire covering areas relating to its composition, and other matters.</p> <p>The findings are discussed with the NGC and the Board.</p>	
<p>Optional to Recommendation 2.6</p>			
<p>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.</p>	<p>Non-compliant</p>	<p>Identify the professional search firm used or other external sources of candidates</p>	<p>Page 84 of the FY2017 AR states:</p> <p>The NGC has not had the opportunity to engage the services of search consultants to identify prospective candidates but may consider this if the need so arises. The NGC currently considers recommendations and referrals from other sources, provided the prospective candidates meet the qualification criteria established for the particular appointment.</p>
<p>Recommendation 2.7</p>			
<p>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.</p>	<p>Compliant</p>	<p>Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs.</p> <p>The Company's Interested Person Transactions (IPT) policy and manual set out the definitions, general guidelines, and review and monitoring procedures to be adopted across the Company and all its subsidiaries (the "Group"), in compliance with Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX").</p>	

<p>2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.</p>	<p>Compliant</p>	<p>The IPT manual presents a comprehensive view of IPT and the procedures that all members of the Board, affected Group personnel, including members of senior management, directors and employees in Purchasing, Treasury, Finance, Sales, Legal and Internal Audit, must follow.</p> <p><i>Review</i></p>	
<p>3. RPT Policy encompasses all entities within the group, taking into account their size, structure, risk profile, and complexity of operations.</p>	<p>Compliant</p>	<p>The Company established review procedures to ensure that the IPTs: (1) will be carried out on an arm's length basis and on normal commercial terms; and (2) will not be prejudicial to the interests of the Company and its minority shareholders.</p> <p>In general, the transactions with related parties are carried out based on terms agreed between the parties. Pricing for the sales of products are market driven, less certain allowances. For purchases, the Group's policy is to solicit competitive quotations. Bids from any related party are evaluated on arm's length commercial terms and subject to bidding against third party suppliers. Purchases are normally awarded based on the lowest price.</p> <p>The Audit and Risk Committee ("ARC") reviews the internal audit report on the IPT on a quarterly basis to ascertain that the established review procedures are complied with.</p> <p>If, however, during such periodic reviews, the ARC determines that the review procedures have become inappropriate or insufficient in view of changes to the nature of, or the manner in which, the business activities of the Group are conducted, then the Company will revert to its shareholders for a fresh mandate based on a new set of guidelines and review procedures that would ensure compliance with the established standards above.</p> <p><i>Approval or Ratification</i></p> <p>The following are the categories of IPTs in the Company's manual:</p> <ol style="list-style-type: none"> 1. Mandated IPT – refers to an IPT between the Group and any Interested Person¹ pursuant to a shareholders' mandate approved on an annual basis by the Company's shareholders, which is subject to renewal each year at the annual general meeting. However, despite the existence of the shareholders' mandate, Mandated IPTs are still subject to auditors and ARC's review. 	

¹ Under the Listing Manual of the SGX-ST, "Interested Person" is defined as: (a) a Director, CEO or Controlling Shareholder of the listed company; or (b) an Associate of any such Director, CEO or Controlling Shareholder. A "Controlling Shareholder" is one who: (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the company; or (b) in fact exercises control over a company.

2. Non-Mandated IPT – refers to purchase or sale of fixed assets, undertakings or businesses, as well as transactions not included under the shareholders mandate, which may require announcements, management approval, Board approval and/or shareholders’ approval, depending on the amounts involved.

Monitoring and Recording

To facilitate recording of IPTs, each Group subsidiary’s Controller shall establish two holding accounts that will be used in recording IPTs – one to record Mandated IPTs and the other to record Non-Mandated IPTs. Transactions recorded under these two holding accounts will then be cleared monthly to the proper accounts. The transactions that are recorded under the holding accounts will then be reported on a quarterly basis to the CFO for consolidation which will then be submitted to the ARC for evaluation and review.

Identify transactions that were approved pursuant to the policy.

In its 2017 DIS, the Company reported the following summary of IPTs entered into by the Group with certain Interested Persons, as of 30 April 2017:

Related Party Transaction	Relationship	Nature	FY2017 US\$'000	FY2016 US\$'000	FY 2015 US\$'000
Del Monte Philippines, Inc (DMPI Retirement Fund)	Retirement fund of the Company's subsidiary	Rental to DMPI Retirement Fund	1,619	1,395	1,519
		Purchases of Services to DMPI Retirement Fund	-	-	-
		Management fees from DMPI Retirement Fund	(4)	(4)	(5)
Del Monte Philippines, Inc (DMPI Provident Fund)	Retirement fund of the Company's subsidiary	Rental to DMPI Provident Fund	6	5	-
NutriAsia Inc (NAI)	Affiliate of the Company	Rental to NAI Retirement Fund	541	529	582
		Purchases of Production Materials	160	743	392
		Toll Pack Fees	666	551	472
		Utilities / Parking Space Rental	117	83	-

			Recharge of Inventory Count Shortage	-	(25)	(363)
			Shared IT & Other Services from NAI	(334)	(215)	(419)
			Sale of other raw materials with NAI	(34)	(13)	-
			Sale of tomato sauce with NAI	-	(1,098)	(1,627)
			TOTAL	2,737	1,951	551

Supplement to Recommendation 2.7			
<p>1. Board clearly defines the threshold for disclosure and approval of RPTs and categorized such transactions according to those that are considered <i>de minimis</i> or transactions that need not to 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 threshold for disclosure and approval.</p>	<p>Compliant</p>	<p>Provide information on a materiality threshold for RPT disclosure and approval, if any.</p> <p>The Company supplements its internal systems with stringent approval threshold requirements to ensure that IPTs are undertaken on an arm's length basis and on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority shareholders.</p> <p>The IPT manual provides that in determining the transaction values at risk, the financial thresholds are calculated by reference to the value of an IPT. Rule 909 of Chapter 9 of the Listing Manual of the SGX-ST states that the value of the transaction is the amount of risk to the listed company and provides illustrations.</p> <p>Provide information on RPT categories.</p> <p>The following are the categories of IPTs in the Company's manual:</p> <ol style="list-style-type: none"> 1. Mandated IPT – refers to an IPT between the Group and any Interested Person² pursuant to a shareholders' mandate approved on an annual basis by the Company's shareholders, which is subject to renewal each year at the annual general meeting. However, despite the existence of the shareholders' mandate, Mandated IPTs are still subject to auditors and ARC's review to ensure compliance with SGX-ST listing rules. 2. Non-Mandated IPT – refers to purchase or sale of fixed assets, undertakings 	

² Under the Listing Manual of the SGX-ST, "Interested Person" is defined as: (a) a Director, CEO or Controlling Shareholder of the listed company; or (b) an Associate of any such Director, CEO or Controlling Shareholder. A "Controlling Shareholder" is one who: (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the company; or (b) in fact exercises control over a company.

		or businesses, as well as transactions not included under the shareholders mandate, which may require announcements, management approval, Board approval and/or shareholders' approval, depending on the amounts involved.	
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>Provide information on voting system, if any.</p> <p>The Company's IPT manual sets out the definitions, general guidelines, and review and monitoring procedures to be adopted across the Group, in compliance with Chapter 9 of the Listing Manual of the SGX-ST.</p> <p>In a meeting to obtain shareholder approval, the interested person and any associate of the interested person must not vote on the resolution.</p>	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Under the Company's Articles of Association, the Board has the authority to appoint the officers of the Company as shall be considered necessary or expedient.</p> <p>Identify the Management team appointed.</p> <p>The following are the Company's senior Management:</p> <p>Mr. Joselito D. Campos, Jr. – Chief Executive Officer Mr. Luis F. Alejandro – Chief Operating Officer Mr. Ignacio Carmelo O. Sison – Chief Corporate Officer Mr. Parag Sachdeva – Chief Financial Officer Mr. Antonio Eugenio S. Ungson – Chief Legal Counsel and Chief Compliance Officer, and Company Secretary Mr. Ruiz G. Salazar – Chief Human Resources Officer Ms. Bella B. Javier – Chief Scientific Officer</p>	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>The Company Secretary hereby confirms that the RSOC and the Board evaluate the performance of the Company's key executive officers. These are duly minuted.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>Management is accountable to the Board and its performance is reviewed by the</p>	

		Board annually. (Page 80 of the FY2017 AR.)	
		The Non-Executive Directors contribute to the Board process by monitoring and reviewing Management's performance against pre-determined goals and objectives. Their views and opinions provide alternative perspectives to the Group's business.	
Recommendation 2.9			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel. The Board has a set of internal guidelines specifying matters that require the Board's approval, which include the appointment of key management personnel. Key management personnel refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the Group. (Page 79 of the FY2017 AR.) The Board approves the annual operating plan with key performance metrics. The Board then sanctions and works with the Del Monte Performance Management System as a tool for alignment on annual key result areas (key results of performance objectives, with assigned weight and ratings).	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	Compliant		
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	Provide information on or reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	Internal Audit is responsible for reviewing the risk management, internal control and governance processes to determine whether these are adequately and effectively implemented. (See Section 3.3.1 of the CG Manual) The Board ensures that Management maintains a sound system of risk management and effective internal controls to safeguard shareholders' interests and the Company's assets and reputation. (See Section 4.1 of the CG Manual) The Board, through the ARC, reviews at least annually the adequacy of the Company's risk management and internal control systems, which include financial, operational, compliance and information technology controls. (See Sections 3.3 and 4.1.3 of the CG Manual.)	

3. Board approves the Internal Audit Charter.	Compliant	<p>Provide reference or link to the company's Internal Audit Charter.</p> <p>The terms of reference or the charter of Internal Audit are set out in Appendix 3.3.2 of the CG Manual. The CG Manual can be accessed through this link:</p> <p>https://www.delmontepacific.com/hubfs/pdf/DMPL%20Manual%20on%20Corporate%20Governance%20(2017)%20-%20Complete.pdf?t=1521961115478</p>	
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>Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.</p> <p>The Group implements an enterprise-wide risk management program that provides a structured basis for proactively managing financial, operational, compliance, information technology and sustainability risks in all levels of the organization. Risk management is a regular board agenda item. (See page 47 of the FY2017 AR.)</p>	
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	<p>Risk assessment and evaluation takes place as an integral part of the annual operating plan ("AOP"). Having identified key risks to the achievement of the Group's AOP, mitigating actions are formulated in respect of each significant risk. Identified risks are also included and monitored in the corporate risk register, and mitigating measures are followed up. (See page 91 of the FY2017 AR.)</p> <p>Provide proof of effectiveness of risk management strategies, if any.</p> <p>Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors, and reviews performed by Management and the ARC, the ARC and the Board are of the opinion that the Group's internal controls, addressing financial, operational, compliance and information technology risks, and risk management systems were adequate and effective as of 30 April 2017. (See page 92 of the AFY2017 AR.)</p>	
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Non-compliant	Provide link to the company's website where the Board Charter is disclosed	The Company is of the view that its CG Manual, which was based on the Singapore and Philippine models of governance, serves the purpose and function of a Board Charter.
2. Board Charter serves as a	Non-compliant		Same comment as above.

guide to the directors in the performance of their functions.			
3. Board Charter is publicly available and posted on the company's website.	Non-compliant		Same comment as above.
Additional Recommendation to Principle 2			
1. Board has a clear insider trading policy.	Compliant	<p>Provide information on or link/reference to a document showing company's insider trading policy.</p> <p>The Company has a Securities Dealings Policy that governs dealings in the Company's securities by directors, key management personnel and certain designated employees having access to price sensitive information. (See page 97 of the FY2017 AR.)</p> <p>The said policy is also available on the Company website:</p> <p>https://cdn2.hubspot.net/hubfs/2685100/pdf/Securities%20Dealings%20Policy%20%5B7%5D%20June%202014%20-%20CLEAN%20FINAL.pdf?t=1521961115478</p>	
Optional: Principle 2			
1. Company has a policy on granting loans to directors, either forbidding the practice or ensuring that the transaction is conducted at arm's length basis and at market rates.	Compliant	<p>Provide information on or link/reference to a document showing company's policy on granting loans to directors, if any.</p> <p>The Company has a policy on Interested Person Transactions, as well as a policy on directors' conflict of interest which expressly prohibits the Company from granting loans to directors.</p>	
2. Company discloses the types of decision requiring board of directors' approval.	Compliant	<p>Indicate the types of decision requiring board of directors' approval and where there are disclosed.</p> <p>The Board adopted a set of internal guidelines specifying matters requiring the Board's approval. Certain material corporate actions that require the Board's approval are the following:</p> <ul style="list-style-type: none"> • Quarterly results announcements; • Annual results and financial statements; • Grant of share awards or options; • Remuneration and HR matters; • Declaration of dividends; • Convening of shareholders' meetings; 	

		<ul style="list-style-type: none"> • Merger and acquisition transactions; • Certain interested person transactions; and • Major transactions and investments. <p>(See pages 80-81 of the FY2017 AR.)</p>	
<p>Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.</p>			
<p>Recommendation 3.1</p>			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<p>Provide information on or link/reference to a document containing information on all the board committees established by the company.</p> <p>To facilitate effective management, certain functions have been delegated to various Board committees, each of which has its own written TORs and whose actions are reported to and monitored by the Board.</p> <p>The Board committees namely the Audit and Risk Committee ("ARC"), NGC, and Remuneration and Share Option Committee ("RSOC") support the Board in discharging its responsibilities. (See page 80 of the FY2017 AR.)</p> <p>The same information is found on the Company's website: https://www.delmontepacific.com/corporate-governance/board-committees</p>	
<p>Recommendation 3.2</p>			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	Compliant	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <p>The ARC was set up on 9 July 1999. Its duties and responsibilities are set out in Section 3 of the TOR. A copy of the ARC's TOR is available on the company's website: https://www.delmontepacific.com/hubfs/pdf/ARC%20Terms%20of%20Reference%20--%202015%20FINAL.pdf?t=1521961115478</p> <p>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p> <p>The ARC makes recommendations to the Board on proposals to shareholders on the appointment, re-appointment, resignation and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors. (See Section 3.9 of the ARC TOR.)</p>	
2. Audit Committee is	Compliant	Provide information or link/reference to a document containing information on the	

<p>composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>		<p>members of the Audit Committee, including their qualifications and type of directorship.</p> <p>The ARC is composed of the following members who are all independent non-executive directors:</p> <ol style="list-style-type: none"> 1. Mr. Benedict Kwek Gim Song – ARC Chairman 2. Mr. Godfrey E. Scotchbrook – Member 3. Dr. Emil Q. Javier – Member 4. Ms. Yvonne Goh – Member <p>The members of the ARC are highly qualified with two members having the requisite financial management experience and expertise. (See page 92 of the FY2017 AR.)</p>	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the background, knowledge, skill, and/or experience of the members of the Audit Committee.</p> <p>While the ARC Chairman had a career in Finance, the other members had managed their own businesses or had led organizations that had accounting or finance departments. All the members therefore have functional knowledge in the areas of accounting, auditing and finance.</p> <p>The relevant business experience of the (director) members are provided on page 17 of the FY2017 AR. The same information can also be found on the Company's website: https://www.delmontepacific.com/about-us/leadership</p>	
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee.</p> <p>The Company's website contains information on the Chairman of the ARC and its other members, as well as their relevant qualifications and experiences: https://www.delmontepacific.com/corporate-governance/board-committees https://www.delmontepacific.com/about-us/leadership.</p>	
<p>Supplement to Recommendation 3.2</p>			
<p>1. Audit Committee approves all non-audit services conducted by the external auditor.</p>	<p>Compliant</p>	<p>Provide proof that the Audit Committee approved all non-audit services conducted by the external auditor.</p> <p>The ARC's TOR provides that the ARC's duty shall include the:</p> <p>“3.19 review annually the independence of the external auditors, the aggregate amount of fees paid to the external auditors for the financial year and the breakdown of the fees paid in total for audit and non-audit services</p>	

		<p>respectively.</p> <p>Where the external auditors also provide non-audit services to the Company, the nature and extent of such services should be reviewed in order to balance the maintenance of objectivity and value for money, and to ensure that the independence of the auditors would not be compromised."</p>	
2. Audit Committee conducts regular meetings and dialogues with the external audit team without anyone from management present.	Compliant	<p>Provide proof that the Audit Committee conducted regular meetings and dialogues with the external audit team without anyone from management present.</p> <p>The ARC meets with the external auditors without the presence of Management at least once a year. (Section 3.2.5 of the Company's CG Manual.) The Company Secretary certifies that this was generally complied with.</p>	
Optional: Recommendation 3.2			
1. Audit Committee meets at least four times during the year.	Compliant	<p>Indicate number of Audit Committee meetings during the year and provide proof.</p> <p>In FY2017, the ARC held four meetings, i.e. (9 March, 28 June, 5 September and 4 December 2017). Page 80 of the FY2017 AR provides for the attendance of the directors in Board meetings and committee meetings.)</p>	
2. Audit Committee approves the appointment and removal of the internal auditor.	Compliant	<p>Provide proof that the Audit committee approved the appointment and removal of the internal auditor.</p> <p>The ARC approves the hiring, removal, evaluation and compensation of the Head of Internal Audit. (See section 3.8 of the ARC's TOR.)</p>	
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>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions.</p> <p>The Board established a Nominating Committee in 2003. Said committee was renamed in 2017 as the Nominating and Governance Committee to include corporate governance matters in its functions. (See page 84 of the FY2017 AR.)</p> <p>The NGC reviews the Board's composition and effectiveness, and determines whether the directors possess the required qualifications and expertise and whether the independence of the directors is compromised. The NGC is tasked with ensuring compliance with, and proper observance of, corporate governance principles and practices recommended by the 2012 Code and the SEC CG Code. (See page 84 of the FY2017 AR.)</p> <p>Indicate if the Committee undertook the process of identifying the quality of</p>	

		<p>directors aligned with the company's strategic direction, if applicable.</p> <p>The NGC undertakes the process of identifying the quality of directors aligned with the Company's strategic directions. (See page 84 of the FY2017 AR.)</p>	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Non-compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p> <p>The NGC is composed of the following members, majority of whom, including the Chairman, are Independent Directors:</p> <p>Yvonne Goh – NGC Chairperson and Independent Director Benedict Kwek Gim Song – Lead Independent Director Godfrey E. Scotchbrook – Independent Director Emil Q. Javier – Independent Director Rolando C. Gapud – Executive Director Edgardo M. Cruz, Jr. – Executive Director</p> <p>The foregoing information may also be found in the company's website: https://www.delmontepacific.com/corporate-governance/board-committees</p>	<p>A majority of the NGC members are independent.</p> <p>The Company, however, is of the view that the participation and contribution of its executive directors add value to, and complements the work of, the NGC. .</p>
<p>3. Chairman of the Corporate Governance Committee is an independent director.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</p> <p>Ms. Yvonne Goh, an Independent Director, is the Chairperson of the NGC.</p> <p>Please visit the company's website for information: https://www.delmontepacific.com/corporate-governance/board-committees</p>	
<p>Optional: Recommendation 3.3</p>			
<p>1. Corporate Governance Committee meet at least twice during the year.</p>	<p>Non-Compliant</p>	<p>Indicate number of Corporate Governance Committee meetings held during the year and provide proof thereof.</p> <p>In 2017, the NGC held one meeting. Page 80 of the FY2017 AR provides for the attendance of the directors in Board meetings and committee meetings.</p>	<p>The NGC adopted new terms of reference (TOR) which include an expanded Corporate Governance scope in FY2017. The NGC intends to meet at least twice a year.</p>
<p>Recommendation 3.4</p>			
<p>1. Board establishes a separate Board Risk Oversight Committee (BROC). That should be responsible for the oversight of a company's Enterprise Risk</p>	<p>Non-compliant</p>	<p>Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions.</p>	<p>The Board does not have a separate BROC as the ARC had assumed the function of overseeing the Company's risk management framework and policies.</p> <p>The Audit Committee was set up in 1999 and was renamed in June 2017 as the</p>

Management system to ensure its functionality and effectiveness.			Audit and Risk Committee. The ARC oversees how management monitors compliance with the Group's risk management framework in relation to the risks faced by the Group. The ARC is assisted in its oversight role by Internal Audit. (See Note 33 of the FY2017 AFS, also found on page 222 of the FY2017 AR.)
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship. The ARC, which performs the functions of the BROC, has four members, all of whom are Independent Directors: Benedict Kwek Gim Song – ARC Chairperson and Lead Independent Director Godfrey E. Scotchbrook – Independent Director Emil Q. Javier - Independent Director Yvonne Goh - Independent Director The members of the ARC are highly qualified with two members having the requisite financial management and expertise. Information on the qualifications and business experience of the directors are found on page 17 of the FY2017 AR.	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	Provide information or link/reference to a document containing information on the Chairman of the BROC. Mr. Benedict Kwek Gim Song, the Chairperson of the ARC, is neither the Chairman of the Board nor any other committee. The members of the Board and each committee are also provided in the Company's website: https://www.delmontepacific.com/corporate-governance/board-committees	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC. Mr Benedict Kwek Gim Song, who came from the banking industry, has relevant experience in risk management.	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT)	Non-compliant	Provide information or link/reference to a document containing information on the Related Party Transaction (RPT) Committee, including its functions.	The ARC is responsible for all interested person transactions of the Group and conducts periodic reviews to ensure that

<p>Committee, which is tasked with reviewing all material related party transactions of the company.</p>			<p>they are carried out on arms' length commercial terms consistent with the Group's usual business practices and policies, and are not prejudicial to the Company's minority shareholders.</p> <p>The Board is of the view that there is no necessity to establish a separate Related Party Transaction Committee.</p>
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>Non-compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</p>	<p>The Company does not have an RPTC as its functions are served by the ARC, which comprised four members all of whom, including the ARC Chairperson, are Independent Directors.</p>
<p>Recommendation 3.6</p>			
<p>1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</p> <p>The committee charters (named Terms of Reference) include references to the committees' responsibilities and therefore provide broad guidance and standards for evaluating the committee's performance. The charters are found in the Company's website, as follows:</p> <p>ARC: https://www.delmontepacific.com/hubfs/pdf/ARC%20Terms%20of%20Reference%20--%202015%20FINAL.pdf?t=1522663493659</p> <p>NGC: https://cdn2.hubspot.net/hubfs/2685100/pdf/NC%20Terms%20of%20Reference%20-%202013.pdf?t=1522663493659</p> <p>RSOC: https://cdn2.hubspot.net/hubfs/2685100/pdf/RSOC%20Terms%20of%20Reference%20-%202012.pdf?t=1522663493659</p> <p>Each of the committee implements an evaluation process to assess its effectiveness as a whole. The evaluation process is undertaken as an internal exercise and involves the committee members completing a questionnaire on matters relevant to each committee, the findings of which are reviewed and discussed with each committee.</p> <p>The standards are disclosed in the FY2017 AR:</p>	
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>Compliant</p>		

		NGC – see page 86; RSOC – see page 88; and ARC – see page 92.	
3. Committee Charters were fully disclosed on the company's website.	Compliant	Provide link to company's website where the Committee Charters are disclosed. The committee charters can be viewed from the Company's website: https://www.delmontepacific.com/corporate-governance/board-committees	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attend and actively participate in all meetings of the Board, Committees and shareholders in person or through tele-/ videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings. The Company's Articles of Association allow for tele- and video-conference meetings to facilitate participation by Board members. Article 111 states: "A director shall be deemed to be present at a meeting of directors if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other." Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings. For the directors' attendance at Board and committee meetings, please refer to page 80 of the FY2017 AR. For the directors' attendance at shareholders' meetings, please refer to the 2017 AGM Minutes found on the Company's website: https://www.delmontepacific.com/investors/shareholder-centre#Minutes_of_AGM	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Directors access materials from a secure Board website. Management endeavors to provide Board meeting materials to the Board at least five business days before the date of meeting.	
3. The directors ask the necessary questions or seek clarifications and	Compliant	Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors.	

explanations during the Board and Committee meetings.		The Company Secretary hereby confirms that directors engage in robust discussions and participate actively in Board and Committee meetings. The directors ask questions, seek clarifications and challenge views and proposals of Management, as appropriate.													
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-terms strategy of the company.	Compliant	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>To address competing time commitments when Directors serve on multiple boards, the Board set a maximum limit of five directorships and/or chairmanships in other listed companies for Independent and Non-Executive Directors. (See page 85 of the FY2017 AR.)</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies.</p> <p>The following table sets out the directors of the Company who are also directors of other publicly-listed companies (see page 16 of the FY2017 AR):</p> <table border="1"> <thead> <tr> <th>Name</th> <th>Name of Listed Company</th> <th>Type of Directorship</th> </tr> </thead> <tbody> <tr> <td>Joselito D. Campos, Jr.</td> <td>San Miguel Corporation</td> <td>Independent</td> </tr> <tr> <td>Emil Q. Javier</td> <td>Centro Escolar University</td> <td>Independent</td> </tr> <tr> <td>Godfrey E. Scotchbrook</td> <td>Boustead Singapore Ltd. (Singapore-listed)</td> <td>Independent</td> </tr> </tbody> </table> <p>The details of directorships and/or chairmanships in non-listed companies are set out in the "Board of Directors" section, found on page 16 of the FY2017 AR.</p>	Name	Name of Listed Company	Type of Directorship	Joselito D. Campos, Jr.	San Miguel Corporation	Independent	Emil Q. Javier	Centro Escolar University	Independent	Godfrey E. Scotchbrook	Boustead Singapore Ltd. (Singapore-listed)	Independent	
Name	Name of Listed Company	Type of Directorship													
Joselito D. Campos, Jr.	San Miguel Corporation	Independent													
Emil Q. Javier	Centro Escolar University	Independent													
Godfrey E. Scotchbrook	Boustead Singapore Ltd. (Singapore-listed)	Independent													
Recommendation 4.3															
1. The directors notify the company's board before accepting a directorship in another company.	Compliant	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p> <p>None of the Company's directors have accepted directorships in other companies. The directors are aware that they will have to notify the Board before accepting a directorship in another company.</p>													
Optional: Principle 4															
1. Company does not have any executive directors who serve in more than two boards of listed companies outside the group.	Compliant	Mr. Joselito D. Campos, Jr., an Executive Director, serves on the Board of only one other listed company (i.e., San Miguel Corporation).													
2. Company schedules	Compliant	Board meetings are scheduled before the start of each financial year. (See page													

board of directors' meetings before the start of the financial year.		80 of the FY2017 AR.)	
3. Board of directors meet at least six times during the year.	Compliant	<p>Indicate the number of board meetings during the year and provide proof.</p> <p>In FY2017, the Board held seven meetings. In a letter dated 2 May 2017, we submitted a letter to the CGFD indicating that there were seven board meetings held during DMPL's fiscal year 2017, which were held on 28 June 2016, 8-9 September 2016, 19 November 2016, 6 December 2016 and 9-10 March 2017.</p> <p>A copy of this letter was uploaded in the Company's website: https://www.delmontepacific.com/hubfs/pdf/2017.05.02%20-%20Advisement%20Letter%20(Attendance%20in%20Board%20Meetings).pdf?t=1523234940692</p>	
4. Company requires as minimum quorum of at least 2/3 for board decisions.	Non-compliant	Indicate the required minimum quorum for board decisions	<p>Under Article 114 of the Company's Articles of Association, a meeting of directors is duly constituted if, at the commencement of the meeting, there are present in person or by alternate, not less than one-half of the total number of directors (or such other number as may be determined by a resolution of directors), unless there are only two directors in which case the quorum shall be two, provided that in such a case, the chairman of the meeting shall not have the casting vote.</p> <p>Notwithstanding, all Board meetings in FY2017 achieved full attendance.</p>

Principle 5: The board should endeavour to exercise an objective and independent judgment of all corporate affairs.

Recommendation 5.1

1. The board has at least 3 independent directors or such number as to constitute one-third of the board, whichever is higher.	Compliant	<p>Provide information or link/reference to a document containing information on the number of independent directors in the board.</p> <p>The Board comprises of seven directors, four of whom are independent directors. (See the FY2017 AR or the Company's website for more information: https://www.delmontepacific.com/about-us/leadership)</p>	
--------------------------------------------------------------------------------------------------------------------------------	-----------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--

Recommendation 5.2

1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Non-compliant	Provide information or link/reference to a document containing information on the qualifications of the independent directors.	All independent directors meet the qualifications required; however, it is noted that Dr. Emil Q. Javier, as requested by Management and the Board, provides advice to the Company's subsidiary on its plantation matters and development of agri-based initiatives.																				
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	Provide link/reference to a document containing information that directors are not constrained to vote independently. The Company Secretary hereby confirms that there are no such shareholder agreements, by-law provisions or other arrangements that constrain directors' ability to vote independently.																					
Recommendation 5.3																							
1. The independent directors serve for a cumulative term of nine years (reckoned from 2012).	Compliant	Provide information or link/reference to a document showing the years IDs have served as such. The following table sets out the Company's IDs: <table border="1" data-bbox="734 826 1599 999"> <thead> <tr> <th>Name</th> <th>Year First Appointed</th> <th>Year Last Elected</th> <th>No. of Years Served as ID (from 2012)</th> </tr> </thead> <tbody> <tr> <td>Benedict Kwek Gim Song</td> <td>2007</td> <td>2014</td> <td>5</td> </tr> <tr> <td>Godfrey E. Scotchbrook</td> <td>2000</td> <td>2015</td> <td>5</td> </tr> <tr> <td>Emil Q. Javier</td> <td>2007</td> <td>2016</td> <td>5</td> </tr> <tr> <td>Yvonne Goh</td> <td>2015</td> <td>2016</td> <td>2</td> </tr> </tbody> </table> Please see the discussion on Board composition starting on page 3 of the Company's 2017 DIS: https://www.delmontepacific.com/hubfs/pdf/FY2017%20DMPL%20Definitive%20Information%20Statement.pdf?t=1523234940692	Name	Year First Appointed	Year Last Elected	No. of Years Served as ID (from 2012)	Benedict Kwek Gim Song	2007	2014	5	Godfrey E. Scotchbrook	2000	2015	5	Emil Q. Javier	2007	2016	5	Yvonne Goh	2015	2016	2	
Name	Year First Appointed	Year Last Elected	No. of Years Served as ID (from 2012)																				
Benedict Kwek Gim Song	2007	2014	5																				
Godfrey E. Scotchbrook	2000	2015	5																				
Emil Q. Javier	2007	2016	5																				
Yvonne Goh	2015	2016	2																				
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Non-compliant	Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director.	Consistent with previous practice, the NGC undertakes a rigorous review of the independence of each independent director, including whose tenure had exceeded nine years from the date of their appointment. From the rigorous review, the NGC, in																				

			<p>FY2017 determined that all independent directors, including those whose tenure had exceeded nine years, continue to be independent.</p> <p>Consistent with the provisions in the Company's Articles of Association, all directors, including directors whose tenure exceeded nine years, are also subjected to shareholders' vote once every three years.</p>
<p>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.</p>	<p>Compliant</p>	<p>Provide reference to the meritorious justification and proof of shareholders' approval during the annual shareholders' meeting.</p> <p>All directors nominated for re-election are subject to shareholders' approval during the annual general meeting.</p> <p>Under the 2012 Code, the independence of any director who has served the Board from the date of his first appointment should be subject to particularly rigorous review. Consistent with previous practice, the NGC undertook a rigorous review of the independence of each ID, including those whose tenure had exceeded nine years from the date of their appointment.</p> <p>In FY2017, an assessment was conducted by means of a confidential and incisive questionnaire completed by each director and confirmation completed by the independent directors. This process was led by the NGC Chairman and facilitated by BoardRoom Limited, and the results were analysed and discussed at the NC and Board meetings. Each member of the NGC abstained from deliberations in the assessment of his own independence.</p> <p>For more information, please see discussion found on page 83 of the Company's FY2017 AR:</p> <p>https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523423889865</p>	
<p>Recommendation 5.4</p>			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>Compliant</p>	<p>Identify the company's Chairman of the Board and Chief Executive Officer.</p> <p>The Chairman of the Board is Mr. Rolando C. Gapud while the Chief Executive Officer is Mr. Joselito D. Campos, Jr.</p>	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p>	

responsibilities.		<p>Please see the discussion of the duties and responsibilities of the Chairman and CEO beginning on page 83 of the FY2017 AR: https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523423889865</p> <p>Identify the relationship of Chairman and CEO.</p> <p>The Chairman of the Board and the CEO are not related to each other.</p>	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director, the board designates a lead director among the independent directors.	Compliant	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Mr. Benedict Kwek Gim Song, the Company's Lead Independent Director, is the principal liaison to address shareholders' concerns. His role as Lead Independent Director is discussed on page 82 of the FY2017 AR: https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523423889865</p> <p>Indicate if Chairman is independent.</p> <p>The Chairman is not independent.</p>	
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>Provide proof of abstention, if this was the case.</p> <p>The Company complies with Article 128 of its Articles of Association which requires the directors to abstain from participating in the Board discussion on a particular agenda if they are conflicted.</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, without any executive present.	Compliant	<p>Provide proof and details of said meeting, if any.</p> <p>Provide information on the frequency and attendees of meetings.</p> <p>The members of the ARC, who are all NEDs, meet with the Group's external auditor and Head of the Internal Audit department, without the presence of management at least once a year. See page 94 of the FY2017 AR: https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523423889865</p>	
2. The meetings are chaired by the lead independent director.	Compliant	<p>The members of the ARC also meet periodically with the Chief Risk Officer without any other executive present.</p>	

		The ARC Chairman regularly meets with the Head of Internal Audit without any executive present.	
Optional: Principle 5			
1. None of the directors is a former CEO of the company in the past 2 years.	Non-compliant	Provide name/s of company CEO for the past 2 years. Mr Joselito D. Campos, Jr., was appointed a director in 2006 and was also concurrently appointed Managing Director and CEO of the Company. He remains a director and concurrently Managing Director and CEO of the Company.	Article 88 of the Company's Articles of Association states that: (1) An election of directors shall take place each year. (2) All directors, except the managing director, may hold office for a maximum period of three years whereupon they shall retire. xxx
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	Provide proof of self-assessments conducted for the whole board, the individual members, the Chairman and the Committees. The Company Secretary hereby certifies that the Board and each of the committees conduct an annual self-assessment of their respective performance.	
2. The Chairman conducts a self-assessment of his performance.	Non-compliant		The Board believes that its effectiveness is not reliant only on one individual. The effectiveness and performance of the Board is reflected in the performance of the Board as a group.
3. The individual members conduct a self-assessment of their performance.	Non-compliant		As above, the Board believes that the effectiveness and performance of the Board is reflected in the performance of the Board as a group and not on any one individual. For FY2017, the NGC reviewed and assessed the performance and contributions of the Directors prior to their nomination for re-election or re-appointment. The NGC reviewed the Directors' attendance and participation in meetings of the Board and Board committees, and their efforts and contributions.
4. Each committee conducts	Compliant		

a self-assessment of its performance.			
5. Every three years, the assessments are supported by an external facilitators.	Compliant	Identify the external facilitator and provide proof of use of an external facilitator. Boardroom Corporate & Advisory Service Pte Ltd, the Company's external corporate secretarial service provider, would assist the NGC on facilitating the annual performance evaluation exercise.	
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	Compliant	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders. <u>Board of Directors</u> The Board, through the NGC, implements an annual evaluation process to assess the effectiveness of the Board as a whole. The evaluation process is undertaken as an internal exercise and involves Board members completing a questionnaire covering areas relating to: composition, procedures, accountability, communication with CEO and key management personnel, succession planning of key management personnel, and standards of conduct by the Board. (Please see section on <i>Board Performance</i> found on page 86 of the FY2017 AR.) <u>Individual Directors</u> The NGC is tasked with reviewing the performance and contributions of the Directors in order to nominate them for re-election or re-appointment. The NGC will review the Directors' attendance and participation in meetings of the Board and Board committees, and their efforts and contributions. (See page 85 of the FY2017 AR.) <u>Committees</u> The ARC, NGC and RSOC implement an evaluation process to assess each committee's effectiveness as a whole. The evaluation process is undertaken as an internal exercise and involves all members completing a questionnaire covering areas relating to memberships and appointments, conduct of meetings, and other matters that are relevant to each committee. (See discussions found on page 86 (NGC), 88 (RSOC), and 92 (ARC) of the FY2017 AR. The evaluation exercise is carried out by each committee on an annual basis. Both the evaluation processes of the Board and Board committees take into account the views of each Board or committee member and provide an opportunity for members to give constructive feedback on the workings of the	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		

		<p>Board or the committee, including procedures and processes adopted, and if these may be improved upon.</p> <p>At least every year at general meetings, the Board provides the Company's shareholders a forum at which they provide feedback through questions, comments and clarification requests. These questions and comments are duly minuted and carefully considered by the Board and Management for appropriate follow-up action.</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 behaviour, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	<p>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</p> <p>A copy of the Company's Code of Business Ethics has been uploaded in its website: https://cdn2.hubspot.net/hubfs/2685100/pdf/DMPL%20Code%20of%20Business%20Ethics-2010.pdf?t=1523423889865</p>	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	<p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</p> <p>The Code of Business Ethics had been disseminated to all directors, senior management and employees of the Company and the Group during the on-boarding process. It is also published in the Group's HR website which is accessible to all employees of the Group.</p>	
3. The Code is disclosed and made available to the public through the company website.	Compliant	<p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/disclosed.</p> <p>The Company's Code of Business Ethics may be viewed in its website: https://www.delmontepacific.com/corporate-governance/code-of-business-ethics</p>	
Supplement to Recommendation 7.1			
1. Company has clear and stringent policies and procedures on curbing and penalizing company involvement in offering,	Compliant	<p>Provide information on or link/reference to a document containing information on the company's policy and procedure on curbing and penalizing bribery.</p> <p>The Company promotes honesty and integrity in dealing with government agencies and instrumentalities. All employees are prohibited from influencing the</p>	

paying and receiving bribes.		government's judgment or conduct through the giving (or receiving) of bribes or other unlawful inducements. (See <i>Section V – The Company, The Government and its Laws</i> of the Company's Code of Business Ethics.)	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies. The Company's Code of Business Ethics is covered in the on-boarding process with copies provided. Compliance is monitored through daily interactions, management reviews and whistleblowing reports.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance. The Company and all its subsidiaries are to conduct their businesses in a manner which, in all reasonable circumstances, is above reproach. Accordingly, the Company expects from all officers and employees the highest standards of business and personal ethics. Company employees must act with the utmost fairness and according to the highest moral principles when dealing with the Company's stakeholders – co-employees, customers, suppliers, shareholders, the government and surrounding communities. Thus far, there have been no findings of non-compliance with the Code.	
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	Provide information on or link/reference to the company's disclosure policies and procedures, including reports distributed /made available to shareholders and other stockholders. The Group is committed to engaging its stakeholders and providing easy and regular access to timely, effective, fair, pertinent and accurate information about the Company (including its financial condition, results and operations). The Group has an Investor Relations policy that clearly articulates and promotes this. (See discussion on <i>Communication with Shareholders/Investor Relations</i> found on page 95 of the FY2017 AR.) The Company's IR policy can be accessed from the Company's website: https://www.delmontepacific.com/investors/ir-policy-and-programs	
Supplement to Recommendation 8.1			
1. Company distributes or	(Non-compliant)	Indicate the number of days within which the consolidated and interim reports	The Company's SEC Form 17-A for the

<p>makes available annual and quarterly consolidated reports, cash flow statements, and special audit revisions. Consolidated financial statements are published within ninety (90) days from the end of the fiscal year, while interim reports are published within forty-five (45) days from the end of the reporting period.</p>		<p>were published, distributed or made available from the end of the fiscal year and end of the reporting period, respectively.</p> <p>Interim reports are published and released to the PSE/SEC within 45 days from the end of reporting period. The following table sets out the quarterly reports published by the Company:</p> <table border="1" data-bbox="734 347 1588 552"> <thead> <tr> <th>Report</th> <th>Date of Release to PSE/SEC</th> <th>No. of Days from End of Period</th> </tr> </thead> <tbody> <tr> <td>SEC Form 17-Q (2nd Qtr) as of 31 October 2017</td> <td>15 Dec 2017</td> <td>45 days</td> </tr> <tr> <td>SEC Form 17-Q (1st Qtr) as of 31 July 2017</td> <td>14 Sep 2017</td> <td>45 days</td> </tr> <tr> <td>SEC Form 17-Q (3rd Qtr) as of 31 January 2017</td> <td>16 Mar 2017</td> <td>44 days</td> </tr> </tbody> </table>	Report	Date of Release to PSE/SEC	No. of Days from End of Period	SEC Form 17-Q (2 nd Qtr) as of 31 October 2017	15 Dec 2017	45 days	SEC Form 17-Q (1 st Qtr) as of 31 July 2017	14 Sep 2017	45 days	SEC Form 17-Q (3 rd Qtr) as of 31 January 2017	16 Mar 2017	44 days	<p>fiscal year ended 30 April 2017 ("17-A") was submitted to the PSE/SEC on 4 August 2017, or 96 days from end of reporting period.</p> <p>While the date of publish does not meet the recommended 90-day period, it complies with the requirement of the SRC Rules to furnish the same to the shareholders at least 15 business days prior to the date of the annual general meeting of the stockholders, which was held on 30 August 2017.</p>
Report	Date of Release to PSE/SEC	No. of Days from End of Period													
SEC Form 17-Q (2 nd Qtr) as of 31 October 2017	15 Dec 2017	45 days													
SEC Form 17-Q (1 st Qtr) as of 31 July 2017	14 Sep 2017	45 days													
SEC Form 17-Q (3 rd Qtr) as of 31 January 2017	16 Mar 2017	44 days													
<p>2. Company discloses in its annual report the principal risks associated within the identity of the company's controlling shareholders; the degree of ownership concentration; cross-holdings among company affiliates; and any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's annual report where the following are disclosed:</p> <ol style="list-style-type: none"> Principal risks to minority shareholders associated with the identity of the company's controlling shareholders; <p>There is a risk that shareholders who hold a significant number of the Company's outstanding shares may not act in the interest of other shareholders. The risk is managed through policies that are intended to protect the rights of minority shareholders, including the Company's policies on interested person transactions, conflict of interest, etc.</p> <p>Page 106 of the FY2017 AR states:</p> <p>In transactions involving interested persons (as defined under the SGX-ST Listing Manual), the Company ensures that these are subject to regular periodic reviews by the ARC and are carried out on arms' length commercial terms consistent with the Group's usual business practices and policies, and are not prejudicial to the Company's minority shareholders.</p> Cross-holdings among company affiliates; and <p>There are no cross holdings by shareholders of the Company in other companies of the Group. To the extent that the Company deals with affiliates outside the Group controlled by a shareholder of the Company, these are adequately disclosed in the interested person transactions section of the annual report.</p> 													

		<p>3. Any imbalances between the controlling shareholders' voting power and overall equity position in the company.</p> <p>Please see above.</p>	
Recommendation 8.2			
<p>1. Company has a policy requiring all directors to disclose/report to the company any dealings in the company's shares within three business days.</p>	Compliant	<p>Provide information on or link/reference to the company's policy requiring directors and officers to disclose their dealings in the company's share.</p> <p>The Company's CG Manual provides:</p> <p>8.1.2 All directors and key executive officers of the Company shall disclose and report to the Board any dealings in the Company's shares within two business days from the date of transaction.</p>	
<p>2. Company has a policy requiring all officers to disclose/report to the company any dealings in the company's shares within three business days.</p>	Compliant	<p>(See also the Company's policy on <i>Dealings with Securities</i> as uploaded in the Company's website:</p> <p>https://cdn2.hubspot.net/hubfs/2685100/pdf/Securities%20Dealings%20Policy%20%5B7%5D%20June%202014%20-%20CLEAN%20FINAL.pdf?t=1523423889865)</p> <p>Indicate actual dealings of directors involving the corporation's shares including their nature, number/ percentage and date of transaction.</p> <p>There were no reported dealings of directors in 2017.</p>	
Supplement to Recommendation 8.2			
<p>1. Company discloses the trading of the corporation's shares by directors, officers (or persons performing similar functions) and controlling shareholders. This includes the disclosure of the company's purchase of its shares from the market (e.g. share buy-back program).</p>	Compliant	<p>Provide information on or link/reference to the shareholdings of directors, management and top 100 shareholders.</p> <p>The shareholdings of the directors and key management personnel are provided in the Public Ownership Report as of 31 December 2017. The top shareholders of the Company are set out in the Top 100 Shareholders report as of 31 December 2017. Both reports have been uploaded in the website, under the "Other Disclosures in Philippines" heading:</p> <p>https://www.delmontepacific.com/investors/news-and-filings</p> <p>Provide link or reference to the company's Conglomerate Map.</p> <p>https://www.delmontepacific.com/about-us/company-structures</p>	
Recommendation 8.3			
<p>1. Board fully discloses all</p>	Compliant	<p>Provide link or reference to the directors' academic qualifications, share</p>	

<p>relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>		<p>ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>Details of each Director's academic and professional qualifications, directorships or chairmanships in other companies, and other major appointments are presented in the <i>Board of Directors</i> section of the FY2017 AR starting on page 16 thereof.</p> <p>Information on the trainings and seminars attended by the directors in FY2017 are provided in page 81 of the <i>Corporate Governance</i> section of the FY2017 AR. The FY2017 AR is found in the Company's website:</p> <p>https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523423889865</p>	
<p>2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p>	<p>Compliant</p>	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p>Details of each key executive's academic and professional qualifications, directorships or chairmanships in other companies, and other major appointments are presented in the <i>Senior Management</i> section of the FY2017 AR starting on page 18 thereof.</p> <p>Information on the trainings and seminars attended by the key executives in FY2017 are provided in page 81 of the <i>Corporate Governance</i> section of the FY2017 AR. The FY2017 AR is found in the Company's website:</p> <p>https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523423889865</p>	
<p>Recommendation 8.4</p>			
<p>1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same.</p>	<p>Compliant</p>	<p>Disclose or provide link/reference to the company policy and practice for setting board remuneration.</p> <p>Remuneration Policy</p> <p>For Executive Directors (EDs), a significant and appropriate proportion of the remuneration should be structured so as to link rewards to corporate and individual performance, and align such director's interests with those of shareholders.</p> <p>Non-Executive Directors (NEDs) should not be overly compensated to the extent that their independence may be compromised.</p> <p>The RSOC's recommendation for Directors' fees is made in consultation with the</p>	

		<p>Chairman and endorsed by the entire Board, following which the recommendation is tabled for shareholders' approval at the Company's AGM. The Directors abstain from voting/discussion in respect of their own fees.</p> <p><u>How Compensation is Calculated</u></p> <p>For EDs, the level and structure of remuneration are:</p> <ol style="list-style-type: none"> i. Aligned with the long-term interest and risk policies of the Company and are appropriate to attract, retain and motivate Directors to provide good stewardship of the Company; ii. Performance-related and aligned with the interests of shareholders and promote the Company's long term success; iii. Symmetric with risk outcomes; and iv. Comparable with the industry and other companies. <p>For NEDs, remuneration is appropriate to the level of their contributions, taking into account factors, such as effort and time spent, and responsibilities.</p> <p>Based on guidelines of the Singapore Institute of Directors, the RSOC adopts a framework, which comprises a base fee, fees for membership on Board committees, as well as fees for chairing Board committees.</p>	
2. Company provides a clear disclosure of its policies and procedure for setting executive remuneration, including the level and mix of the same.	Compliant	<p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration.</p> <p>Proposals on remuneration packages for CEO and key management personnel are made by Management and submitted to the RSOC for consideration. The RSOC, having considered Management's proposals, would recommend the same to the Board for approval.</p> <p>In conjunction with the review of remuneration matters of the Company's key management personnel, the RSOC works with Management in reviewing individual performance appraisal reports and benchmarks studies conducted by Management. Remuneration proposals are benchmarked against comparable companies.</p>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Partly compliant	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p> <p><u>Directors</u></p> <ol style="list-style-type: none"> a. Board Chairman: US\$79,200 per annum a. Directors: US\$43,200 per annum b. ARC Chairman: US\$19,800 per annum c. RSOC Chairman: US\$9,900 per annum d. NC Chairman: US\$9,900 per annum 	<p>In its 2017 Definitive IS, the Company provided for the aggregate compensation paid or incurred during FY2017 and FY2016, and estimated to be paid in FY2018 to the CEO and other most highly compensated executive officers. This is in compliance with the requirements of the SRC Rules. (See page 13 of the Company's 2017 Definitive IS, which is</p>

		<p>e. ARC Members: US\$10,800 per annum f. RSOC Members: US\$5,400 per annum g. NC Members: US\$5,400 per annum</p> <p><u>CEO and Key Executives</u></p> <p>The compensation structure for key executives of Group subsidiaries consists of two key components, i.e., fixed cash and a short term variable bonus. The fixed component includes salary, pension fund contributions and other allowances. The variable component comprises a performance-based bonus which is payable upon the achievement of individual and corporate performance targets.</p>	available on the website.)
Recommendation 8.5			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions in their Manual on Corporate Governance.</p>	Compliant	<p>Disclose or provide reference/link to company's RPT policies.</p> <p>The Company's Manual on CG incorporates by reference the SGX-ST's rules on IPT and the Company's IPT policy and Manual.</p> <p>The Company's IPT policy and manual set out the definitions, general guidelines, and review and monitoring to be adopted across the Group. The manual presents a comprehensive view of IPT and the procedures that Board members and all affected Group personnel, including members of senior management, directors and employees in purchasing, treasury, finance, sales, legal and internal audit, must follow.</p> <p>Discussions on the review, approval or ratification, and monitoring and recording of IPTs, as provided in the IPT policy and manual, are also found in the Company's website: https://www.delmontepacific.com/corporate-governance/ch-manual-1</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>Yes, pursuant to the Company's Policy on Directors' Conflict of Interest, any director with conflict of interest abstains and is excluded from Board or committee discussion on the transaction giving rise to the conflict.</p>	
<p>2. Company discloses material or significant RPTs reviewed and approved during the year.</p>	Compliant	<p>Provide information on all RPTs for the previous year or reference to documents containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. Name of the related counterparty; 2. Relationship with the party; 3. Transaction date; 4. Type/nature of transaction; 5. Amount or contract price; 6. Terms of the transaction; 7. Rationale for entering into the transaction; 	

		<p>8. The required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and</p> <p>9. Other terms and conditions</p> <p>The Company's FY2017 AR discussed the RPTs of the Group. Please refer to Note 38 of the Company's audited financial statements for the year ended 30 April 2017 ("FY2017 AFS"):</p> <p>https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523583786860</p> <p>The Company's 2017 DIS also had a summary of certain material IPTs entered into by the Group with certain Interested Persons for FY2017, FY2016 and FY2015. Please refer to page 11 of the DIS, which can also be accessed from the Company's website:</p> <p>https://www.delmontepacific.com/hubfs/pdf/FY2017%20DMPL%20Definitive%20Information%20Statement.pdf?t=1523583786860</p>	
Supplement to Recommendation 8.5			
1. Company requires directors to disclose their interests in transactions or any other conflict of interests.	Compliant	<p>Indicate where and when directors disclose their interests in transactions or any other conflict of interests.</p> <p>Yes, this is clear from the Company's Policy on Directors' Conflict of Interest.</p> <p>Also, under the Company's IPT manual, as part of the internal reporting and review procedures, the Conflict of Interest Questionnaires issued annually to all employees shall also be issued to members of the Board of the Group. (A sample of the questionnaire is attached to the IPT manual as Appendix 6.)</p>	
Optional: Recommendation 8.5			
1. Company discloses that RPTs are conducted in such a way to ensure that they are fair and at arms' length.	Compliant	<p>Provide link or reference where this is disclosed, if any.</p> <p>The transactions with related parties are carried out based on terms agreed between the parties. Pricing for the sales of products are market driven, less certain allowances. For purchases, the Group's policy is to solicit competitive quotations. Bids from any related party are evaluated on arm's length commercial terms and subject to bidding against third party suppliers. Purchases are normally awarded based on the lowest price. (See Note 38 of the FY2017 AFS, which is found on page 243 of the FY2017 AR.)</p>	
Recommendation 8.6			
1. Company makes a full, fair, accurate and timely	Compliant	Provide link or reference where this is disclosed, if any.	

<p>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.</p>		<p>Section 8.1.6 of the Company's CG Manual provides:</p> <p>“The Company shall make a full, fair, accurate and timely disclosure to the public of any event that has a material impact on the Company and its business, including, but not limited to, the acquisition or disposal of significant assets which could adversely affect the viability of the Company or the interest of its shareholders and other stakeholders. The Board shall follow the SGX-ST rules on the setting of the transaction price on the acquisition or disposal of assets.”</p> <p>Please see the Company's CG Manual as uploaded in the website: https://www.delmontepacific.com/hubfs/pdf/DMPL%20Manual%20on%20Corporate%20Governance%20(2017)%20-%20Complete.pdf?t=1523583786860</p> <p>All material transactions and information are duly reported to the SGX, the PSE, and the SEC, and uploaded in the Company's website: https://www.delmontepacific.com/investors/news-and-filings)</p>	
<p>2. Board appoints an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.</p>	<p>Compliant</p>	<p>Identify independent party appointed to evaluate the fairness of the transaction price.</p> <p>The Company engages independent auditors to undertake an independent valuation of assets that the Company intends to acquire.</p> <p>When the Company, through its subsidiary, acquired the Del Monte consumer food business in the U.S. in 2014, it engaged Ernst & Young to conduct an independent valuation.</p> <p>Disclose the rules and procedures for evaluating the fairness of the transaction price, if any.</p> <p>Please refer to Appendix 8.1.6 of the CG Manual for the discussion on the policy and procedures for acquisition of assets: https://www.delmontepacific.com/hubfs/pdf/DMPL%20Manual%20on%20Corporate%20Governance%20(2017)%20-%20Complete.pdf?t=1523583786860</p>	
<p>Supplement to Recommendation 8.6</p>			
<p>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</p>	<p>Compliant</p>	<p>Provide link or reference where these are disclosed.</p> <p>To the extent that these are material agreements, the Company discloses these.</p> <p>However, there are no persons holding more than 5% of a class of shares of the Company under a voting trust or similar agreement.</p>	

strategic direction of the company.			
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Provide link to the company's website where the Manual on Corporate Governance is posted. Please refer to the following link: https://www.delmontepacific.com/corporate-governance/ch-manual	
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	Provide proof of submission. No update has been submitted as the Company has not had any changes in its CG Manual from the time of its adoption in May 2017. The Company shall submit a revised CG Manual should there be any changes in its corporate governance practices.	
Optional: Principle 8			
1. Does the company's Annual Report disclose the following information:		Provide link or reference to the company's Annual Report containing the said information. Please refer to the following page references to the FY2017 AR and/or 17-A:	
a. Corporate Objectives	Compliant		
b. Financial performance indicators	Compliant	a. Pages 3-4 of the FY2017 AR; b. Page 15 of the FY2017 AR and page 31 of the 17-A; c. Pages 24 and 36 of FY2017 AR;	
c. Non-financial performance indicators	Compliant	d. Page 95 of the FY2017 AR; e. Page 16 of the FY2017 AR;	
d. Dividend Policy	Compliant	f. Page 80 of the FY2017 AR; and g. Pages 89-90 of the FY2017 AR.	
e. Biographical details (at least age, academic qualifications, date of first appointment,	Compliant	The FY2017 AR and 17-A of the Company are uploaded in the website as follows: https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523583786860	

relevant experience, and other directorships in listed companies) of all directors		https://www.delmontepacific.com/hubfs/pdf/2017/2017.08.04%20-%20DMPL%20SEC%20Form%2017-A%20(FY2017).pdf?t=1523583786860	
f. Attendance details of each director in all directors meetings held during the year	Compliant		
g. Total remuneration of each member of the board of directors	Non-compliant		The remuneration of Directors and the CEO are disclosed in bands of S\$250,000/- with a maximum disclosure band of S\$500,000/- and above. Although the disclosure is not in compliance with the recommendation of the 2012 Code (and the SEC CG Code), the Board is of the view that, given the confidentiality and commercial sensitivity attached to remuneration matters and for personal security reasons, disclosure in bands of S\$250,000/- in excess of S\$500,000/- is not provided.
2. The Annual Report contains a statement confirming the company's full compliance with the Code of Corporate Governance and where there is non-compliance, identifies and explains reason for each such issue.	Compliant	Provide link or reference to where this is contained in the Annual Report See page 79 of the FY2017 AR: https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523583786860	
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	Provide link or reference to where this is contained in the Annual Report See page 92 of the FY2017 AR: https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523583786860	

4. The Annual Report/Annual CG Report contains a statement from the board of directors or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems.	Compliant	Provide link or reference to where this is contained in the Annual Report See page 92 of the FY2017 AR: https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523583786860	
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, and economic).	Compliant	Provide link or reference to where this is contained in the Annual Report See pages 47-50 of the FY2017 AR: https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523583786860	

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

Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	Compliant	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor. See relevant discussions found on pages 93 and 94 of the FY2017 AR: https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523583786860 The same information may also be found in the ARC's charter: https://www.delmontepacific.com/hubfs/pdf/ARC%20Terms%20of%20Reference%20--%202015%20FINAL.pdf?t=1523583786860	
2. The appointment, reappointment, removal and fees of the external auditor is recommended by the Audit Committee, approved by the Board	Compliant	Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor. See relevant discussions found on pages 93 and 94 of the FY2017 AR: https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20	

and ratified by the shareholders.		Spread).pdf?t=1523583786860 The same information may also be found in the ARC's charter: https://www.delmontepacific.com/hubfs/pdf/ARC%20Terms%20of%20Reference%20--%202015%20FINAL.pdf?t=1523583786860	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	Compliant	Provide information or link/reference to a document containing the company's reason for removal or change of external auditor See relevant discussion found on page 94 of the FY2017 AR: https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523583786860	
Supplement to Recommendation 9.1			
1. Company has a policy of rotating the lead audit partner every five years.	Compliant	Provide information on or link/reference to a document containing the policy of rotating the lead audit partner every five years. See relevant discussion found on page 94 of the FY2017 AR: https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523583786860	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the auditor's process, taking into consideration 	Compliant	Provide link/reference to the company's Audit Committee Charter. https://www.delmontepacific.com/hubfs/pdf/ARC%20Terms%20of%20Reference%20--%202015%20FINAL.pdf?t=1523583786860	

relevant Philippine professional and regulatory requirements.			
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	Compliant	Provide link/reference to the company's Audit Committee Charter. https://www.delmontepacific.com/hubfs/pdf/ARC%20Terms%20of%20Reference%20--%202015%20FINAL.pdf?t=1523583786860	
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	Provide link/reference to the company's Audit Committee Charter. https://www.delmontepacific.com/hubfs/pdf/ARC%20Terms%20of%20Reference%20--%202015%20FINAL.pdf?t=1523583786860	
2. Audit Committee ensures that the external auditor has adequate quality control procedures.	Compliant	Provide link/reference to the company's Audit Committee Charter. The Company Secretary confirms that this matter is periodically taken up by the ARC.	
Recommendation 9.3			
1. Company disclose the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	Compliant	Disclose the nature of non-audit services performed by the external auditor, if any. The FY2017 AR reported that there were no non-audit engagements with the Company's external auditors. The Company disclosed, however, that other auditors were engaged to perform non-audit services which include payroll, tax, transfer pricing, and internal audit.	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which	Compliant	Provide link or reference to guidelines or policies on non-audit services. The ARC regularly monitors this. It is included in the ARC agenda on a regular basis to ensure that there is no conflict of interest on the part of external auditor. For FY2017, ARC reviewed the audit and non-audit services of the external auditors and was satisfied that the auditors continue to be independent.	

could be viewed as impairing the external auditor's objectivity.			
Supplement to Recommendation 9.3			
1. Fees paid for non-audit services do not outweigh the fees paid for audit services.	Compliant	Provide information on audit and non-audit fees paid. See page 93 of the FY2017 AR: https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523583786860	
Additional Recommendation to Principle 9			
1. Company's external auditor is duly accredited by the SEC under Group A category	Compliant	Provide information on company's external auditor, such as: <ol style="list-style-type: none"> 1. Name of the audit engagement partner; 2. Accreditation number; 3. Date accredited; 4. Expiry date of accreditation; and 5. Name, address, contact number of the audit firm The following are the details of the Company's external auditor in the Philippines: <ol style="list-style-type: none"> a. Partner in charge: Ms. Catherine E. Lopez; b. Accreditation number: SEC Accreditation No. 0012-FR-4 (Group A); c. Date of accreditation: 10 November 2015; d. Expiry date: 9 November 2018 e. Name, address and contact number: SyCip Gorres Velayo & Co. 6760 Ayala Avenue 1226 Makati City Tel: (632) 8910307 	
2. Company's external auditor agreed to be subjected to the SEC Oversight Assurance Review (SOAR) Inspection Program conducted by the SEC's Office of the General Accountant (OGA).	Compliant	Provide information on the following: <ol style="list-style-type: none"> 1. Date it was subjected to SOAR inspection, if subjected; 2. Name of the Audit firm; and 3. Members of the engagement team inspected by the SEC. The Company is unable to provide the required information. SGV & Co., the Company's external auditor in the Philippines, is subjected to the SOAR inspection under the SEC Memorandum Circular No. 9 (series of 2017). However, as of the covered year in review, the SEC has neither started the inspection nor informed SGV & Co. that it has been selected for inspection.	

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

Recommendation 10.1

<p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p>	<p>Compliant</p>	<p>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p>See relevant discussions found on pages 51-78 of the FY2017 AR:</p> <p>https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523583786860</p>	
<p>2. Company adopts a globally recognized standard/ framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p>Provide link to Sustainability Report, if any. Disclose the standards used.</p> <p>The Company has started embracing the Global Reporting Initiative (GRI) 4 in FY2017, although its full implementation will be covered in its FY2018 Sustainability Report.</p> <p>See relevant discussions found on pages 51-78 of the FY2017 AR:</p> <p>https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1523583786860</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>	<p>Compliant</p>	<p>Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings/press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.</p> <p>The Company uses these communication channels: quarterly reports which include the press release, MD&A and presentation; briefing with webcast or conference call; one-on-one meetings; brokers forum/roadshows, website, corporate presentation and Annual Report.</p> <p>The quarterly results are uploaded in the Company website and may be accessed through the following link:</p> <p>https://www.delmontepacific.com/investors/results-and-reports</p>	
------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--

Supplemental to Principle 11			
1. Company has a website disclosing up-to-date information on the following:	Compliant	Provide link to the company website. The following are the relevant links to the Company website:	
1. Financial statements/reports (latest quarterly)	Compliant	a. Financial statements/ report See "17-Q" under "Filings in SEC Philippines" in – https://www.delmontepacific.com/investors/news-and-filings	
2. Materials provided in briefings to analysts and media.	Compliant	b. Materials provided in briefings to analysts and media: See "Quarterly Results" in - https://www.delmontepacific.com/investors/results-and-reports	
3. Downloadable annual report	Compliant	c. Annual Report (colored/magazine type): See "Annual Reports" in - https://www.delmontepacific.com/investors/results-and-reports	
4. Notice of ASM and/or SSM	Compliant	d. AGM Notice: https://www.delmontepacific.com/investors/shareholder-centre#Notice_of_AGM	
5. Minutes of ASM and/or SSM	Compliant	e. AGM Minutes: https://www.delmontepacific.com/investors/shareholder-centre#Minutes_of_AGM	
6. Company's Articles of Incorporation and By-Laws	Compliant	f. Company's Memorandum and Articles of Association: https://www.delmontepacific.com/investors/results-and-reports	
Additional Recommendation to Principle 11			
1. Company complies with SEC-prescribed website template.	Compliant	The following is the link on the Company's website: https://www.delmontepacific.com/	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	Compliant	List quality service programs for the internal audit functions. The Internal Audit function provides independent assurance to evaluate and improve the effectiveness of the organizations' risk management, control and governance processes. It covers operations, financial reporting, compliance, and information technology. The IA department works with Management to assess	

		<p>risks, identify root causes and come up with agreed action points, and follow up implementation.</p> <p>Indicate frequency of review of the internal control system.</p> <p>The specific areas under review and the frequency of such reviews depend on the risk assessment performed during the annual planning process and the changes in risk and control conditions within the year. Some areas are reviewed quarterly, others annually, others every other year, and still others every three years. The annual plan is reviewed with management and approved by the Board through the ARC.</p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>Identify international framework used for Enterprise Risk Management.</p> <p>The Group adopts the COSO ERM Framework.</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> 1. Company's risk management procedures and processes <p>The ARC oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The ARC is assisted in its oversight role by Internal Audit. The Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the ARC.</p> <ol style="list-style-type: none"> 2. Key risks the company is currently facing <p>Discussions on the principal risk, specific risks the Company faces, and the risk mitigation are discussion on page 47 of the FY2017 AR.</p> <ol style="list-style-type: none"> 3. How the company manages the key risks <p>Discussion on risk mitigation are likewise discussed in the FY2017 AR, starting on page 47 thereof.</p> <p>Indicate frequency of review of the enterprise risk management framework.</p> <p>Risk management processes and results are reviewed regularly to reflect changes in market conditions and the Group's activities. Risk management is a regular and recurring board agenda item.</p>	
<p>Supplemental to Recommendation 12.1</p>			
<p>1. Company has a formal comprehensive</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the company's compliance program covering compliance with laws and relevant regulations.</p>	

<p>enterprise-wide compliance program covering compliance with laws and relevant regulations that is annually reviewed. The program includes appropriate training and awareness initiatives to facilitate understanding, acceptance and compliance with the said issuances.</p>		<p>The Group has a compliance program that aims to monitor and ensure the Group's compliance with laws and regulations to manage any risks related to regulatory developments.</p> <p>The Company's Code of Business Ethics also requires that the Company shall endeavor to comply with all laws, rules and regulations that govern its business. The Company shall be guided by the principles of ethical conduct when dealing with the government, its agencies and instrumentalities.</p> <p>The Company shall respect the laws of all countries where it conducts business. The Company shall also promote honesty and integrity in dealing with government agencies and instrumentalities. All employees are prohibited from influencing the government's judgment or conduct through the giving of bribes or other unlawful inducements.</p> <p>Indicate frequency of review.</p> <p>Compliance is a regular ARC agenda item.</p>	
Optional: Recommendation 12.1			
<p>1. Company has 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.</p>	<p>Compliant</p>	<p>Provide information on IT governance process.</p> <p>Information technology issues are also regularly reported to the Board through the ARC. Reports include matters on business continuity, disaster recovery and cyber security amongst others. The Board, through the ARC, provides directions on these matters which management then executes and Internal Audit monitors.</p>	
Recommendation 12.2			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p>Compliant</p>	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <p>The internal audit function is in-house.</p>	
Recommendation 12.3			
<p>1. Company has a qualified Chief Audit Executive (CAE) appointed by the</p>	<p>Compliant</p>	<p>Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.</p>	

Board.		The Head of Internal Audit is Mr. Gil Ramon Veloso. The internal audit department is responsible for reviewing the risk management, internal control and governance processes to ensure that these are adequate and effectively implemented.	
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	This is true. Please see the Internal Audit's Charter (which is found in Appendix 3.3.2 of the Company's CG Manual).	
3. In case of 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.	Not applicable	Identify qualified independent executive or senior management personnel, if applicable.	The Company's internal audit activity is handled in-house.
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Non-compliant	Provide information on company's risk management function.	The Finance Department and Chief Risk Officer are responsible for the risk management in the Company.
Supplemental to Recommendation 12.4			
1. Company seeks external technical support in risk management when such competence is not available internally.	Compliant	Identify source of external technical support, if any. The Company engages consultants or firms specializing in the relevant risks. For instance, the Company engaged Grant Thornton and DXC regarding cybersecurity risks, and Ernst & Young concerning developments in Philippine tax reform, Section 4.1.3 of the Company's CG Manual states that the Board should annually review the adequacy and effectiveness of the Company's risk management (and internal control systems). Such review can be carried out internally or with the assistance of any competent third parties.	
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	Identify the company's Chief Risk Officer (CRO), and provide information on or reference to a documents containing his/her responsibilities and qualifications/background. Under Section 4.1.1 of the Company's MCG, the Company's Chief Financial Officer, Mr. Parag Sachdeva, also acts as the Chief Risk Officer. He leads the implementation of the Company's risk management system and reports to the Board any identified risks and measures being taken by Management to address or mitigate the same.	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	Mr. Sachdeva's academic and professional are provided in page 19 of the FY2017 AR.	
Additional Recommendation to Principle 12			
1. Company's chief Executive Officer and Chief Audit Executive attest in writing, at least annually, that a sound internal audit, control and compliance system is in place and working effectively.	Compliant	Provide link to CEO and CAE's attestation. In its FY2017 AR, the Company reported that the Board received written confirmation from the CEO and the CFO that the Company's risk management and internal control systems remain adequate and effective as of FY2017. (See page 92 of the FY2017 AR.) Such written confirmation is based on the Head of Audit's written annual state of internal control report.	
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	Compliant	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed. See Section 6 of the Company's CG Manual, as uploaded in the website: https://www.delmontepacific.com/corporate-governance/ch-manual	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Provide link to company's website. The basic shareholder rights are discussed in the Company's CG Manual and FY2017 AR, which are both available in the Company's website.	
Supplement to Recommendation 13.1			
1. Company's common share has one vote for one share.	Compliant.	The ordinary shares of the Company carry one vote per share. See the FY2017 AR: https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20	

		Spread).pdf?t=1524212751860	
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>Provide information on all classes of shares, including their voting rights if any.</p> <p>The Company treats all shareholders fairly and equitably, and recognizes, protects and facilitates the exercise of shareholders' rights. The Company also ensures that shareholders have the opportunity to participate effectively in and vote at general meetings.</p> <p>Details on the ordinary and preference shares of the Company are provided in its Articles and Memorandum of Association.</p> <p>The holders of ordinary shares are entitled to receive dividends after dividend of preference shares are paid, as declared from time to time, and are entitled to one vote per share at meetings of the Company.</p> <p>The preference shares are cumulative, non-voting, redeemable at the option of the Company, non-participating and non-convertible. The preference shares may be issued in one or more series, each such class of shares will have rights and restrictions as the Board may designate. The terms and conditions of the authorized preference shares are finalized upon each issuance.</p>	
3. Board has an effective, secure, and efficient voting system.	Compliant	<p>Provide link to voting procedure. Indicate if voting is by poll or show of hands.</p> <p>In general meetings of shareholders conducted in Singapore, all resolutions are put to vote by electronic poll. While electronic poll voting is not available to Philippine Shareholders who are unable to attend the AGM held in Singapore, they are still be able to vote by manual poll voting in Manila. However, Philippine Shareholders who attend the AGM in Singapore are able to participate in the electronic poll voting.</p> <p>The Company also appoints independent scrutineers to validate the votes. (See the discussion on <i>Conduct of Shareholder Meetings</i> found on page 97 of the FY2017 AR.)</p>	
4. Board has an effective shareholder voting mechanisms such as supermajority or "majority of minority" requirements to protect minority shareholders against actions of controlling shareholders.	Compliant	<p>Provide information on shareholder voting mechanisms such as supermajority or "majority of minority", if any.</p> <p>The Company's Articles of Association provide for certain matters to be decided through special resolution or affirmative vote by at least ¾ of shares entitled to vote.</p> <p>Non-exclusive examples of these matters to be decided by a special resolution of members are as follows:</p> <ul style="list-style-type: none"> Reduction of the capital of the Company by transferring an amount of the 	

		<p>capital of the Company to surplus</p> <ul style="list-style-type: none"> • Removal of a director from office, with or without cause • Voluntary winding up and dissolution of the Company <p>In liquidation, the liquidator may, with the authority of a special resolution of members and any other sanction required by the Act, divide among the members in specie or kind the whole or any part of the assets of the Company.</p> <p>The Company may, by a special resolution of members or by a resolution passed unanimously by all directors of the Company, continue as a company incorporated under the laws of a jurisdiction outside the British Virgin Islands in the manner provided under those laws.</p>	
5. Board allows shareholders to call a special shareholders' meeting and submit a proposal for consideration or agenda item at the AGM or special meeting.	Compliant	<p>Provide information on how this was allowed by board (i.e. minutes of meeting, board resolution).</p> <p>Under article 66 of the Company's articles of association, members holding at least 10% may request in writing for a general meeting or a meeting of shareholders.</p>	
6. Board clearly articulates and enforces policies with respect to treatment of minority shareholders.	Compliant	<p>Provide information or link/reference to the policies on treatment of minority shareholders.</p> <p>The Company's CG Manual respects the rights of all shareholders and provides for the following:</p> <p>Fair and Equitable Treatment of Shareholders – The Company should treat all its shareholders fairly and equitably, and should recognize, protect and facilitate the exercise of shareholders' rights.³</p> <p>Guidelines:</p> <p>6.1.1 The Company should facilitate the exercise of ownership rights by all shareholders. In particular, shareholders have the right to be sufficiently informed of changes in the Company or its business which would be likely to materially affect the price or value of the Company's shares.</p> <p>6.1.2 The Company should ensure that shareholders have the opportunity to participate effectively in, and vote at, general meetings of shareholders. Shareholders should be informed of the rules, including voting procedures that</p>	(In transactions involving interested persons ⁴ , the Company ensures that they are carried out on arm's length commercial terms consistent with the Group's usual business practices and policies and are not be prejudicial to the Company's minority shareholders.)

³ Principle 14 of the SGX CG Code (Shareholder Rights)

⁴ Under the SGX-ST Listing Manual, "Interested Person" is defined as: (a) a Director, CEO or Controlling Shareholder of the listed company; or (b) an Associate of any such Director, CEO or Controlling Shareholder. A "Controlling Shareholder" is one who: (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the company; or (b) in fact exercises control over a company.

		<p>govern general meetings of shareholders.</p> <p>6.1.3 The results of the votes taken during an annual general meeting or general meeting of shareholders should be disclosed and made available to the public on the same day. The results of the meeting should likewise be uploaded on the Company's website within five days from the date of such meeting.</p>	
7. Company has a transparent and specific dividend policy.	Compliant	<p>Provide information on or link/reference to the company's dividend Policy.</p> <p>The Company's dividend policy for its ordinary shares is stated in page 95 of the FY2017 AR. It's also stated in the Company's website: https://www.delmontepacific.com/investors/shareholder-centre#Dividends.</p> <p>Indicate if company declared dividends. If yes, indicate the number of days within which the dividends were paid after declaration. In case the company has offered scrip-dividends, indicate if the company paid the dividends within 60 days from declaration.</p> <p>The Company declared dividends in FY2017. The dividends were declared on 29 June 2017 and paid on 8 September 2017 (i.e., 71 days from date of declaration).</p>	
Optional: Recommendation 13.1			
1. Company appoints an independent party to count and/or validate the votes at the Annual Shareholders' Meeting.	Compliant	<p>Identify the independent party that counted/validated the votes at the ASM, if any.</p> <p>For the AGM held in August 2017, the Company appointed the following independent scrutineers to tabulate and validate the votes cast</p> <ol style="list-style-type: none"> 1. Drewcorp Services Pte Ltd – Singapore; and 2. Ortega Bacorro Odulio Calma & Carbonell Law Office – Manila. 	
Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 28 days before the meeting.	Compliant	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out.</p> <p>The Company sends out its notice of meetings at least 15 business days before the date of shareholders' meeting.</p> <p>For the AGM held on 30 August 2017, the notice of meeting was sent out on 4 August 2017 (or 26 days before date of meeting).</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>One of the resolutions submitted for shareholders' approval pertain to the payment of Directors' fees up to US\$496,800 for FY2018 (FY2017: US\$496,800), to be paid quarterly in arrears. For details on the fee structure,</p>	

		<p>please refer to the 2017 AGM Notice.</p> <p>Provide link to the Agenda included in the company's Information Statement (SEC Form 201-IS).</p> <p>https://www.delmontepacific.com/hubfs/pdf/FY2017%20DMPL%20Definitive%20Information%20Statement.pdf?t=1523583786860</p>	
Supplemental to Recommendation 13.2			
1. Company's Notice of Annual Stockholders' Meeting contains the following information:		Provide link or reference to the company's notice of Annual Shareholders' Meeting.	
a. The profiles of directors (i.e., age, academic qualifications, date of first appointment, experience, and directorships in other listed companies).	Compliant	https://www.delmontepacific.com/hubfs/pdf/17_0142%20Del%20Monte_FR17_AGM_v3_FA%20FINAL-1.pdf?t=1523583786860	
b. Auditors seeking appointment/re-appointment.	Compliant	https://www.delmontepacific.com/hubfs/pdf/17_0142%20Del%20Monte_FR17_AGM_v3_FA%20FINAL-1.pdf?t=1523583786860	
c. Proxy documents.	Compliant	https://www.delmontepacific.com/hubfs/pdf/FY2017%20DMPL%20Definitive%20Information%20Statement.pdf?t=1523583786860	
Optional: Recommendation 13.2			
1. Company's provides rationale for the agenda items for the annual stockholders meeting.	Compliant	<p>Provide link or reference to the rationale for the agenda items.</p> <p>See AGM Notice included in the Company's 2017 DIS: https://www.delmontepacific.com/hubfs/pdf/FY2017%20DMPL%20Definitive%20Information%20Statement.pdf?t=1524212751860</p>	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	Compliant	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p> <p>The results of the 2017 AGM are disclosed to the public on the same day. Please see disclosures of the Company to the SGX-ST and the PSE: https://www.delmontepacific.com/hubfs/pdf/2017.08.30%20%20FY2017%20AGM%20Results.pdf?t=1523583786860</p>	(The relevant questions raised and answers are included in the Minutes of the AGM which was released to the public on a later date.)

<p>2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.</p>	<p>Compliant</p>	<p>Provide link to minutes of meeting in the company website.</p> <p>https://www.delmontepacific.com/investors/shareholder-centre#Minutes_of_AGM</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Please refer to the AGM results which includes the breakdown of all valid votes cast at the meeting.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>The results of meeting indicated that the resolutions were passed and approved by way of poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any.</p> <p>Yes, the AGM Minutes would affirm this.</p>	<p>The Company endeavours to upload the Minutes of Meeting within 5 business days from end of meeting.</p>
<p>Supplemental to Recommendation 13.3</p>			
<p>1. Board ensures the attendance of the external auditor and other relevant individuals to answer shareholders questions during the ASM and SSM.</p>	<p>Compliant</p>	<p>Indicate if the external auditor and other relevant individuals were present during the ASM and/or special meeting.</p> <p>The attendance list, which is attached to the AGM Minutes, would show that the representatives of the Company's external auditor attended the meeting.</p>	
<p>Recommendation 13.4</p>			
<p>1. Board makes available, at the option of a shareholder, an alternate dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>	<p>Compliant</p>	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes.</p> <p>Articles 161 and 162 of the Company's Articles of Association clearly provide for arbitration in case any difference arises between the Company and any of its shareholders or members.</p> <p>The Company's lead independent director is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate.</p>	
<p>2. The alternative dispute mechanism is included in</p>	<p>Non-compliant</p>	<p>Provide link/reference to where it is found in the Manual on Corporate Governance.</p>	<p>Articles 161 and 162 of the Company's Articles of Association clearly provide for</p>

the company's manual on Corporate Governance.			<p>arbitration in case any difference arises between the Company and any of its shareholders or members.</p> <p>The Company can incorporate the clear provisions of its Articles on arbitration in the CG Manual but there is no significant difference.</p> <p>The Company's lead independent director is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman of the Board or Management are inappropriate or adequate.</p>
Recommendation 13.5			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders.	Compliant	<p>Disclose the contact details of the officer/office responsible for investor relations, such as:</p> <ol style="list-style-type: none"> 1. Name of the person 2. Telephone number 3. Fax number 4. E-mail address <p>The following are the contact details of the Company's investor relations office:</p> <p>Jennifer Luy Tel: +65 6324 6822 Fax: +65 6221 9477 jluy@delmontepacific.com</p>	
2. IRO is present at every shareholder's meeting.	Compliant	<p>Indicate if the IRO was present during the ASM.</p> <p>Yes; please refer to the attendance list included in the AGM Minutes.</p>	
Supplemental to Recommendation to Principle 13			
1. Board avoids anti-takeover measures or similar devices that may entrench ineffective management or the existing controlling shareholder group.	Compliant	<p>Provide information on how anti-takeover measures or similar devices were avoided by the board, if any.</p> <p>The Board has not undertaken anti-takeover measures or similar devices.</p>	

2. Company has at least thirty percent (30%) public float to increase liquidity in the market.	Compliant	Indicate the company's public float. As of 31 December 2017, the Company's public float is 31.96%.	
Optional: Principle 13			
1. Company has policies and practices to encourage shareholders to engage with the company beyond the Annual Stockholders' Meeting.	(Compliant)	Disclose or provide link/reference to policies and practices to encourage shareholders' participation beyond ASM. The Group is committed to engaging its stakeholders and providing easy and regular access to timely, effective, fair, pertinent and accurate information about the Company, in clear language. It has an Investor Relations ("IR") policy that clearly articulates and promotes this. See the discussion on <i>Communication with Shareholders/ Investor Relations</i> found on page 95 of the Company's FY2017 AR. See also the Company's IR policy in its website: https://cdn2.hubspot.net/hubfs/2685100/pdf/IR%20Policy%20as%20of%2014%20Dec%202016.pdf?t=1524189035999	
2. Company practices secure electronic voting in absentia at the Annual Shareholders' Meeting.	Compliant	Disclose the process and procedure for secure electronic voting in absentia, if any. The Company implements electronic poll voting and all resolutions are put to vote by electronic poll at general meetings (GM) of shareholders, whether annual or special. The proceedings of the GM are held in Singapore, and are made available to Philippine Shareholders via a videoconference facility at the Company's offices in Taguig City. A shareholder who is entitled to attend and vote at the general meetings of shareholders may appoint not more than two proxies to attend and vote in his/her stead. Such proxy should complete and submit the appropriate "depositor proxy form" at the office of the Singapore Share Transfer Agent. While electronic poll voting is not available to Philippine Shareholders who are unable to attend the GM in Singapore, the shareholders may still vote by manual poll voting. Those who wish to vote but cannot attend either the GM in Singapore or the videoconference in Manila may still do so by appointing a proxy to attend the meeting either in Singapore or in Manila. (See 2017 AGM Notice and 2017 DIS of the Company: https://www.delmontepacific.com/hubfs/pdf/FY2017%20DMPL%20Definitive%20Information%20Statement.pdf?t=1524189035999)	

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 so their rights.

Recommendation 14.1

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>Compliant</p>	<p>Identify the company's stakeholders and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.</p> <p>The Company's stakeholders are its employees and their families, business partners, customers and host communities. As a leading global food company, the Company has included corporate sustainability as part of the Company's strategic plan. For a comprehensive discussion on the Company's sustainability programs, please see discussions in the <i>Sustainability</i> section starting on page 51 of the Company's FY2017 AR:</p> <p>https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1524189035999.</p>	
--------------------------------------------------------------------------------------------------------------------------------------------------------------------	------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--

Recommendation 14.2

<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<p>Identify policies and programs for the protection and fair treatment of company's stakeholders.</p> <p>The Company's IR policy promotes fair and equitable treatment of all shareholders, while recognizing, protecting and facilitating the exercise of shareholders' rights. This IR policy reinforces DMPL's commitment to regular, effective and fair communication between DMPL and its investing community (which includes the shareholders, research analysts and sales, media, and any other stakeholders). The Company's IR is guided by the principles of trust; good corporate governance; transparency, openness and quality of disclosure; fairness; timeliness; proactiveness and engagement; accessibility; employment of IT; and continuous improvement.</p>	
--------------------------------------------------------------------------------------------------------------------------------------	------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--

Recommendation 14.3

<p>1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.</p>	<p>Compliant</p>	<p>Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholder can use to voice their concerns and/or complaints for possible violation of their rights.</p> <p>The Board, together with the Chairman of the ARC, had appointed the Group CFO as the Protection Officer, as well as the Head of Internal Audit as the Investigations Officer, to administer the Company's Whistleblower program. The following are the contact details:</p> <p>For legal compliance: +632 856 2557, +63917 872 1472, or email legalcompliancegroup@delmonte-phil.com</p> <p>For other matters: +6388 855 2090, +63917 712 0311, or email</p>	
-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------	------------------	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--

		<p>othercompliance@delmonte-phil.com</p> <p>Provide information on whistle-blowing policy, practices and procedures for stakeholders.</p> <p>The Company implements a Whistleblower Policy that aims to deter and uncover any corrupt, illegal, unethical, fraudulent or other conduct detrimental to the interests of the Group committed by officers and employees, as well as third parties such as suppliers and contractors. The Group encourages its officers and employees, suppliers and contractors to provide information that evidences unsafe, unlawful, unethical, fraudulent or wasteful practices. It does not disregard anonymous complaints. For more details, please refer to the Company's website where the whistleblowing policy may be viewed:</p> <p>https://www.delmontepacific.com/corporate-governance/ch-manual-1</p>	
Supplemental to Recommendation 14.3			
<p>1. Company establishes an alternative dispute resolution system so that conflicts and differences with key stakeholders is settled in a fair and expeditious manner.</p>	Compliant	<p>Provide information on the alternative dispute resolution system established by the company.</p> <p>If the dispute is between Company and third parties or regulatory authorities: The Company considers and explores with the other parties involved, mutually acceptable alternative modes of dispute resolution to the extent that such modes are reasonable and will not prejudice the Company's interests.</p>	
Additional Recommendation to Principle 14			
<p>1. Company does not seek any exemption from the application of a law, rule or regulation especially when it refers to a corporate governance issue. If an exemption was sought, the company discloses the reason for such action, as well as presents the specific steps being taken to finally comply with the applicable law, rule or regulation.</p>	Compliant	<p>Disclose any requests for exemption by the company and the reason for the request.</p> <p>The Company does not seek any exemption for the application of a law, rule or regulation related to corporate governance.</p>	
<p>2. Company respects</p>	Compliant	<p>Provide specific instances, if any.</p>	

intellectual property rights.		While the Group holds the <i>Del Monte</i> trademark rights for packaged food products in the USA, South America, Philippines, the Indian subcontinent and Myanmar, the Group acknowledges that the <i>Del Monte</i> trademark is licensed to other companies that are independent of the Group.	
Optional: Principle 14			
1. Company discloses its policies and practices that address customers' welfare.	Compliant	<p>Identify policies, programs and practices that address customers' welfare or provide link/reference to a document containing the same.</p> <p><i>Policy</i></p> <p>The Group shall continually provide high quality products and best in class service to its customers. It shall endeavor to be the world's best source of processed pineapple, tropical fruit and other products in terms of quality, supply reliability, customer service and price competitiveness.</p> <p>Consumer satisfaction, health and safety shall always be of paramount concern to the Group.</p> <p>The Group's advertising shall be truthful. Information on the Company's products and services must be accurately communicated.</p> <p><i>Activities</i></p> <p>The Group implements strict controls throughout operations to ensure that the products consistently meet the highest levels of quality, safety and purity.</p> <p>The Group also has product traceability measures in place to respond to customer requirements.</p> <p>Also, to ensure customer satisfaction, the Company strives to establish effective communication lines with its customers and be always sensitive to consumers' concerns and needs.</p>	
2. Company discloses its policies and practices that address supplier/contractor selection procedures.	Compliant	<p>Identify policies, programs and practices that address supplier/ contractor selection procedure or provide link/reference to a document containing the same.</p> <p><i>Policy</i></p> <p>The Group acknowledges the importance of building a sound relationship with its suppliers. Accordingly, the Group shall conduct business with all customers (and suppliers) on the basis of integrity, mutual interest and fairness.</p> <p>The Company performs periodic audits of contract manufacturers and certain</p>	

		<p>direct suppliers, some independent and unannounced audits are used to address quality assurance and compliance issues. Furthermore, the Group prohibits the practice of forced and child labor.</p> <p>It is the Group's policy to seek out opportunities to buy from these suppliers where price, quality, and delivery of service are competitive.</p> <p><i>Activities</i></p> <p>The Company's subsidiary in the Philippines has in place a Supplier Quality Management Program (SQMP) for selecting suppliers. The SQMP assesses the quality and delivery performance, feedback, recognition and continuous improvement program for all direct materials suppliers and toll manufacturers. The suppliers are then rated based on quality performance, delivery performance and competitiveness.</p> <p>The Company's subsidiary in the U.S. has in place a Supplier Code of Conduct that applies to any entity providing goods or services, including suppliers and sub-contractors.</p> <p>The Group's Supplier Diversity Programme enables small and diverse businesses to be considered fairly as subcontractors and suppliers.</p>	
<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.</p>			
<p>Recommendation 15.1</p>			
<p>1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and its governance.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.</p> <p>Please refer to the relevant discussions on <i>Healthy Work Environment, Training and Development, Benefits, Communication, Employee Engagement, Labor-Management Cooperation, and Innovation, Our Way of Life</i> found in the Sustainability section of the Company's FY2017 AR, starting on page 55:</p> <p>https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1524189035999</p>	
<p>Supplement to Recommendation 15.1</p>			
<p>1. Company has a reward/compensation policy that accounts for the performance of the company beyond short-</p>	<p>Compliant</p>	<p>Disclose if company has in place a merit-based performance incentive mechanism such as an employee stock option plan (ESOP) or any such scheme that awards and incentivizes employees, at the same time aligns their interests with those of the shareholders.</p>	

term financial measures.		<p>The Company has two share plans, i.e., the Restricted Share Plan (“RSP”) and the Performance Share Plan (“PSP”) (collectively, the “Share Plans”) which are administered by the RSOC. The Share Plans are long-term incentive schemes based on participants achieving pre-set operating unit financial goals, individual performance, as well as achieving financial goals in the case of the PSP.</p> <p>The purpose of the Share Plans is to increase the Company’s flexibility and effectiveness in its continuing efforts to reward, retain and motivate employees, currently targeted at executives holding key positions to excel in their performance. These are also designed to align the interest of these executives with those of the Company’s shareholders. (See page 89 of the Company’s FY2017 AR.)</p> <p>The Group is also committed to providing a motivating environment that recognizes and rewards its employees based on performance, teamwork, and continuous improvement in both the short term and long term, and should be designed to:</p> <ul style="list-style-type: none"> a) Motivate our employees to deliver the company’s profitable growth goals; b) Reward performance; c) Retain top performers and high potentials; and d) Promote teamwork. <p>The Company’s performance incentive plan aims to motivate and reward employees who contribute towards attaining and exceeding the Company’s annual business objectives. The award is based on the degree to which divisional and corporate financial objectives are met. This incentive plan covers employees at the levels of supervisors and above.</p>	
2. Company has policies and practices on health, safety and welfare of its employees.	Compliant	<p>Disclose provide information on policies and practices on health, safety and welfare of employees. Include statistics and data, if any.</p> <p>Please refer to the discussions on <i>Healthy Work Environment</i>, and <i>Labor-Management Cooperation</i> found in the Sustainability section of the Company’s FY2017 AR, starting on page 55:</p> <p>https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1524189035999</p>	
3. Company has policies and practices on training and development of its employees.	Compliant	<p>Disclose and provide information on policies and practices on training and development of employees. Include information on any training conducted or attended.</p> <p>Please refer to the discussions on <i>Training and Development and Innovation, Our Way of Life</i> found in the Sustainability section of the Company’s FY2017 AR, starting on page 56:</p>	

		https://www.delmontepacific.com/hubfs/pdf/Del%20Monte%20AR2017(8mb%20Spread).pdf?t=1524189035999	
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>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption.</p> <p>The Board shapes the long-term strategy of the Company, reviews material issues and provides guidance on matters relating to shareholders, the regulatory authorities, and sustainability. The Group abhors any form of corruption by its employees and suppliers. Any solicitation or offering of gifts, payments or commissions by Company employees and their families, or by suppliers and their representatives, in exchange for business or for personal gain is strictly prohibited.</p> <p>Internal audits are periodically performed to assess corporate, facility and subsidiary processes and controls to mitigate corruption risks. The Company has a Code of Conduct which directors, management and employees abide by. All employees are required to provide information on related party and conflict of interest which is updated annually.</p> <p>Please refer to the Company's Code of Business Ethics in its website: https://www.delmontepacific.com/corporate-governance/code-of-business-ethics</p>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	Compliant	<p>Identify how the board disseminated the policy and program to employees across the organization.</p> <p>The Code of Business Ethics had been disseminated to all directors, senior management and employees of the Company and the Group during the onboarding process. It is also published in the Group's HR website which is accessible to all employees of the Group.</p>	
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>Identify or provide link/reference to the company policy and procedures on penalizing employees involved in corrupt practices.</p> <p>Employees are prohibited from influencing the government's judgment or conduct through the giving of bribes or other unlawful inducements. Accordingly, the Company has a Disciplinary Action Policy with the objective of ensuring that employees will have a better understanding of company rules and regulations that have a direct impact on their rights, welfare and safety and to assist supervisors and managers in handling disciplinary cases in order to guarantee that all employees will be afforded due process and receive fair and constructive treatment.</p>	

		<p>Include any finding of violations of the company policy.</p> <p>There has been no finding of any violation of this company policy.</p>	
Recommendation 15.3			
<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.</p>	<p>Compliant</p>	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>A Whistleblower Policy is in place to promote the highest standards of business and personal ethics in the conduct of the Group's affairs. Please refer to the Company's Whistleblowing Policy in its website: https://www.delmontepacific.com/corporate-governance/ch-manual-1</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p> <p>The policy seeks to protect any whistleblower from any form of retaliation, harassment, adverse employment consequences or other discriminatory acts, including, but not limited to, demotion, dismissal or reduction of compensation or privileges of employment, for providing information relative to violations of Company policies, rules and regulations.</p> <p>The Company has a Whistleblower Protection Officer that safeguards the interests of the whistleblower, and a Whistleblower Investigations Officer (being a director, officer, employee or consultant of the Company) who is responsible for conducting preliminary investigations into reports received from a whistleblower.</p> <p>Provide contact details to report any illegal or unethical behaviour.</p> <p>The Group CFO, Mr. Parag Sachdeva, acts as the Protection Officer. On the other hand, the Head of Internal Audit, Mr. Gil Veloso, acts as the Investigations Officer. The following are the contact details:</p> <p>For legal compliance matters: +632 856 2557, +63917 872 1472, or email legalcompliancegroup@delmonte-phil.com</p> <p>For other matters: +6388 855 2090, +63917 712 0311, or email othercompliance@delmonte-phil.com</p>	
<p>2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent</p>	<p>Compliant</p>	<p>Please also see comment from previous item.</p>	

member of the Board or a unit created to handle whistleblowing concerns.			
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p>Under its terms of reference, part of the ARC's duty is to assist the Board in monitoring whistleblowing processes and providing arrangements whereby matters raised by whistleblowers are investigated and appropriate follow-up actions are taken.</p> <p>No fraud-related report was received through the dedicated hotline for 2017.</p>	
Principle 16: the company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	Compliant	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p> <p>Please see discussions on <i>Nourishing our Community</i> as part of the Sustainability section of the FY2017 Annual Report, which starts on page 59.</p>	
Optional: Principle 16			
1. Company ensures that its value chain is environmentally friendly or is consistent with promoting sustainable development.	Compliant	<p>Identify or provide link/reference to policies, programs and practices to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development.</p> <p>Please see discussions on Sustainability beginning on page 51 of the FY2017 AR.</p> <p>Please also see our commitment to Sustainability, as found in our website: https://www.delmontepacific.com/sustainability</p>	
2. Company exerts effort to interact positively with the	Compliant	Identify or provide link/reference to policies, programs and practices to interact positively with the communities in which it operates.	

<p>communities in which it operates.</p>		<p>Page 52 of the FY2017 AR states:</p> <p>Through the Del Monte Foundation, Inc., we also focus on communities where we operate, where we help provide education, healthy living and livelihood to over 100 communities in Bukidnon and Misamis Oriental in the Philippines.</p> <p>We believe in building the long-term resiliency for our business. New challenges and threats emerge. Our Company needs to continually understand these global issues and engage our stakeholders to identify key issues which affect our customers, the community where we operate, our employees, the environment and our ability to deliver a fair return to our investors. We continue to remain mindful of the impact of our activities on the future of our planet.</p> <p>For more discussion, please also see our commitment to Sustainability, as found in our company website:</p> <p>https://www.delmontepacific.com/sustainability</p>	
------------------------------------------	--	-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	--

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 Makati City on 30 May 2018.

SIGNATURES


ROLANDO GAPUD
Chairman of the Board
for
pursuant to POA


JOSELITO CAMPOS, JR.
Managing Director and Chief Executive Officer
for


BENEDICT KWEK GIM SONG
Lead Independent Director
for
pursuant to POA

YVONNE GOH
Independent Director

GODFREY SCOTCHBROOK
Independent Director

EMIL JAVIER
Independent Director


ANTONIO EUGENIO UNGSON
Company Secretary and Chief Compliance Officer

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 Makati City on 30 May 2018.

SIGNATURES

ROLANDO GAPUD
Chairman of the Board

JOSELITO CAMPOS, JR.
Managing Director and Chief Executive Officer

BENEDICT KWEK GIM SONG
Lead Independent Director

YVONNE GOH
Independent Director

GODFREY SCOTCHBROOK
Independent Director


EMIL JAVIER
Independent Director

ANTONIO EUGENIO UNGSON
Company Secretary and Chief Compliance Officer

SUBSCRIBED AND SWORN to before me this May 30 2018 affiants having exhibited to me the following:

<u>Name</u>	<u>Competent Evidence of Identity</u>	<u>Date / Place of Issue</u>
Rolando Gapud	Passport No. EC6238195	17 Dec 2015 / PE Singapore
Joselito Campos, Jr.	Passport No. PO033661A	24 Aug 2016 / DFA-Manila
Benedict Kwek Gim Song	Passport No. E5805801E	19 Jan 2016 / Singapore
Yvonne Goh		
Godfrey Scotchbrook		
Emil Javier	Passport No. P4047095A	15 Aug 2017 / DFA-Manila
Antonio Eugenio Ungson for himself, RCGapud, BKGSong	Passport No. EC3335333	2 Feb 2015 / DFA-NCR East

NOTARY PUBLIC

Juanito H. Vinculado
JUANITO H. VINCULADO
NOTARY PUBLIC
UNTIL DEC. 31, 2019
PTR 11431442J LAS PINAS 1/5/18
IBP 14484 / 9/11/2017 PPLM
ROLL NO. 41092 / MCLE V-0021209
NOT APPT NO. M-88 1/18/19 MAKATI
13, ALFARO PLACE, LEVISTE, MAKATI

Doc No. 183
Page No. 28
Book No. 22
Series of 2018.



**FOREIGN SERVICE OF THE
REPUBLIC OF THE PHILIPPINES**

EMBASSY OF THE PHILIPPINES)
Consular Section) S.S.
Singapore)

CERTIFICATE OF AUTHENTICATION

I, J. ANTHONY A. REYES, Consul of the
Republic of the Philippines in Singapore, duly commissioned and qualified, do
hereby certify that

TAN MARY

before whom the annexed instrument has been executed, to wit:

**NOTARIAL CERTIFICATE WITH WITH ATTACHED INTEGRATED ANNUAL
CORPORATE GOVERNANCE REPORT**

was at the time he/she signed the same NOTARY PUBLIC
and that his/her signature affixed thereto is genuine.

The Embassy assumes no responsibility for the contents of the annexed
instrument.

IN WITNESS HEREOF, I have hereunto set my hand and affixed the seal
of the Embassy of the Philippines in Singapore this day of 24 May 2018

Service No.: 003295

O.R. No. : 2-286837

Fee Paid : \$42.50


J. ANTHONY A. REYES
Consul

"Validity of this Certification shall follow the validity of the attached/underlying document."



NOTARIAL CERTIFICATE

TO ALL TO WHOM THESE PRESENTS SHALL COME

I, **TAN MARY**, Notary Public, duly authorized appointed and practising in the Republic of Singapore do hereby **CERTIFY** that I was present on the 24th day of May, 2018 and did see **GODFREY SCOTCHBROOK** (holder of GBR Passport No. 517802234) and **YVONNE GOH** (holder of Singapore NRIC No. S0090447C), both Independent Directors of **DEL MONTE PACIFIC LIMITED** described in the **INTEGRATED ANNUAL CORPORATE GOVERNANCE REPORT** duly sign, seal and execute the same in my presence and I **FURTHER CERTIFY** that the signatures appearing thereon are the proper handwritings of the said **GODFREY SCOTCHBROOK** and **YVONNE GOH**.

IN FAITH AND TESTIMONY WHEREOF I have hereunto subscribed my name and affixed my Seal of Office this 24th day May, Two Thousand and Eighteen.

Which I attest



Notary Public,
Singapore



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 _____ on _____.


SIGNATURES

ROLANDO GAPUD
Chairman of the Board

JOSELITO CAMPOS, JR.
Managing Director and Chief Executive Officer

BENEDICT KWEK GIM SONG
Lead Independent Director


YVONNE GOH
Independent Director


GODFREY SCOTCHBROOK
Independent Director


EMIL JAVIER
Independent Director

ANTONIO EUGENIO UNGSON
Company Secretary and Chief Compliance Officer



SUBSCRIBED AND SWORN to before me this 24th May, 2018, affiants having exhibited to me the following:

<u>Name</u>	<u>Competent Evidence of Identity</u>	<u>Date / Place of Issue</u>
Rolando Gapud		
Joselito Campos, Jr.		
Benedict Kwek Gim Song		
Yvonne Goh	NRIC No. S0090447C	27 Feb 1998 Singapore
Godfrey Scotchbrook	GBR Passport No. 517802234	16 Feb 2015 U.K.
Emil Javier		
Antonio Eugenio Ungson		


NOTARY PUBLIC

Doc No. _____
Page No. _____
Book No. _____
Series of 2018.

