

Property of the ASEAN Markets Capital Forum (ACMF)

D.1 Transparent ownership structure			Y/ N	Reference/ Source document
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	OECD Principle V: Disclosure and Transparency (A) Disclosure should include, but not limited to, material information on: (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, and beneficial ownership. ICGN 7.6 Disclosure of ownership ... the disclosure should include a description of the relationship of the company to other companies in the corporate group, data on major shareholders and any other information necessary for a proper understanding of the company's relationship with its public shareholders.	N/A	
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?		N/A	
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?		N/A	
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?		N/A	
D.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?		N/A	

D.2 Quality of Annual Report	
	<i>Does the company's annual report disclose the following items:</i>

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D.2.1	Key risks	"OECD Principle V (A): (1) The financial and operating results of the company; (2) Company objectives, including ethics, environment, and other public policy commitments; (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, beneficial ownership; (4) Remuneration policy for members of the board and key executives, including their qualifications, the selection process, other company directorships and whether they are regarded as independent by the board; (6) Foreseeable risk factors, including risk management system; (7) Issues regarding employees and other stakeholders; (8) Governance structure and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented. OECD Principle V (E): Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users. ICGN 3.4 Composition and structure of the board	Y	
D.2.2	Corporate objectives		N/A	
D.2.3	Financial performance indicators		Y	
D.2.4	Non-financial performance indicators		N/A	
D.2.5	Dividend policy		N/A	Article VIII of Articles of Inc.
D.2.6	Details of whistle-blowing policy		N/A	
D.2.7	Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners		Y	Profile of BOT
D.2.8	Training and/or continuing education programme attended by each director/commissioner		Y	Certificates (Board)
D.2.9	Number of board of directors/commissioners meetings held during the year		N	
D.2.10	Attendance details of each director/commissioner in respect of meetings held		N	
D.2.11	Details of remuneration of each member of the board of directors/commissioners		N/A	Amended Articles
	Corporate Governance Confirmation Statement			

D.2.12	Does the Annual Report contain a statement confirming the company's full compliance with the code of corporate governance and where there is non-compliance, identify and explain reasons for each such issue?	<p>OECD PRINCIPLE V (A) (8)</p> <p>UK CODE (JUNE 2010): Listing Rules</p> <p>9.8.6 R (for UK incorporated companies) and 9.8.7 R (for overseas incorporated companies) state that in the case of a company that has a Premium listing of equity shares, the following items must be included in its Annual Report and accounts: a statement of how the listed company has applied the Main Principles set out in the UK CG Code, in a manner that would enable shareholders to evaluate how the principles have been applied; a statement as to whether the listed company has complied throughout the accounting period with all relevant provisions set out in the UK CG Code; or not complied throughout the accounting period with all relevant provisions set out in the UK CG Code, and if so, setting out:</p> <p>(i) those provisions, if any, it has not complied with;</p> <p>(ii) in the case of provisions whose requirements are of a continuing nature, the period within which, if any, it did not comply with some or all of those provisions; and</p> <p>(iii) the company's reasons for non-compliance.</p> <p>ASX CODE:</p> <p>Under ASX Listing Rule 4.10.3, companies are required to provide a statement in their Annual Report disclosing the extent to which they have followed the Recommendations</p>	Y	
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D.3.	Disclosure of related party transactions (RPT)			
D.3.1	Does the company disclose its policy covering the review and approval of material/significant RPTs?	<p>OECD Principle V: Disclosure and Transparency</p> <p>(A) Disclosure should include, but not limited to, material information on:</p> <p>(5) Related party transactions</p>	N/A	
D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?	<p>ICGN 2.11.1 Related party transactions</p> <p>The company should disclose details of all material related party transactions in its Annual Report</p>	N/A	

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party transactions in its Annual Report.

D.3.3	Does the company disclose the nature and value for each material/significant RPT?		N/A	
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D.4 Directors and commissioners dealings in shares of the company				
D.4.1	Does the company disclose trading in the company's shares by insiders?	OECD Principle V (A): (3) Major share ownership and voting rights ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities. ICGN 5.5 Share ownership Every company should have and disclose a policy concerning ownership of shares of the company by senior managers and executive directors with the objective of aligning the interests of these key executives with those of	N/A	

D.5 External auditor and Auditor Report				
D.5.1	Are audit fees disclosed?	OECD Principle V (C): An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects	Y	Auditors Contract
	Where the same audit firm is engaged for both audit and non-audit services			
D.5.2	Are the non-audit fees disclosed?		Y	
D.5.3	Does the non-audit fee exceed the audit fees?		N	

D.6 Medium of communications				
Does the company use the following modes of communication?				
D.6.1	Quarterly reporting	OECD Principle V (E): Channels for disseminating information should provide for	N/A	
D.6.2	Company website		Y	www.novo.com.ph

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D.6.3	Analyst's briefing	equal, timely and cost-efficient access to relevant information by users.	N/A	
D.6.4	Media briefings /press conferences		N/A	

D.7 Timely filing/release of annual/financial reports				
D.7.1	Are the audited annual financial report / statement released within 120 days from the financial year end?	OECD Principle V (C) OECD Principle V (E) OECD Principle V-(A).	Y	AFS
D.7.2	Is the annual report released within 120 days from the financial year end?		N	
D.7.3	Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the board of directors/commissioners and/or the relevant officers of the company?	ICGN 7.2 Timely disclosure ICGN 7.3 Affirmation of financial statements The board of directors and the corporate officers of the company should affirm at least annually the accuracy of the company's financial statements or financial accounts.	Y	AFS

D.8 Company website				
<i>Does the company have a website disclosing up-to-date information on the following:</i>				
D.8.1	Business operations	OECD Principle V (A)	Y	www.novo.com.ph
D.8.2	Financial statements/reports (current and prior years)		Y	www.novo.com.ph/ACGS
D.8.3	Materials provided in briefings to analysts and media	OECD Principle V (E)	N/A	
D.8.4	Shareholding structure		N/A	
D.8.5	Group corporate structure	ICGN 7.1 Transparent and open communication	N/A	
D.8.6	Downloadable annual report		N/A	
D.8.7	Notice of AGM and/or EGM	ICGN 7.2 Timely disclosure	Y	www.novo.com.ph
D.8.8	Minutes of AGM and/or EGM		Y	www.novo.com.ph/ACGS

D.8.9	Company's constitution (company's by-laws, memorandum and articles of association)		Y	www.novo.com.ph/ACGS
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D.9 Investor relations				
D.9.1	Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer / office responsible for investor relations?	ICGN 7.1 Transparent and open communication	N/A	