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Universal Robina Corporation URC

PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

Form/Report Type	Material Related Party Transactions Policy
Report Period/Report Date	Oct 28, 2019

Description of the Disclosure
Please find attached the Material Related Party Transactions Policy of Universal Robina Corporation.

Filed on behalf by:

Name	Rosalinda Rivera
Designation	Corporate Secretary



110252019001024



SECURITIES AND EXCHANGE COMMISSION

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S.E.C. Registration Number

U N I V E R S A L R O B I N A C O R P O R A T I O N

(Company's Full Name)

8 T H F L O O R , T E R A T O W E R , B R I D G

E T O W N E , E . R O D R I G U E Z , J R . A V E

N U E (C 5 R O A D) , U G O N G N O R T E ,

Q U E Z O N C I T Y , M E T R O M A N I L A

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

ARLENE S. DENZON
Compliance Officer

Contact Person

633-7631 to 40

Company Telephone Number

1 2

Month

3 1

Day

Fiscal Year

FORM TYPE

Last Wednesday of May

Month Day

Annual Meeting

MATERIAL RELATED PARTY TRANSACTIONS POLICY

Issuer of Securities under
SEC-BED Order No. 235, Series of 1994 and SEC-CFD Order No. 015, Series of 2006

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

Remarks: pls. use blank ink for scanning purposes

October 25, 2019

SECURITIES AND EXCHANGE COMMISSION

G/F Secretariat Building
PICC Complex, Roxas Boulevard, Pasay City

Attention: **Atty. Rachel Esther J. Gumtang-Remalante**
OIC, Corporate Governance and Finance Department

THE PHILIPPINE STOCK EXCHANGE, INC.

6/F PSE Tower
5th Avenue corner 28th Street
Bonifacio Global City, Taguig City

Attention: **Mr. Jose Valeriano B. Zuño III**
OIC-Head, Disclosure Department

Re: **Submission of the Material Related Party Transactions Policy**

Gentlemen:

In compliance with the SEC Memorandum Circular No. 10, Series of 2019 on the submission of the Material Related Party Transactions Policy, we submit to the Commission the approved policy of Universal Robina Corporation (URC).

Thank you.

Respectfully yours,



ARLENE S. DENZON
Compliance Officer

POLICY STATEMENT

The Company shall conduct all Material Related Party Transactions (MRPT) on an arm's length basis, on fair and reasonable terms and conditions no less favorable than any such terms available to unrelated third parties under the same or similar circumstances.

OBJECTIVES

The purpose of this policy is to protect the Company from conflict of interest by instituting the proper review, approval and reporting of transactions which may be entered in to between or among the Company or any of its subsidiaries, associates, affiliates, joint venture, directors and officers.

SCOPE AND COVERAGE

This policy shall cover the review, approval and reporting of transactions which may be entered into between or among the Company or any of its subsidiaries, associates, affiliates, joint venture, directors and officers and the general guidelines to be observed in relation to MRPTs.

DEFINITION OF TERMS

1. Abusive Material Related Party Transaction (Abusive MRPT) – refer to MRPT that are not entered at arm's length and unduly favor a related party.
2. Affiliate – refers to an entity linked directly or indirectly to the Company through any one or a combination of any of the following:
 - 2.1. Ownership, control or power to vote, whether by permanent or temporary proxy or voting trust, or other similar contracts by a company of at least ten percent (10%) or more of the outstanding voting stock of the Company or vice-versa;
 - 2.2. Interlocking directorship or officership, except in cases involving independent directors as defined under existing regulations;
 - 2.3. Common stockholders owning at least ten percent (10%) of the outstanding voting stock of the Company and the entity;
 - 2.4. Management contract or any arrangement granting power to the Company to direct or cause the direction of management and policies of the entity, or vice-versa.
3. Arm's Length Principle – refers to the principle that requires the transaction with a Related Party be made under comparable conditions and circumstances as a transaction with an independent party. It is founded on the premise that if market forces drive the terms and conditions agreed upon in an independent party transaction, the pricing of the transaction would reflect the true economic value of the contributions made by each entity in that transaction.
4. Associate – refers to an entity over which the Company holds twenty percent (20%) or more of the voting power, directly or indirectly, or which the reporting PLC has significant influence.
5. Audit Committee – refers to the Company's Board Audit Committee.
6. Control – refers to the control of a person or an entity over the Company if and only the person or entity possesses all of the following:
 - 6.1. power over the Company;
 - 6.2. exposure, or rights, to variable returns from its involvement with the Company; and

- 6.3. the ability to use its power over the Company to affect the amount of the Company's returns.
7. Independent Director – refers to any of the Company's Independent Director.
8. Material Related Party Transaction (MRPT) – refers to any related party transaction/s, either individually, or in aggregate over a twelve (12) – month period with the same related party, amounting to ten percent (10%) or higher of the Company's total consolidated assets based on its latest audited financial statements.
9. Materiality Threshold – refers to ten percent (10%) of the Company's total consolidated assets based on its latest audited financial statements.
10. Related Interests – refers to:
 - 10.1. any person related to a party within the fourth civil degree of consanguinity or affinity, whether legitimate or common-law:
 - 10.2. any corporation, partnership, trust or other entity which a party controls, whether directly or indirectly
11. Related Party or Related Parties – refers to and includes any of:
 - 11.1. the Company's parent, subsidiary, fellow subsidiary, associate, affiliate, joint venture or an entity that is controlled, jointly controlled or significantly influence or managed by a person who is a related party;
 - 11.2. the Company's directors, officers, and substantial shareholders and their spouses and relatives within the fourth civil degree of consanguinity or affinity, legitimate or common-law, who have control, joint control or significant influence over the company.
12. Related Party Registry – refers to the record of the organizational and structural composition, including any change thereon, of the Company and its related parties.
13. Related Party Transaction – refers to a transfer of resources, services, or obligations between the Company and a Related Party, regardless of whether a price is charged. It should be interpreted broadly to include not only transaction entered into with Related Parties, but also outstanding transactions entered with an unrelated party that subsequently becomes a Related Party.
14. Significant Influence – refers to the power to participate in the financial and operating policy decisions of the company but has no control or joint control of those policies.
15. Substantial Shareholder – refers to any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of the Company's equity security.

RESPONSIBILITIES

Board of Directors

1. The Board of Directors shall be responsible for:
 - 1.1. Ensuring that transactions with related parties are handled in a sound and prudent manner, with integrity, and compliant with applicable laws and regulations;
 - 1.2. Institutionalizing an overarching policy on the management of MRPTs to ensure that MRPTs are conducted on an arm’s length basis, and that no shareholder or stakeholder is unduly disadvantaged;
 - 1.3. Approving all MRPTs that meets or breaches the materiality threshold, write-off of material exposures to related parties, and any renewal or material changes in the terms and conditions of previously approved MRPTs in accordance with the policy;
 - 1.4. Establishing an effective audit, risk and compliance system for MRPTs;
 - 1.5. Overseeing the integrity, independence, and effectiveness of the policies and procedures for whistleblowing and ensuring that whistleblowers are protected against any form of retaliation.

Audit Committee

2. The Audit Committee shall be responsible for reviewing and evaluating all MRPTs before the transaction is executed and commenced prior endorsing the same to the Board for approval.

Chief Financial Officer

3. The Chief Financial Officer (CFO) shall be responsible for:
 - 3.1. Implementing appropriate systems and controls to effectively manage and monitor MRPTs on a per transaction and aggregate basis;
 - 3.2. Ensuring that MRPTs are reviewed, reported and approved in accordance with this Policy;
 - 3.3. Setting-up Group protocols and practices to ensure that the finance officers or controllers of the business units and employees who are responsible for the identification and monitoring of existing and potential MRPTs are reporting the same to the CFO.

Directors, Executives and Corporate Officers

4. Directors, Executives and Corporate Officers shall be responsible for promptly notifying the Corporate Secretary as soon as he becomes aware of actual or potential conflict of interest.

Corporate Secretary

5. The Corporate Secretary shall be responsible for:
 - 5.1. Reporting to the Audit Committee all material facts related to a disclosure made by a Director on any RPT as well as their direct or indirect financial interest in any matter that affect or is affecting the Company.
 - 5.2. Ensuring full and timely disclosure of MRPTs to the relevant government agencies as required by the applicable laws, rules and regulations.
 - 5.3. Maintaining and updating the Related Party Registry

Compliance Officer

6. The Compliance Officer shall be responsible for ensuring that:
 - 6.1. The Company complies with relevant rules and regulations and is informed of regulatory developments in areas affecting related parties;

**Corporate
Internal Audit**

**GENERAL
POLICIES**

**Audit Committee
Review and
Evaluation**

- 6.2. The MRPT policy is kept updated and properly implemented throughout the Company.
- 7. Corporate Internal Audit shall be responsible for:
 - 7.1. Performing periodic review and assessment of the implementation of the system and internal controls governing MRPT to determine effectiveness and compliance with the board-approved policies and procedures.
 - 7.2. Reporting the result of the periodic review, including exceptions or breaches in limits, directly to the Audit Committee.
- 1. The Board of Directors shall have the overall responsibility in ensuring that transactions with related parties are handled in a sound and prudent manner, with integrity, and compliant with the Corporation Code, its Articles of Incorporation and By Laws, regulations and circulars released by the Securities and Exchanges Commission (SEC), and other related laws, rules and regulations to protect the interest of the Company’s shareholders and other stakeholders. Towards this end, the Board of Directors shall:
 - 1.1. Adopt a group-wide MRPT policy encompassing all entities within the conglomerate, considering the size, structure, risk profile and complexity of operations;
 - 1.2. Institutionalize an overarching policy on the management of MRPTs to ensure effective compliance with existing laws, rules and regulations and that MRPTs are conducted on an arm’s length basis, and that no shareholder or stakeholder is unduly disadvantaged;
 - 1.3. Approve all MRPTs that breach the materiality threshold and write-off of material exposures to related parties, as well as any renewal or material changes in the terms and conditions (e.g. price, interest rate, maturity date, payment terms, commissions, fees, tenor and collateral requirements, etc.) of MRPTs previously approved in accordance with the policy;
 - 1.4. Establish effective audit, risk and compliance system to:
 - 1.4.1. Determine, identify and monitor related parties and MRPTs;
 - 1.4.2. Continuously review and evaluate existing relationships between and among businesses and counterparties; and
 - 1.4.3. Identify, measure, monitor and control risks arising from MRPTs.
 - 1.5. Oversee the integrity, independence, and effectiveness of the policies and procedures for whistleblowing. The Board shall ensure that senior management addresses legitimate issues on MRPTs that are raised and that whistleblowers are protected against any form of retaliation.
- 2. The Audit Committee shall review and evaluate all MRPTs before the transaction is executed and commenced. If not identified beforehand, the MRPT shall be immediately reviewed by the Audit Committee upon its identification. Before the endorsement and approval by the Board, the Audit Committee may:
 - 2.1. Secure the appointment of an external independent party to evaluate the fairness of the terms of the MRPTs, which may include but is not limited to auditing or accounting firms and third-party consultants and appraisers;

Actual or Potential Conflict of Interest

- 2.2. Engage the services of an external expert as a price discovery mechanism, to ensure that transactions are at terms that shall promote the best interest of the Company.
- 3. A Director, Executive or Corporate Officer with an actual or potential conflict shall fully and immediately disclose the same, shall not participate in the discussion or decision-making process, and shall abstain from voting on the approval of the transaction.
 - 3.1. Directors shall disclose to the Board of Directors, through the Company’s Corporate Secretary, all material facts related to any RPT as well as their direct or indirect financial interest in any matter that affect or is affecting the Company. Any changes to these disclosures must be communicated promptly to the Board of Directors through the Company’s Corporate Secretary.
 - 3.2. Regardless of the amount of the transaction or contract, it is the responsibility of:
 - 3.2.1. Each Director, Executive or Corporate Officer to promptly notify the Corporate Secretary as soon as he becomes aware of any transaction with the Company or other Related Parties where such a Director, Executive or Corporate Officer or their respective related interests are a party to or stands to benefit from such transaction,
 - 3.2.2. The Corporate Secretary to report to the Audit Committee any such disclosure where the RPT will be evaluated for endorsement to the Board; and
 - 3.2.3. The Chairman of the Audit Committee to obtain approval from the Board of Directors prior the completion or execution of the RPT. For the avoidance of doubt, RPTs involving a Director, Executive or Corporate Officer shall be approved by the Board of Directors regardless of amount.

Approval of MRPT

- 4. All individual MRPTs shall be approved by at least two-thirds (2/3) vote of the Board of Directors, with at least a majority of the Independent Directors voting to approve the MRPT. In case that a majority of the Independent Directors’ vote is not secured, the MRPT may be ratified by the vote of the stockholders representing at least two thirds (2/3) of the outstanding capital stock.
- 5. Aggregate RPT transactions within a twelve (12) – month period that meets or breaches the materiality threshold shall require the same Board approval in item number five (5) above.

Certifications and Disclaimer

- 6. Prior of the execution of any contract, the Company shall require the service provider, supplier or vendor to certify or submit a certification stating that it is not a Related Party of the Company. A disclaimer that states that they are not related to the approving officer/s of the counterparties of the transaction shall likewise be required from the Company’s approving officer/s and/or signatories of contracts, agreements or purchase orders.

Abusive Related Party Transactions

- 7. The Company encourages all stakeholders to report any abusive, illegal, unethical or questionable transactions that would include Abusive MRPT, with an assurance that such genuine concerns in good faith may be raised without fear of reprisals.
 - 7.1. Any reported Abusive MRPT shall be investigated in accordance with the Company’s Whistleblowing Policy.

Monitoring and Reporting of MRPTs***Disclosure and Regulatory Reporting***

- 7.2. Reported cases that merits escalation shall be forwarded to the Audit Committee for evaluation who shall report and endorse its findings to the Board for resolution.
- 7.3. The Board resolution shall be voted upon by majority of the Board whose decision may include:
 - 7.3.1. Discontinuation of the transaction;
 - 7.3.2. Demand for restitution of losses or opportunity costs;
 - 7.3.3. Administrative, civil or criminal penalties which may be imposed upon any director, officer or party involved in the abusive RPT, as maybe provided by the applicable law, rules and regulations.
8. The Chief Financial Officer (CFO) shall implement appropriate systems and controls to effectively manage and monitor MRPTs on a per transaction and aggregate basis. The CFO shall ensure that MRPTs are reviewed, reported to the Audit Committee and approved in accordance with this Policy.
 - 8.1. The system shall be able to:
 - 8.1.1. Define the related parties' extent of relationship with the Company;
 - 8.1.2. Assess situations in which a non-related party subsequently becomes a related party and vice-versa;
 - 8.1.3. Generate information on the nature and amount of exposures of the Company to a particular related party. The system will facilitate the submission of accurate reports to the regulators/supervisors.
 - 8.2. The CFO shall set up Group protocols and practices to ensure that the finance officers or controllers of the business units and employees who are responsible for the identification and monitoring of existing and potential RPTs are reporting the RPTs to the CFO.
 - 8.3. A summary of all MRPTs requiring approval must be submitted by the CFO to the Audit Committee. The summary may include the following details:
 - 8.3.1. The identification of the Related Party and the affiliation to the Company.
 - 8.3.2. The related person's interest in the transaction with the Company, including the related person's position(s) or relationship(s) with, or ownership in the firm, corporation, or other entity that is a party to or has an interest in, the transaction;
 - 8.3.3. The nature and amount of the transaction;
 - 8.3.4. Supporting evidence to support the arm's length nature of the proposed transaction including the terms and manner if settlement had the parties not been related;
 - 8.3.5. The anticipated impact on the Company's financial statements disclosure.
 - 8.4. The CFO shall ensure that all relevant MRPTs are identified and submitted to the Audit Committee for review and approval in accordance with this Policy.
9. The Company shall ensure the full and timely disclosure of MRPTs to the relevant government agencies as required by the applicable laws, rules and regulations.

- 9.1. Summary of MRPT entered into during the reporting year which shall be disclosed in the Company's Integrated Annual Corporate Governance Report (I-ACGR) to be submitted annually every May 30 or the date mandated by the SEC;
- 9.2. Advisement Report of any MRPT filed within three (3) calendar days from the execution date of the transaction. The Advisement Report shall be signed by the Company's Corporate Secretary or authorized representative.
- 9.3. The disclosures in items 9.1 and 9.2 above shall contain the following minimum information requirement set forth in SEC Memorandum Circular No. 10 (Series of 2019) or any amendments thereof:
 - Complete name of the Related Party;
 - Relationship of the Parties;
 - Execution date of the MRPT;
 - Financial or non-financial interest of the Related Parties
 - Type and nature of transactions as well as a description of assets involved;
 - Total assets;
 - Amount or contract price;
 - Percentage of the contract price to the total assets of the Company;
 - Carrying amount of collateral, if any;
 - Terms and Conditions;
 - Rationale for entering into the transaction; and
 - The approval obtained (i.e. names of directors present, name of directors who approved the MRPT and the corresponding voting percentage obtained).
- 9.4. A copy of the disclosures in items 9.1 and 9.2 above shall be submitted and disclosed to the Philippine Stock Exchange (PSE) in accordance with its rules and shall be posted in the Company Website.
- 9.5. The Company shall keep a Related Party Registry which shall be used as reference in the preparation of its the I-ACGR or as may requested by the Board or the Audit Committee. The Management or the Board may review on a quarterly basis the Registry and update the same when necessary to capture organizational or structural changes in the Company and its related parties.
10. Corporate Internal Audit shall perform periodic review and assessment of the overarching policies and the sound implementation of the system and internal controls governing MRPT to determine effectiveness and compliance with the board-approved policies and procedures. The result of the periodic review, including exceptions or breaches in limits, shall be reported directly to the Audit Committee.
11. The Compliance Officer shall ensure that the Company complies with relevant rules and regulations and is informed of regulatory developments in areas affecting related parties and ensure that the RPT policy is kept updated and properly implemented

throughout the Company.

12. The MRPT Committee or the Board of Directors shall review and assess the adequacy of this policy at least annually and recommend for approval by the Board any changes it considers are needed.
13. Changes to this policy and the related procedures shall be approved by the majority of the Board of Directors and by the majority of the stockholders constituting a quorum.
14. The overarching policy and the system shall be made available to the SEC for review.

APPENDIX

APP 1- Advisement Report on Material Related Party Transactions

**EFFECTIVITY
CLAUSE**

This policy shall take effect upon approval and shall continue to be in full force unless superseded by new policies and guidelines.

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SIGNED:

LANCE Y. GOKONGWEI
Chairman

ARLENE S. DENZON
Compliance Officer

**ADVISEMENT REPORT ON
MATERIAL RELATED PARTY TRANSACTIONS**

Reporting PLC:

SEC Identification Number:

Name of Related Party:

Execution Date of Transaction:

Relationship between the Parties including financial/non-financial interest:

Type/Nature of Transaction and Description of Assets Involved	Terms and Conditions	Rationale for Entering into the Transaction	Total Assets ¹ of Reporting PLC	Amount/ Contract Price	Percentage of the Contract Price to the Total Assets of the Reporting PLC	Carrying Amount of Collateral, if any	Approving Authority ²

¹ Total assets shall pertain to consolidated assets if the reporting PLC is a parent company.

² The information shall include the names of directors present, names of directors who approved the Material Related Party Transaction and the corresponding voting percentage obtained.

SIGNATURES

Pursuant to the requirements of the Commission, the company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

(Name of Reporting PLC)

(Name of Related Party)

.....

Name, Signature of the Corporate Secretary/
Authorized Representative³

.....

Name, Signature of the Related Party/Authorized Representative³

³ Proof of authority must be attached to the Advisement Report.