

2008 Corporate Governance Scorecard for Publicly-listed Companies

RESPONSE FORM

Sample:

ITEM	Survey Question	Self-Assessment			Information Source	Remarks
		<i>Adequate</i>	<i>Better</i>	<i>Best</i>		
1	Does the company offer other ownership rights beyond voting?			✓		

IMPORTANT NOTE: For validation purposes, please submit a copy of all documents used in the Self-Assessment

Part I. THE RIGHT OF SHAREHOLDERS
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ITEM	Survey Question	Self-Assessment			Information Source	Remarks
		<i>Adequate</i>	<i>Better</i>	<i>Best</i>		
1	Does the company offer other ownership rights beyond voting?			✓ all	Company Website, Annual Report, Articles of Incorporation, Information Statement, Corporate Governance Manual	
2	Is the policy on the directors' compensation disclosed to the shareholders?			✓ yes	Information Statement, Annual Report or SEC Form 17-A, Company Website	
3	How is the directors' compensation presented to the shareholders?			✓ details of compensation policy available	AGM Minutes, Agenda, Information Statement, Annual Report	The Minutes of the 2008 AGM is not available as the same has not yet been presented to the Company's Stockholders for approval. Available Minutes is that of the 2007 AGM, which was approved by the stockholders of record during the 2008 AGM
4	Does the company allow shareholders to elect board members individually?			✓ Yes	AGM Minutes, Information Statement, Annual Report, Company By-laws	

5	Quality of Notice to call Shareholders' Meeting in the past year.				
5.1	Nomination of directors providing their names and background.			✓ includes individual profiles of new directors and returning directors and Board Meeting attendance and performance	Information Statement, AGM Minutes, Agenda
5.2	Is there adequate information on the external auditor? Are their name(s), profile, detail of fees and other engagements with the company (tax, consulting, etc.) provided?			✓ all information presented	Information Statement, AGM Minutes, Agenda
5.3	Dividend policy, in providing the amount and explanation.			✓ includes both items	Information Statement, SEC Form 17-A
5.4	Does the information statement have an executive summary?			✓ yes	Information Statement
6	Quality of Minutes of Shareholders' Meeting				
6.1	Voting method and vote counting system			✓ included	AGM Minutes, Notice to call Shareholders' Meeting, Company By-Laws, Information Statement
6.2	Issues and Motions			✓ included	AGM Minutes, Company By-Laws, Information Statement
6.3	Agreements arrived at during the meeting;			✓ included	AGM Minutes, SEC Form 17-C, Company By-Laws, Information Statement
6.4	Corporate acts which were approved or disapproved by the stockholders.			✓ included	AGM Minutes, SEC Form 17-C, Company By-Laws, Information Statement
7	Did the Chairman of the Board attend the last two AGMs?			✓ attended both of the last two AGMs	AGM Minutes, Reports to PSE/SEC/BSP, Certification of Attendance

8	Did the CEO/Managing Director attend at least one of the last two AGMs?			✓ attended both of the last two AGMs	AGM Minutes, Reports to PSE/SEC/BSP, Certification of Attendance	
9	Is a name list of board members attending the AGM available?			✓ Yes	AGM Minutes, Reports to PSE/BSP	
10	Do AGM minutes record that there was an opportunity allowing shareholders to ask questions/raise issues in the past year?	Shareholder participation is guaranteed if the logistics of meetings allow this. Agenda time should be allocated for questions.				
10.1	Is there a record of answers and questions?			✓ Yes	AGM Minutes	
10.2	Is there a record of resolutions in the minutes?			✓ Yes	AGM Minutes	
11	Attendance of the Board Committee Chairs	Shareholders should have an opportunity to address the Chairs of each Sub-Committee.				
11.1	Did the Chairman of the Audit Committee attend the last two AGMs?			✓ Two; attended both of the last two AGMs	AGM Minutes, Annual Report, Reports to PSE/SEC/BSP	
11.2	Did the Chairman of the Compensation / Remuneration / Governance Committee attend the last two AGMs?			✓ Two; attended both of the last two AGMs	AGM Minutes, Reports to PSE/BSP	
11.3	Did the Chairman of the Nomination Committee attend the last two AGMs?			✓ Two; attended both of the last two AGMs	AGM Minutes, Reports to PSE/BSP	

12	Does the company have anti-takeover defenses?					
12.1	Do Board members collectively own more than 25% of outstanding shares?			✓ No	Information Statement, Company Website, SEC Forms 17-A, 18-A, 23-A, 23-B	The duly-accomplished SEC Form 23 A/B of the Board are available at the Company website and the PSE website.
12.2	What is the proportion of outstanding shares that are considered "free float"?			✓ Over 30%	Annual Report, Information Statement, company website, Quarterly Disclosures to PSE/BSP (re: computation)	

Part II. EQUITABLE TREATMENT OF SHAREHOLDERS

ITEM	Survey Question	Self-Assessment			Information Source	Remarks
		Adequate	Better	Best		
13	For the same class of shares, does the principle of one share one vote apply?			✓ Yes	Annual Report, Information Statement, Articles of Incorporation	
14	Does the company have any mechanism that allows minority shareholders to influence board composition?			✓ Has mechanism to allow minority shareholder to influence board composition	Annual Report, AGM Notice to Shareholders, Company Governance Guidelines and/or Articles of Incorporation, Information Statement, Corporate Governance Manual	
15	Has there been any case of insider trading involving company directors and management in the past two years?			✓ No	SEC and/or PSE records	

16	Has the company established a system to prevent the use of material inside information and inform all employees, management, and board members of this system?			✓ Yes	CG Policy, Company Website	
17	Has there been any complaint/dispute/problem regarding related-party transaction in the past two years?			✓ No.	SEC and/or PSE Records, SEC Form 17-A, Information Statement, Additional information source: court records	
18	Does the company have a policy that requires management to disclose related-party transaction?			✓ if observed, company provides (1) name, (2) relationship, (3) policy, and (4) value of related-party transactions.	Annual Report, CG Manual, Code of Ethics, Company Website, Information Statement	Copies of recent disclosures on related-party transactions are attached. The matter was disclosed by the company to the PSE and the Company's website.
19	Are the nature and extent of transactions with affiliated and related parties communicated to shareholders annually?			✓ if observed, company provides (1) name, (2) relationship, (3) policy, and (4) value of related-party transactions.	Annual Report, Financial Statement, Details of related-party transactions, Articles of Incorporation, Information Statement	
20	Is the company a part of an economic group where the parent / controlling shareholder also controls key suppliers, customers, and/or similar businesses?			✓ no	Related customers, suppliers are published in the Annual Report in related-party transactions' section. Notes to the Audited Financial Statements, Information Statement	EDC's Controlling Shareholder is in a similar business but does not control key suppliers and customers. Also the selection of key suppliers is subject to bidding
21	Does the company facilitate voting by proxy?			✓ Yes	Notice to call Shareholders' Meeting, Information Statement, Proxy Forms	
22	Does the notice to shareholders specify the documents required to give proxy?			✓ Yes	Notice to call Shareholders' Meeting, Information Statement	

23	Is there any requirement for a proxy appointment to be notarized?			✓ not required	Notice to call Shareholders' Meeting , By-laws, Information Statement	The Notice states that a supporting Secretary's Certificate should be notarized. This is in accordance with SRC Rule No. 20. However, the proxy form itself is not required to be notarized.
24	How many days in advance does the company send out notice of general shareholder meetings?			✓ More than 2 weeks	Notice to call Shareholders' Meeting, AGM minutes, post-mail dates, Company Website, Information Statement, By-laws and Articles of Incorporation	
24.1	Date of Notice	14-May-08			Notice to call Shareholders' Meeting, Information Statement	
24.2	Date of Actual Meeting	10-Jun-08			Notice to call Shareholders' Meeting, Information Statement	

Part III. THE ROLE OF STAKEHOLDERS IN CORPORATE GOVERNANCE

ITEM	Survey Question	Self-Assessment			Information Source	Remarks
		Adequate	Better	Best		
25	Does the company explicitly mention the safety and welfare of its employees?			✓ Comprehensive coverage	Annual Report, CG Manual, Code of Ethics, SEC Form 17-A, Management Report accompanying the Information Statement, Department of Energy Revised Geothermal Safety and Health Rules and Regulations and Code of Practice	As a company involved in an industry concerning high national interest, it is regulated by the Department of Energy and is required to comply with its rules, especially that on Safety and Health Rules The Company has adopted the DOE Code as part of its regulatory compliance pending the finalization of the Company's own safety manual
26	Does the company provide an ESOP (Employee Share Option Program), or other long-term employee incentive plan linked to shareholder value creation, to employees?			✓ yes	Search Annual Report, filings, website for indication, AGM Minutes, EGM, Information Statement	The Company's ESOP was approved in 2008 and is currently undergoing preparation for implementation (i.e. Share buybacks, etc.)
27	Does the company provide a retirement plan/fund or its equivalent for its employees?			✓ Yes	Annual Report, CG Framework or Policy, Code of Ethics, Information Statement	

28	Does the company provide a continuing training program for its employees?			✓ yes. Comprehensive coverage	Annual Report, Code of Ethics	
29	Does the company explicitly mention the role of customers?			✓ yes. Comprehensive coverage	Code of Ethics, Sustainable Development Report (or any other report on CSR), SEC Form 17-A, Management Report accompanying the Information Statement	
30	Does the company explicitly mention the role of suppliers/business partners?			✓ yes, comprehensive coverage	Code of Ethics, Sustainable Development Report (or any other report on CSR), SEC Form 17-A, Information Statement	
31	Does the company explicitly mention its obligations to shareholders?			✓ yes, comprehensive coverage	Annual Report, CG Manual, Code of Ethics, Information Statement	
32	Does the company explicitly mention its obligations to creditors?			✓ yes, comprehensive coverage	Annual Report, Code of Ethics, Information Statement	
33	Does the company explicitly mention environmental issues in its public communication?			✓ yes, comprehensive coverage	Annual Report, Code of Ethics, Sustainable Development Report (or any other report on CSR), Press Releases, Management Report Portion of the Information Statement	
34	Does the company explicitly mention its broader obligations to society and / or the community?			✓ yes, comprehensive coverage	Annual Report, Code of Ethics, Sustainable Development Report (or any other report on CSR)	
35	Does the company disclose pending legal and tax proceedings, tax assessment notices and voluntary assessment program availments that it considers to be potentially material to its business?			✓ Yes	Annual Report, Information Statement, SEC Form 17-C	

Part IV. DISCLOSURE AND TRANSPARENCY

ITEM	Survey Question	Self-Assessment			Information Source	Remarks
		Adequate	Better	Best		
36	Does the company have a transparent ownership structure					
36.1	Breakdown of shareholdings			✓ Yes	Annual Report, Information Statement, Company Website, SEC Forms 23-A / 23-B / 18-A	
36.2	Is it easy to identify beneficial ownership?			✓ Yes	Annual Report, Company Website. (Check for most updated information.) SEC Form 18-A / 18-AS. SEC Form 23A/B	
36.3	Are directors' shareholdings disclosed?			✓ Yes	Annual Report, Company Website, Information Statement, SEC Form 18-A /18-AS. SEC Form 23A/B	
36.4	Are management's shareholdings disclosed?			✓ Yes	company website, Information Statement, SEC Form 23A/B	
37	Does the company have a dispersed ownership structure?			✓ yes, <20%	Annual Report, Company Website, Information Statement, SEC Forms 18-A / 18-AS. SEC Form 23A/B	
38	Assess the quality of the Annual Report, in particular, the following:					
38.1	Financial performance			✓ Reports are clear, comprehensive, and informative.	Annual Report in MD&A (Management Discussion and Analysis) section, Information Statement, Audited Financial Statements, SEC Form 17-C	
38.2	Business operations, competitive position, and other non-financial matters			✓ Reports are clear, comprehensive, and include mention of market share/s	Annual Report, Information Statement, Audited Financial Statements, SEC Form 17-C	
38.3	Board member background			✓ Full coverage, showing name, position, education, experience & shareholding	Annual Report, in 'Directors and Executive Officers' section, Information Statement, SEC Form 17-C, Director's Certification of Qualifications and Disqualifications	
38.4	Basis of the Board compensation			✓ Show compensation by type, by positions, & by duties performed.	SEC guidelines state that the basis of the board's remuneration should be disclosed in the annual report; Information Statement, AGM Minutes	

38.5	Operating risks			✓ Reports are clear & comprehensive and include mention of market share(s).	Annual Report, in 'Risk' section, Information Statement	
38.6	Identification of Independent Directors			✓ Yes	Annual Report, SEC Form 17-C, Information Statement	
38.7	Board meeting attendance of individual directors			✓ Available	Annual Report, Certificate of Attendance, Disclosures to PSE/SEC/BSP	
38.8	Does the company have a policy requiring full disclosure of details of related-party transactions in public communications?			✓ if observed, company provides (1) name, (2) relationship, (3) policy, and (4) value and (5) rationale	Annual Report, Financial Statements, details of related-party transactions, Information Statement	
39	Is there any statement requesting directors to report their transactions of the company shares?			✓ Yes	Full Business Interest Disclosure Statement, SEC Forms 18A/ 18AS. SEC Form 23A/B	
40	Does the Audit Committee have a Charter?			✓ Yes	CG Manual, company website, Board Committee Charters (only if publicly available)	
41	Does the company have an internal audit operation established as a separate unit in the company?			✓ Yes	CG Manual	
42	Does the internal auditor report to the board audit committee?			✓ Yes	Quarterly and annual reports to the Audit and Governance Committee	
43	Does the internal audit function provide an independent evaluation of the internal control processes of the company?			✓ Yes	Annual report, CG Manual, Code of Ethics, company website, Board Committee Charters (only if publicly available)	

44	Does the company perform an annual audit using SEC accredited external auditors?			✓ Yes	Check publicly available info on audit contract, audit committee process, and audit reports, Information Statement, Annual Report	
45	Is the financial report disclosed in a timely manner during the past year?			✓ Disclosed earlier than common practice	Annual Report, SEC and/or PSE records, Audited Financial Statements. Quarterly Reports, Information Statement, SEC Form 17C	
46	Are there any accounting qualifications in the audited financial statements apart from the Qualification on Uncertainty of Situation?			✓ No	Auditor Report (financial statements section), Information Statement	
47	Does the company website disclose up-to-date information on:					
47.1	Business operation			✓ Yes	Company Website	
47.2	Financial statements			✓ Yes	Company Website	
47.3	Press release			✓ Yes	Company Website	
47.4	Shareholding structure			✓ Yes	Company Website	
47.5	Organization structure			✓ Yes	Company Website	
47.6	Corporate group structure (N/A for a company that does not belong to corporate grouping)			✓ Yes	Company Website	
47.7	Downloadable annual report			✓ Yes	Company Website	
47.8	Notice to call shareholders' meeting			✓ Yes	Company Website	

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48	Does the company provide contact details for a specific Investor Relations person or unit that is easily accessible to outside investors?			✓ yes. IR person specified with contact information made known to public	CG Manual, Annual Report, Company Website	
49	Does the company offer multiple channels of access to information? Multiple channels include:					
49.1	Annual report			✓ Yes	Company Website, Annual Report, Disclosures to PSE/SEC/BSP	
49.2	Company website			✓ Yes	Company Website, Annual Report, Disclosures to PSE/SEC/BSP	
49.3	Analyst briefing(s)			✓ Yes	Company Website, Annual Report, Disclosures to PSE/SEC/BSP	
49.4	Press conference(s) / press briefing(s)			✓ Yes	Company Website, Annual Report, SEC Form 17-C	

Part V. BOARD RESPONSIBILITY

ITEM	Survey Question	Self-Assessment			Information Source	Remarks
		<i>Adequate</i>	<i>Better</i>	<i>Best</i>		
50	Does the company have its own written Corporate Governance Manual that clearly describes its value system and board responsibilities?			✓ yes. Rules approved by the board and fully disclosed	CG Manual, Company Website, Annual Report, CG Policy	
51	Does the Board of Directors provide code of ethics or statement of business conduct for all directors and employees?			✓ yes, and effectively communicated	Annual Report, CG Manual, Code of Ethics, Company Website	

52	Does the company have corporate vision/mission/values?			✓ Yes	Annual Report, Company Website		
53	Does the PSE have any evidence of non-compliance of the company with PSE rules and regulations in the last year?			✓ None	PSE records. Note if records show whether the firm had any "suspended" trading.		
54	Assess the quality of the Audit Committee Report in the Annual Report:	A full and complete audit committee report will contain information described in the six topics listed in 54.1 to 54.6.					
54.1	Attendance	✓ No		<input type="checkbox"/>	Audit Committee Report		
54.2	Internal control	✓ No			Audit Committee Report		
54.3	Proposed auditors	✓ No			Audit Committee Report		
54.4	Financial report review	✓ No			Audit Committee Report		
54.5	Legal compliance	✓ No			Audit Committee Report		
55	Have board members participated in the training on Corporate Governance (i.e. PDP, CGOP, Corporate Retreat, etc.)?			✓ yes. More than 75%	Directors' profile section in Annual Report, Information Statement		
56	Have senior management executives attended training on Corporate Governance?			✓ yes. More than 75%	Disclosures to SEC and/or PSE, Annual Report, Information Statement		
57	What is the attendance performance of the board members during the past 12 months?			✓ >80% Average Attendance	Annual Report, SEC Form 17-A, Information Statement, Certificate of Attendance		

58	Does the company provide a risk management policy?			✓ Yes	Annual Report, CG Policy, Company Website, Audited Financial Statement, CG Manual		
59	Does the company clearly distinguish the roles and responsibilities of the board and management?			✓ yes. Have both Board and Management responsibilities	Annual Report, CG Policy, Company Website, CG Manual, By-laws		
60	Does the board conduct an annual self-assessment?			✓ yes.	Company Website		
61	Does the company conduct an annual performance assessment of the CEO/President?			✓ yes.	Company Website		
62	How many board meetings are held per year?	No. of Board Meetings: MINIMUM OF 12 MEETINGS PER YEAR					
62.1	Does the firm report board meeting attendance of individual directors?			✓ Includes listing in the annual report of each board member and his or her board meeting attendance record	Certificate of Attendance		
63	Is the Chairman a non-executive director?			✓ Yes	Annual Report, CG Manual, Information Statement, SEC Form 17-C		
64	Does the board appoint committees with independent members to carry out various critical responsibilities such as:						
64.1	Audit. If yes, are the following items disclosed?						
64.1.1	Charter/ Role and responsibilities			✓ Yes	Annual Report, CG Policy, Company Website, Board Committee Charters (only if publicly available), CG Manual		

64.1.2	Profile / Qualifications			✓ Yes	Annual Report, CG Manual, CG Policy, Company Website, Board Committee Charters (only if publicly available), Information Statement, SEC Form 17-C		
64.1.3	Independence			✓ Yes	Annual Report, CG Manual, CG Policy, Company Website, Board Committee Charters (only if publicly available), Information Statement, SEC Form 17-C		
64.1.4	Is the Chairman of the Committee an independent director?			✓ Yes	Board Committee Charters (only if publicly available), Annual Report, SEC Form 17-C, Information Statement, CG Manual		
64.1.5	Performance / Meeting Attendance			✓ Yes	Annual Report, CG Manual, CG Policy, Company Website, Board Committee Charters (only if publicly available), Information Statement, Certification of Corporate Secretary		
64.2	Compensation / Remuneration. (Compensation/ Remuneration Committee) If yes, are the following items disclosed?	NOTE: The committee structure in EDC is that the Nominations and Compensation Committee is one and the same					
64.2.1	Charter/Role and Responsibilities			✓ Yes	Annual Report, CG Manual, CG Policy, Company Website, Board Committee Charters (only if publicly available), Information Statement		
64.2.2	Is the Committee composed of a majority of independent directors?			✓ Yes	Annual Report, CG Manual, CG Policy, Company Website, Board Committee Charters (only if publicly available), Information Statement, SEC Form 17-C		
64.2.3	Performance / Meeting Attendance			✓ Yes	Annual Report, CG Policy, Company Website, SEC Form 17-A, Certification of Attendance		
64.3	Nomination Committee. If yes, are the following items disclosed?	NOTE: The committee structure in EDC is that the Nominations and Compensation Committee is one and the same					
64.3.1	Charter/Role and Responsibilities			✓ Yes	Annual Report, CG Manual, CG Policy, Company Website, Board Committee Charters (only if publicly available), Information Statement		
64.3.2	Is the Committee composed of a majority of independent directors?			✓ Yes	Annual Report, CG Manual, CG Policy, Company Website, Board Committee Charters (only if publicly available), Information Statement, SEC Form 17-C		
64.3.3	Performance / Meeting Attendance			✓ Yes	Annual Report, CG Policy, Company Website, SEC Form 17-A, Certification of Attendance		

65	How many board members are independent directors?			✓ >30%	Company Website, Annual Report, Information Statement, SEC Form 17-C, CG Manual	
66	Does company state in its Annual Report the definition of "independence" for identifying independent directors in public communications?	✓ provide it according to SEC definition			CG Manual, Information Statement, Company Website, Annual Report	
67	Does the Company have a separate report of the Board of Directors describing their responsibilities in reviewing the firm's financial statement?			✓ Yes	See the statement of Management's Responsibility which accompanies the Audited Financial Statement	

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