

SECURITIES AND EXCHANGE COMMISSION

SEC FORM – ACGR

ANNUAL CORPORATE GOVERNANCE REPORT

1. Report is Filed for the Year **May 31, 2013**
2. Exact Name of Registrant as Specified in its Charter **BOULEVARD HOLDINGS, INC.**
3. **1704 PEAK TOWER, 107 L.P. LEVISTE STREET, SALCEDO VILLAGE, MAKATI CITY** **1227**
Address of Principal Office Postal Code
4. SEC Identification Number **AS094-006309**
5. (SEC Use Only)
Industry Classification Code
6. BIR Tax Identification Number **004-451-425-000**
7. **(632)753-1405**
Issuer's Telephone number, including area code
8. **Not Applicable**
Former name or former address, if changed from the last report

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A. BOARD MATTERS

1) Board of Directors

Number of Directors per Articles of Incorporation	9
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Actual number of Directors for the year	9
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(a) Composition of the Board

Complete the table with information on the Board of Directors:

Director's Name	Type [Executive (ED), Non-Executive (NED) or Independent Director (ID)]	If nominee, identify the principal	Nominator in the last election (if ID, state the relationship with the nominator)	Date first elected	Date last elected (if ID, state the number of years served as ID) ¹	Elected when (Annual /Special Meeting)	No. of years served as director
Jose Marcel Panlilio	ED		Jose Marcel Panlilio	1994	December 6, 2012	ASM*	18.4
Lorenzo R. Tanada III	NED		Jose Marcel Panlilio	May 1996	December 6, 2012	ASM*	16.4
Joselito V. Cabrera	NED		Marlo T. Cristobal	February 2012	December 6, 2012	ASM*	1.3
Christopher M. Gotanco	NED		Jose Marcel Panlilio	February 2007	December 6, 2012	ASM*	6.3
Reynaldo Y. Maulit	ID		Christopher M. Gotanco (not related to ID)	December 1998	December 6, 2012	ASM*	14.4 ID 1.3
Ricardo S. Pascua	ID		Victor V. Benavidez (not related to ID)	December 2005	December 6, 2012	ASM*	7.4 ID 1.3
Victor V. Benavidez	NED		Jose Marcel Panlilio	December 2005	December 6, 2012	ASM*	7.4
Alfonso S. Anggala	NED		Jose Marcel Panlilio	December 2008	December 6, 2012	ASM*	4.4
Goran Carl Perning	NED		Jose Marcel Panlilio	July 2011	December 6, 2012	ASM*	1.8

*Annual Stockholders' Meeting held on December 6, 2012.

(b) Provide a brief summary of the corporate governance policy that the board of directors has adopted. Please emphasize the policy/ies relative to the treatment of all shareholders, respect for the rights of minority shareholders and of other stakeholders, disclosure duties, and board responsibilities.

Treatment of all shareholders

Each share entitles the holder to one vote that may be exercised in person or by proxy at stockholders meeting, including the Annual Stockholders' Meeting. The shareholders have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code. Voting procedures on matters presented for approval to the shareholders in the Annual Stockholders' Meeting are set out in the Definitive Information Statement duly approved by the Securities and Exchange Commission ("SEC") which is sent out to all stockholders of record at least 15 days before the date of meeting.

¹ Reckoned from the election immediately following January 2, 2012.

It is the duty of the Board to promote the rights of the stockholders, remove impediments to the exercise of those rights and provide an adequate avenue for them to seek timely redress for breach of their rights. Accurate and timely information should be made available to the stockholders to enable them to make a sound judgment on all matters brought to their attention for consideration or approval.

Respect for the rights of minority stockholders and other stakeholders

The Board of Directors shall ensure that all rights of stockholders as mandated and set forth in the Corporation Code of the Philippines, Articles of Incorporation and By-Laws of the Company shall be respected. Among the rights of stockholders as provided for in the Corporation Code are: right to vote on all matters that require their consent or approval; right to inspect corporate books and records; right to information; right to dividends; and appraisal right.

The Company mechanism that allows minority stockholders to influence board composition by cumulative voting and nomination of independent directors.

Disclosure Duties

The essence of Boulevard Holdings, Inc.'s corporate governance is transparency. The Board believes that the more transparent the internal workings of the Corporation are, the more difficult it will be for Management and dominant stockholders to mismanage the Corporation or misappropriate its assets. It is therefore essential that all material information about the Corporation which could adversely affect its viability or the interest of the stockholders should be publicly and timely disclosed. Such information include, among others, earnings results, acquisition or disposition of assets, off balance sheet transactions, related party transactions, minimum public ownership, direct/indirect remuneration of the Board and Management and other corporate disclosures required for reporting by the regulators, the SEC and the Philippine Stock Exchange, Inc. ("PSE").

All required information are fully disclosed through the submissions and filings made to the SEC and PSE.

Board Responsibilities

The Board recognizes that a good corporate governance system is integral to the mandated bestowed upon them by the Company's stockholders. They are fully conscious of their fiduciary duties, accountabilities and responsibilities to all stakeholders, and they subscribe to the belief that the pursuit of corporate goals must be bound by high ethical standards. Its duties and responsibilities as defined in the Company's amended By-Laws include: (1) acting on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company and its stockholders; (2) staying up-to date on developments in finance and corporate governance; (3) acting with confidentiality and discretion in the use of information proprietary to the Company; (4) avoiding any conflict of interest; (5) conducting fair business transactions with the Corporation; (6) disclosing any relationship that can compromise a director's independence; (7) fostering a non-discriminatory work and business environment; (8) exercising due prudence in the use of Company's resources; (9) keeping Board authority within the powers of the institution; (10) respecting the rights of all stakeholders; (11) submitting to a vote of shareholders all matters requiring their approval under the Corporation Code; and (12) adhering to all laws and regulations defining the Board's obligations.

(c) How often does the Board review and approve the vision and mission?

The Company's vision and mission statement is reviewed and approved as often as required.

(d) Directorship in Other Companies

Boulevard Holdings, Inc. has no Parent Company. It has subsidiaries, namely Friday's Holdings, Inc.; Crown One Land, Inc., and Friday's Puerto Galera, Inc.

(i) Directorship in the Company's Group²

Identify, as and if applicable, the members of the Company's Board of Directors who hold the office of director in other companies within its Group:

Director's Name	Corporate Name of the Group Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Jose Marcel Panlilio	Friday's Holdings, Inc. Friday's Puerto Galera, Inc. Crown One Land, Inc.	Executive Director, Chairman and President Executive Director, Chairman and President Executive Director, Chairman and President
Reynaldo Y. Maulit	Friday's Holdings, Inc. Friday's Puerto Galera, Inc.	Non-Executive Director Non-Executive Director
Victor V. Benavidez	Friday's Holdings, Inc. Friday's Puerto Galera, Inc.	Non-Executive Director Non-Executive Director

(ii) Directorship in Other Listed Companies

Identify, as and if applicable, the members of the company's Board of Directors who are also directors of publicly-listed companies outside of its Group:

Director's Name	Name of Listed Company	Type of Directorship (Executive, Non-Executive, Independent). Indicate if director is also the Chairman.
Christopher M. Gotanco	Anglo Philippines Holdings Corporation Vulcan Industrial & Mining Corporation Philodrill Corporation	Executive Director NED NED
Victor V. Benavidez	Da Vinci Capital Holdings, Inc. (formerly Mariwasa Siam Holdings, Inc.)	Non-Executive Director (Dec. 7, 2012- May 3, 2013)

(iii) Relationship within the Company and its Group

Provide details, as and if applicable, of any relation among the members of the Board of Directors, which links them to significant shareholders in the company and/or in its group:

Director's Name	Name of the Significant Shareholder	Description of the relationship
There are no BHI directors who are related to each other within the 2 nd degree of consanguinity or affinity.		

(iv) Has the company set a limit on the number of board seats in other companies (publicly listed, ordinary and companies with secondary license) that an individual director or CEO may hold simultaneously? No.

In particular, is the limit of five board seats in other publicly listed companies imposed and observed? If yes, briefly describe other guidelines:

² The Group is composed of the parent and its subsidiaries.

	Guidelines	Maximum Number of Directorships in other companies
Executive Director	The President/CEO and other Executive Directors do not submit themselves to a low indicative limit on membership in other non-listed corporate boards.	No specific limit is explicitly set because the Company believes that the President/CEO and other Executive Directors have the capacity and ability to serve without compromising their diligence and efficiency and this is supported by their attendance turnout during the regular and special board meetings.
Non-Executive Director	There can be a higher indicative limit for other directors, which in any case, the capacity of directors to serve with diligence shall not be compromised in the non-listed companies.	No specific limit is explicitly set because the Company believes that all directors have the capacity and ability to serve without compromising their diligence and efficiency and this is supported by their attendance turnout during the regular and special board meetings.
CEO	The President/CEO and other Executive Directors do not submit themselves to a low indicative limit on membership in other non-listed corporate boards	No specific limit is explicitly set because the Company believes that the CEO has the capacity and ability to serve without compromising his diligence and efficiency and this is supported by his attendance turnout during the regular and special board meetings.

(e) **Shareholding in the Company**

Complete the following table on the members of the company's Board of Directors who directly and indirectly own shares in the company as of Fiscal Year Ended May 31, 2013:

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Jose Marcel E. Panlilio	3,502,000	4,068,463,557	41.4075%
Christopher M. Gotanco	1,200,010		.0122%
Reynaldo Y. Maulit	100,000		.0010%
Alfonso S. Anggala	100,000		.0010%
Goran Carl Pening	10,000		.0001%
Ricardo S. Pascua	10,000		.0001%
Victor V. Benavidez	10,000		.0001%
Joselito V. Cabrera	10,000		.0001%
Lorenzo R. Tanada III	1		
TOTAL	4,942,011	4,068,463,557	41.4221%

Board of Directors of Boulevard Holdings, Inc.'s who directly and indirectly own shares in the company as of December 31, 2012:

Name of Director	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Jose Marcel E. Panlilio	3,502,000	4,784,106,816	56.7675%
Christopher M. Gotanco	1,200,010		.0142%
Reynaldo Y. Maulit	100,000		.0012%
Alfonso S. Anggala	100,000		.0012%
Goran Carl Pening	10,000		.0001%
Ricardo S. Pascua	10,000		.0001%
Victor V. Benavidez	10,000		.0001%
Joselito V. Cabrera	10,000		.0001%
Lorenzo R. Tanada III	1		
TOTAL	4,942,011	4,784,106,816	56.7846%

2) Chairman and CEO

(a) Do different persons assume the role of Chairman of the Board of Directors and CEO? If no, describe the checks and balances laid down to ensure that the Board gets the benefit of independent views.

Yes

No

Identify the Chair and CEO:

Chairman of the Board	Jose Marcel E. Panlilio
CEO/President	Jose Marcel E. Panlilio

(b) Roles, Accountabilities and Deliverables

Define and clarify the roles, accountabilities and deliverables of the Chairman and CEO.

Definition	Chairman	Chief Executive Officer
Role	<p>He effectively manages the affairs of the Board.</p> <p>He exercises such powers which are given to him by the Company's By-Laws and such other duties customarily incident to the said office and those which may be prescribed by the Board of Directors from time to time.</p> <p>Generally ensures that the Board is effective in its tasks of setting and implementing the Company's direction and strategy.</p>	<p>Generally the President shall be the Chief Executive Officer of the Corporation and shall be responsible for the effective management of the Company.</p> <p>He shall supervise and manage the internal organization and business affairs of the Corporation and ensure that the administrative and operational policies of the Corporation are carried out under his supervision and control.</p>

<p>Accountabilities</p>	<p>Presiding at all meetings of the Stockholders and of the Board of Directors.</p> <p>Maintaining qualitative and timely lines of communication and information between the Board and Management.</p> <p>Holding Board meeting in accordance with the By-Laws or as it may deem necessary.</p>	<p>Upon authority granted by the Board of Directors and the Chairman;</p> <ul style="list-style-type: none"> - signs deeds, contracts, and other instruments; - authorizes the purchase or acquisition of personal properties, furniture, fixtures, or other office equipment; - approves all expenses or disbursements authorized in the budget of the Corporation; - represents the Corporation in any negotiation which may be necessary to make in the usual course of business; - represents the Corporation in any judicial or administrative proceedings; - appoints and discharge employees occupying the position authorized by the Board of Directors; and - performs all other duties customarily incident to his office and as may be prescribed by the Board from time to time.
<p>Deliverables</p>	<p>Meeting agenda prepared by the Corporate Secretary and considers suggestions of the Management and the directors.</p> <p>Recommendations regarding the business of the Corporation is submitted for consideration of the Board of Directors.</p> <p>He casts the deciding vote in case of a tie in the stockholders or in the Board of Directors' meetings.</p>	<p>Submits and recommends for Board Approval:</p> <ul style="list-style-type: none"> - short and long range plans for the Corporation; - Balance Sheets, Profit and Loss Statements; - Budget of operating expenses; and - Annual Report on the operation and condition of the Corporation. <p>Executes all resolutions of the stockholders and the Board of Directors.</p>

3) Explain how the board of directors plan for the succession of the CEO/Managing Director/President and the top key management positions?

The Board of Directors through its Nomination and Compensation Committee, reviews and evaluates the qualifications of all person nominated to the Board as well as those nominated to other position which includes CEO/President and the top key management positions to ensure that only qualified, competent, honest and highly motivated officials are appointed. The Company may engage the services of professional recruitment or reputable job placement or organizations to source candidates for management and other executives.

4) Other Executive, Non-Executive and Independent Directors

Does the company have a policy of ensuring diversity of experience and background of directors in the board? Yes. Please explain.

As stated in the Amended Corporate Governance of the Company, the membership of the Board may be a combination of executive and non-executive directors (which include independent directors) in order that no director or small group of directors can dominate the decision making process. The non-executive directors should possess qualifications and stature that would enable them to effectively participate in the deliberation in the Board meeting.

Does it ensure that at least one non-executive director has an experience in the sector or industry the company belongs to? YES. Please explain.

As already mentioned in the above policy, we have several non-executive directors who possess the competence and experience in the field of hospitality and tourism business and investment related disciplines. This can be gauged from the respective business experiences of the Company’s directors during the past five (5) years, as these are described in the appropriate section of the May 31, 2013 Annual Report (pages 34-37) and the 2012 SEC Form 20-IS, Definitive Information Statement (pages 7-8).

Define and clarify the roles, accountabilities and deliverables of the Executive, Non-Executive and Independent Directors:

	Executive (CEO/President)	Non-Executive	Independent Director
Role	Generally the President shall be the Chief Executive Officer of the Corporation and shall be responsible to manage the Corporation effectively.	A director’s office is one of trust and confidence Directors should act in the best interest of the Corporation in a manner characterized by transparency, accountability and fairness. He should also exercise leadership, prudence and integrity in directing the Corporation towards sustained progress.	In addition to the Non-Executive Role, an Independent Director identifies the most critical issues for the Board to deal with and assist the Board in achieving consensus on important issues.
Accountabilities	Upon authority granted by the Board of Directors and President; - signs deeds, contracts, and other instruments; - authorizes the purchase or acquisition of personal properties, furniture, fixtures, or other office equipment; - approves all expenses or disbursements authorized in the budget of the Corporation; - represents the Corporation in any negotiation which may be necessary to make in the usual course of business; - represents the	He shall observe the following norms of conducts: - conducts fair business transactions with the Corporation and ensure that personal interest does not prejudice Board decisions; - devotes time and attention necessary to properly discharge his duties and responsibilities; - acts judiciously; - exercises independent judgment; - has working knowledge of the statutory and regulatory requirements affecting the Corporation, including the contents of its Articles of Incorporation, By-Laws; the requirements of the	In addition to the Non-Executive accountabilities, an Independent Directors should always attend Board meetings.

	<p>Corporation in any negotiation which may be necessary to make in the usual course of business;</p> <ul style="list-style-type: none"> - represents the Corporation in any judicial or administrative proceedings; - appoints and discharge employees occupying the position authorized by the Board of Directors; - perform all other duties customarily incident to his office and as may be prescribed by the Board from time to time. 	<p>SEC, and where applicable the requirements of the other regulatory agencies;</p> <ul style="list-style-type: none"> - observes confidentiality; and - ensures the continuing soundness, effectiveness and adequacy of the Company's internal control system. <p>Directors shall have the duty of preparing and actively participating in Board meetings.</p>	
<p>Deliverables</p>	<p>Submits and recommends for Board approval:</p> <ul style="list-style-type: none"> - short and long range plans for the Corporation ; - Balance Sheets, Profit and Loss Statements, Budget of operating expenses and; - Annual Report on the operation and condition of the Corporation. <p>Executes all resolutions of the stockholders and the Board of Directors</p>	<p>The Board establishes the general policies and guidelines which will enable Management to render an effective management of the Company and as part of which undertakes to:</p> <ul style="list-style-type: none"> - formulates Company's vision and mission; - approves and confirm management's corporate strategies, major plans of actions, risk policy, annual budget and business plan; - adopts a succession plan; - reviews annually the Company's compliance with the Code of Corporate Governance; - Approves corporate policies on major areas of operations; - Ensures the adequacy and effectiveness of the Company's internal control and management information systems; - Approves annual budget and operating expenses upon recommendation of the President; - Submits annually at General 	

		Meeting of Stockholders the Comparative Financial Statements and Annual Report on the Condition of the Corporation.	
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Provide the company's definition of "independence" and describe the company's compliance to the definition.

Independent Director refers to a person other than an officer or employee of the Corporation, its parent or subsidiaries, or any other individual having any relationship with the Corporation, which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. This means that apart from directors' fees and shareholdings, he should be independent of Management and free from any business or other relationships which could materially interfere with the exercise of his independent judgment. He must also possess all the qualifications and none of the disqualifications of an independent director provided under the SRC Rule 38, the SEC Revised Code of Corporate Governance, and other relevant SEC issuances and regulations.

Pursuant to the applicable rules and regulations of the SEC, independent directors are nominated and elected in the Annual Stockholders' Meeting and each director issues a certification confirming his independence within 30 days from his election. Messrs. Reynaldo Y. Maulit and Ricardo S. Pascua are currently the Company's Independent Directors.

Does the company have a term limit of five consecutive years for independent directors? If after two years, the company wishes to bring back an independent director who had served for five years, does it limit the term for no more than four additional years? Please explain.

The Company follows the SEC's guidelines on setting the term limit for an Independent Director.

BHI will formalize its policy which will be consistent with the related SEC Memorandum Circular No. 9 Series of 2011 on the Term Limits for Independent Directors, which took effect on January 2, 2012.

5) Changes in the Board of Directors (Executive, Non-Executive and Independent Directors)

(a) Resignation/Death/Removal

Indicate any changes in the composition of the Board of Directors that happened during the period:

Name	Position	Date of Cessation	Reason
None			

(b) Selection/Appointment, Re-election, Disqualification, Removal, Reinstatement and Suspension

Describe the procedures for the selection/appointment, re-election, disqualification, removal, reinstatement and suspension of the members of the Board of Directors. Provide details of the processes adopted (including the frequency of election) and the criteria employed in each procedure:

Procedure	Process Adopted	Criteria
a. Selection/Appointment		
(i) Executive Directors	1. The Board thru its Nomination Committee pre-screens the	Qualifications of Regular Directors:

<p>BHI has only one Executive Director who is also the President and CEO</p>	<p>qualifications of all nominees to the Board of Directors, taking into consideration the relevant issuances of the Securities and Exchange Commission.</p> <p>2. Nomination for directors shall be made in writing and shall be delivered or mailed to the Chairman of the Board or Vice Chairman of the Board at the principal office of the Corporation, with the written consent of the nominees, at least sixty (60) days before the scheduled date of the annual stockholders' meeting. The Chairman or Vice Chairman if the Board shall forward or refer such nominations to the Nomination Committee.</p> <p>3. Evaluation of Qualifications of Candidates – Before the annual stockholders' meeting, the Committee shall convene for the purpose of evaluating the qualifications of the nominees for directors of the Corporation. The Committee shall thereafter prepare the final list of qualified candidates. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as directors. No other nominations shall be entertained after the final list of candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the annual stockholders' meeting.</p> <p>4. The election of directors shall be done <i>viva voce</i> or by raising of hands and the votes for or against the matter submitted shall be tallied by the Corporate Secretary in case of a division of the house. Cumulative voting shall be allowed and each stockholder shall have the right to vote in</p>	<ul style="list-style-type: none"> - Directors sitting on the Board must own at least one (1) share of the outstanding capital stock of the Corporation which share shall stand in his name in the books of the Corporation. - Majority of directors must be residents of the Philippines. - Directors sitting in the Board shall possess of the necessary skills, competence and experience, in terms of management capabilities and preferably in the field of tourism and hospitality business, investment or holdings related disciplines. - He must possess all the qualifications and none of the disqualifications of regular directors under the Code of Corporate Governance as provided in the guidelines for Nomination of Directors. - The Board of Directors may provide additional qualifications of a director, such as but not limited to the following: (a) educational attainment (b) adequate competency and understanding of the business, (c) integrity, credibility and probity, and (d) assiduousness or diligence.
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	<p>person or by proxy the number of outstanding shares in his name at record date. He may also vote such number of shares for as many persons as there are directors to be elected, or he may cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal or he may distribute them on the same principle among as many candidates as he shall see fit, provided that the total number of votes cast by him as shown in the books of the Corporation multiplied by the total number of directors to be elected. Candidates receiving the highest number of votes shall be declared elected.</p> <p>5. At the organizational meeting of the Board of Directors, the Board shall elect the President from among the members of the Board.</p>	
(ii) Non-Executive Directors	Process adopted is similar as stated above.	Same criteria provided above.
(iii) Independent Directors	Process adopted is similar as stated above.	<p>Additional Qualifications of Independent Directors-apart from the qualifications set forth above.</p> <ul style="list-style-type: none"> - a candidate for independent director must be independent of the Corporation's management and free from any business or other relationship which could, or could reasonably be perceived to materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director of the Corporation. - He should satisfy the definition, possess the qualifications and none of the disqualifications as provided for by the Code of Corporate Governance requirements on nomination and election of Independent Directors.
b. Re-appointment		
(i) Executive Directors	The President/CEO has a term of one year or until new President/CEO is elected.	His performance is evaluated by the Nomination and Compensation Committee before renewal.

(ii) Non-Executive Directors	The process for initial selection or appointment is likewise adopted for re-appointments.	The same criteria mentioned above for selection/appointment is likewise observed for re-election of directors.
(iii) Independent Directors	The process for initial selection or appointment is likewise adopted for re-appointments.	The same criteria mentioned above for selection/appointment is likewise observed for re-election of directors.
c . Permanent Disqualification		
(i) Executive Directors	<p>Nomination Committee shall review and evaluate the qualifications of all persons nominated to the Board of Directors.</p> <p>It shall pre-screen the qualifications of all nominees to the Board of Directors, taking into consideration the relevant issuances of the SEC.</p>	<p><u>Permanent Disqualifications</u></p> <ol style="list-style-type: none"> 1. who have been convicted by final judgment or order by a competent judicial or administrative body of any crime that (a) involves the purchase or sale of securities, as defined in the Securities Regulation Code; (a) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them. 2. who by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the SEC or any court or administrative body of competent jurisdiction from (a) acting as underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, future commission merchant, commodity trading, advisor, or floor, broker; (b) acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company; (c) engaging or continuing any conduct or practice in any of the capacities mentioned in subparagraphs (a) and (b) above, or willfully violating the laws that govern securities and banking activities. 3. who have been convicted by final judgment or order by a court or competent administrative body of an offense involving moral turpitude, fraud embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts; 4. who has been adjudged by final judgment or order of the SEC, court, or competent administrative body to have willfully violated, or willfully aided, abetted,

		<p>counseled, induced or procured the violation of any provision of the Corporation Code, Securities Regulation Code or any other laws administered by the SEC or BSP, or any of its rule, regulation or order.</p> <p>5. who earlier elected as independent director who becomes an officer, employee or consultant of the same Corporation;</p> <p>6. who has been judicially declared insolvent,</p> <p>7. who has been found guilty by final judgment or order of foreign court or equivalent financial regulatory authority of acts, violations, or misconduct similar to any of the acts, violations or misconduct enumerated in subparagraphs 1 to 5 above.</p> <p>8. who has been convicted by final judgment of an offense punishable by imprisonment for more than six (6) years; or a violation of the Corporation Code committed within five (5) years prior to the date of his election or appointment.</p>
(ii) Non-Executive Directors	Same process adopted above for Executive Directors.	Same criteria for permanent disqualifications as stated above for Executive Directors.
(iii) Independent Directors	Same process adopted above for Executive Directors.	<p>Same criteria for permanent disqualifications as stated above for Executive Directors.</p> <p>Disqualifications of Independent Directors. The disqualifications of an independent director shall be as provided for under SEC Revised Code of Corporate Governance, the Securities Regulation Code and its Amended Implementing Rules and Regulations , and such other relevant issuances of the SEC.</p> <p>He shall likewise be disqualified during his tenure under the following instances or causes:</p> <ol style="list-style-type: none"> 1. He becomes an officer or employee of the Corporation where he is such member of the board of Directors, or becomes any of the persons enumerated under Section II (5) of the Code of Corporate Governance; 2. Fails, without any justifiable cause, to attend at least 50% of the total number of Board meeting during his

		incumbency; 3. Such other disqualifications which the covered Company's Manual of Corporate Governance provides.
d. Temporary Disqualification		
(i) Executive Directors	<p>Nomination Committee shall review and evaluate the qualifications of all persons nominated to the Board of Directors.</p> <p>It shall pre-screen the qualifications of all nominees to the Board of Directors, taking into consideration the relevant issuances of the SEC.</p>	<p>Any of the following shall be a ground for the temporary disqualifications of a director:</p> <ol style="list-style-type: none"> 1. Refusal to comply with the disclosure requirements of the Securities Regulation Code and its implementing Rules and Regulation. The disqualifications shall be in effect as long as the refusal persists. 2. Absence in more that fifty (50) percent of all regular and special meetings of the Board during his incumbency or any twelve (12) months during the said incumbency, unless the absence is due to illness, death in the immediate family or serious accident. 3. Dismissal or termination for cause as director of any corporation covered by BHI Code of Corporate Governance. 4. Beneficial equity ownership of an independent director in the Corporation or its subsidiary exceeds two (2) percent of its subscribed capital stock. The disqualification shall be lifted if the limit is later complied with. 5. If any of the judgment or orders cited in the grounds for permanent disqualifications has not yet become final. <p>A temporarily disqualified director shall, within 60 business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.</p>
(ii) Non-Executive Directors	Same process stated above for Executive Directors is adopted.	Same criteria for temporary disqualifications, as stated above for Executive Directors are adopted.
(iii) Independent Directors	Same process stated above for Executive Directors is adopted.	Same criteria for temporary disqualifications, as stated above for Executive Directors are adopted.
e. Removal		
(i) Executive Directors	Same process stated above for	He possesses any of the criteria

	<p>Executive Director is adopted.</p> <p><u>Vacancy in the Board.</u> Any vacancy in the Board of Directors, other than those caused by removal by the stockholders or expiration of term, shall be filled in by the vote of at least a majority of the remaining directors, if still constituting a quorum, otherwise, said vacancies must be filled in by the stockholders in a regular or special meeting called for that purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.</p>	<p>enumerated for permanent disqualifications, as stated above.</p>
(ii) Non-Executive Directors	<p>Same process as stated above is adopted.</p>	<p>He possesses any of the criteria enumerated for permanent disqualifications, as stated above.</p>
(iii) Independent Directors	<p>Nomination Committee shall review and evaluate the qualifications of all persons nominated to the Board of Directors.</p> <p>The termination and cessation of an Independent Director shall be governed by the provisions of SEC Memorandum Circular 2, otherwise known as the Code of Corporate Governance, the Securities Regulation Code and its Amended Implementing Rules and Regulations, and such other relevant issuances of the SEC.</p>	<p>He possesses any of the criteria enumerated for permanent disqualifications, as stated above.</p>
f. Re-instatement		
(i) Executive Directors	<p>Same process as stated above in the selection/appointment and re-election is adopted.</p>	<p>Same criteria are used as stated above in the selection/appointment and re-election is adopted.</p>
(ii) Non-Executive Directors	<p>Same process as stated above in the selection/appointment and re-election is adopted.</p>	<p>Same criteria are used as stated above in the selection/appointment and re-election is adopted.</p>
(iii) Independent Directors	<p>Same process as stated above in the selection/appointment and re-election is adopted.</p>	<p>Same criteria are used as stated above in the selection/appointment and re-election is adopted.</p>
g. Suspension		
(i) Executive Directors	<p>Same process as stated above in the removal is adopted.</p>	<p>Same criteria re used as stated above in the removal is adopted.</p>
(ii) Non-Executive Directors	<p>Same process as stated above in the removal is adopted.</p>	<p>Same criteria are used as stated above in the removal is adopted.</p>
(iii) Independent Directors	<p>Same process as stated above in the removal is adopted.</p>	<p>Same criteria are used as stated above in the removal is adopted.</p>

Voting Result of the last Annual Stockholders' Meeting held last December 6, 2012.

The number of nominees for directors is 9 and this equals the number of board seats available so that each of the 9 nominees for directors received equal number of votes of 5,933,937,415 each. Jose Marcel E. Panlilio, Lorenzo R. Tanada III, Christopher M. Gotanco, Ricardo S. Pascua, Reynaldo Y. Maulit, Victor V. Benavidez, Alfonso S. Anggala, Joselito V. Cabrera, and Goran Carl Parning were elected directors on the said ASM.

6) Orientation and Education Program

(a) Disclose details of the company's orientation program for new directors, if any.

The Company does not have a formal orientation program however, new directors are provided with reference reading materials to assist them in understanding better the business and operations of the Company. The Company provided an overview of the Company and other reading materials as follows: (a) Audited Financial Statements, (b) SEC Form 20-IS Information Statement, (c) Annual Report, (d) Revised Manual on Corporate Governance, (e) Amended Articles of Incorporation, (f) Amended by-Laws, (g) Code of Ethics and Code of Conduct, (h) Minutes of Annual Stockholders' Meeting, (i) Minutes of the Board of Directors' Meeting, (j) BHI Audit Charter; and (k) various current disclosures of the Company.

(b) State any in-house training and external courses attended by Directors and Senior Management³ for the past three (3) years: (May 31, 2010-May 31, 2013)

The Company does not have a formal orientation program.

(c) Continuing education programs for directors: programs and seminars and roundtables attended during the Fiscal Years ended May 31, 2012 and May 31, 2012

Name of Director/Officer	Date of Training	Program	Name of Training Institution
Joselito V. Cabera	January 30-31, 2012	Corporate Governance and Risk Management for Bank Director	Rural Bankers Association of the Philippines
Goran Carl Parning			
Jose Marcel Panlilio	August 8, 2012	Visioning Workshop	Aecom Singapore Ltd.
Lorenzo R. Tanada III			
Christopher M. Gotanco			
Ricardo S. Pascua			
Reynaldo Y. Maulit			
Victor V. Benavidez			
Alfonso S. Anggala			
Joselito V. Cabrera			
Goran Carl Parning			
Jose Marcel Panlilio	October 3, 2012	Stage 1 Master Plan Review and Update	Aecom Singapore Ltd.
Lorenzo R. Tanada III			
Christopher M. Gotanco			
Ricardo S. Pascua			

³ Senior Management refers to the CEO and other persons having authority and responsibility for planning, directing and controlling the activities of the company.

Reynaldo Y. Maulit	December 10, 2012	Final Presentation of Master Plan Review & Update	Aecom Singapore Ltd.
Victor V. Benavidez			
Alfonso S. Anggala			
Goran Carl Perner			
Jose Marcel Panlilio			
Ricardo S. Pascua			
Reynaldo Y. Maulit			
Victor V. Benavidez			

B. CODE OF BUSINESS CONDUCT & ETHICS

1) Discuss briefly the company’s policies on the following business conduct or ethics affecting directors, senior management and employees:

Business Conduct & Ethics	Directors	Senior Management	Employees
(a) conflict of interest	Directors, senior management and employees, shall avoid any activity and interest that could significantly affect the objective or effective performance of duties and responsibilities in the Company, including business interests or unauthorized employment outside the Company, the receipt from and giving gifts of unusually high value to persons or entities with whom the Company relates, as well as insider dealing. They shall base all business decisions and actions on the best interests of the Company. Whenever opportunities arise, constantly advance the Company’s legitimate interest.		
(b) Conduct of Business and Fair Dealings	In competition and fair dealings, the Company’s directors, senior management and employees, shall: <ul style="list-style-type: none"> - not take unfair advantage of anyone through manipulation, collusion, concealment, abuse of privileged information, or misrepresentation of material fact; - not make false statements against competitors, their products and/or services; - exercise reasonable and prudent professional judgment when dealing with clients. - deal fairly with the Company’s customers, service provider, suppliers, competitors and employees. 		
(c) Receipts of gifts from third parties	Everybody is enjoined to avoid the receipt from and giving of gifts of unusually high value to persons or entities with whom the company relates.		
(d) Compliance with Laws & Regulations	Directors, officers and employees shall uphold right conduct and shall personally adhere to the norms and restrictions imposed by applicable laws, rules and regulations. They shall not accept demands brought on by prevailing business conditions or perceived pressures as excuses to violate any law, rule or regulation.		
(e) Respect for Trade Secrets/Use of Non-public Information	Directors, officers and employees shall maintain and safeguard the confidentiality of information entrusted by the Company, customers, business partners or such other parties with whom the Company relates, except when disclosure is authorized or legally mandated. They should not trade the company’s securities using price sensitive information that is not normally available publicly, and obtained by reason of position, contract within, or other relationship with the Company.		
(f) Use of Company Funds, Assets and Information	Directors, officers and employees shall use Company property and resources including Company time, supplies and software, efficiently, responsibly and only for legitimate business purposes only. They shall safeguard Company assets from loss, damage, misuse or theft and shall respect intellectual property rights.		
(g) Employment & Labor Laws & Policies	Employment in the Company signifies willingness and commitment to perform according to standards set by management and to abide by all the policies and procedures as well as rules and regulations of the Company which are consistent with and in accordance with relevant provisions of the Labor Code of the Philippines.		
(h) Disciplinary Action	Any officer or employee who commits a violation of the Code of Ethics shall be subject to disciplinary action (including termination), without prejudice to any civil or criminal		

	proceedings that the Company or regulators may file for violation of existing law. There shall be no exception from or waivers of any provision of this Code of Ethics, except as expressly approved by the Board of Directors.
(i) Whistle Blower	Illegal or unethical behavior by a colleague or co-employee, regardless of his or her level of authority, should not be condoned. It is the responsibility of each employee to report legitimate concerns so that problems can be properly resolved and corrective measures instituted. An officer or employee who becomes aware of any violation on Code of Ethics should immediately notify his Department/Division Head. The Division/Department Head shall in turn immediately inform the President and CEO. The President and CEO shall conduct or manage the necessary actions or investigation of any reported violations of this Code. In case Senior Management or any Board Member is involved, the same shall be referred to the Audit Committee.
(j) Conflict Resolution	The Audit Committee will handle resolution of reported illegal or unethical behavior involving Senior Management or any Board Member. The Audit Committee may ask assistance from External Audit or other 3 rd party/ies acceptable by the Audit Committee to conduct investigation of subject illegal acts or activities to further support subject reports and findings.

Business Conduct & Ethics	Directors	Senior Management	Employees
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2) Has the code of ethics or conduct been disseminated to all directors, senior management and employees?

Yes. For the proper implementation and monitoring of the Code of Ethics and rules of Conduct, these were distributed to the directors, senior management and employees of the Company, who signified that they received, read and understood these Codes.

3) Discuss how the company implements and monitors compliance with the code of ethics or conduct.

A copy of the Code of Ethics and Rules of Conduct was distributed to all Directors, Senior Management and Employees for strict compliance and they have signified that they have received, read and understood subject Code. It is the responsibility of each employee to report legitimate concerns so that problems can be properly resolved and corrective measures instituted. An officer or employee who becomes aware of any violation of this code, should immediately notify his Department/Division Head. The Department/Division Head shall in turn immediately inform the President and CEO. The President and CEO shall conduct or manage the necessary actions or investigation of any reported violations of this Code. In case Senior Management or any Board Member is involved, the same should be referred to the Audit Committee.

Generally, the Finance and Administration and/or the President and CEO (in the absence of HRD) shall be responsible for Company wide implementation and monitoring of compliance with this Code of Ethics and Rules of Conduct of the Company.

4) Related Party Transactions

(a) Policies and Procedures

Describe the company's policies and procedures for the review, approval or ratification, monitoring and recording of related party transactions between and among the company and its parent, joint ventures, subsidiaries, associates, affiliates, substantial stockholders, officers and directors, including their spouses, children and dependent siblings and parents and of interlocking director relationships of members of the Board.

Related Party Transactions	Policies and Procedures
(1) Parent Company	The Company does not have any Parent Company.
(2) Joint Ventures	The Company does not have any Joint Ventures arrangement
(3) Subsidiaries	Overlapping interests in the Company shall be disclosed to the Board and any material transaction involving such interests shall be similarly disclosed. Related party transactions shall be disclosed fully to the Board. Prior Board approval shall be obtained for related party transactions. Related party transactions shall be conducted in terms that are at least comparable to normal commercial practices to safeguard the best interest of the Corporation, its stockholders, creditors, and other stakeholders.
(4) Entities Under Common Control	
(5) Substantial Stockholders	
(6) Officers including spouse/children/siblings/parents	
(7) Directors including spouse/children/siblings/parents	
(8) Interlocking director relationship of Board of Directors	

(b) Conflict of Interest

(i) Directors/Officers and 5% or more Shareholders

Identify any actual or probable conflict of interest to which directors/officers/5% or more shareholders may be involved.

	Details of Conflict of Interest (Actual or Probable)
Name of Director/s	No related party transaction with subject/director/officer, other than the per diem received for attendance at the Board Meeting and/or bonus given in December.
1. Jose Marcel E. Panlilio	
2. Lorenzo R. Tanada III	
3. Christopher M. Gotanco	
4. Ricardo S. Pascua	
5. Reynaldo Y. Maulit	
6. Victor V. Benavidez	
7. Alfonso S. Anggala	
8. Joselito V. Cabrera	
9. Goran Carl Parning	
Name of Officer/s	None
Name of Significant Shareholders	None
1. JP Guilds, Inc.	
2. PCD Nominee Corp.	

(ii) Mechanism

Describe the mechanism laid down to detect, determine and resolve any possible conflict of interest between the company and/or its group and their directors, officers and significant shareholders.

	Directors/Officers/Significant Shareholders
Company	Boulevard Holdings, Inc. promotes a culture of good corporate governance by formally adopting a Code of Ethics that is founded on the Company's core business principles of fairness, accountability, integrity, transparency and honesty. The Code
Group	

	<p>guides individual behavior and decision-making, and clarifies responsibilities and proper conduct for its directors, officers and employees. Violations of the Code shall be subject to disciplinary action, without prejudice to any civil or criminal proceedings that the Company or regulators may file for violation of existing laws. In case Senior Management or any Board member is involved, the same will be referred to the Audit Committee for guidance on actions or investigations to be conducted for the proper resolution of subject findings or violation.</p> <p>In compliance with disclosure requirements of related accounting standards and the Securities Regulation Code reporting requirements, the Corporate Information Officer and/or the Chairman/ President and CEO promptly and properly disclose to the public all material information, including all related party transactions through detailed disclosures provided in the Related Notes to Financial Statements (Note 19. Related Party Transactions), SEC Form 17A, Annual Report and SEC's Form 20-IS Definitive Information Statement (page 11) Certain Relationships and Related Transactions.</p>
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5) Family, Commercial and Contractual Relations

(a) Indicate, if applicable, any relation of a family,⁴ commercial, contractual or business nature that exists between the holders of significant equity (5% or more), to the extent that they are known to the company

Names of Related Significant Shareholders	Type of Relationship	Brief Description of the Relationship
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Nothing to report.

(b) Indicate, if applicable, any relation of a commercial, contractual or business nature that exists between the holders of significant equity (5% or more) and the company:

Names of Related Significant Shareholders	Type of Relationship	Brief Description
JP Guilds, Inc.	Shareholder	Investor
PCD Nominee Corporation	Shareholder	Investor

(c) Indicate any shareholder agreements that may impact on the control, ownership and strategic direction of the company:

Name of Shareholders	% of Capital Stock Affected (Parties)	Brief Description of the Transaction
The Corporation is not aware of any person holding more than 5% of the shares of the Corporation under a voting trust or similar agreement which may result in a change in control of the Corporation.		

6) Alternative Dispute Resolution

Describe the alternative dispute resolution system adopted by the company for the last three (3) years in amicably settling conflicts or differences between the corporation and its stockholders, and the corporation and third parties, including regulatory authorities.

⁴ Family relationship up to the fourth civil degree either by consanguinity or affinity.

	Alternative Dispute Resolution System
Corporation & Stockholders	The board of Directors shall establish and maintain an alternative dispute resolution system in the Corporation that can amicably settle conflicts or differences between the Corporation and its stockholders and the Corporation and third parties, including the regulatory authorities.
Corporation & Third Parties	
Corporation & Regulatory Authorities	

C. BOARD MEETINGS & ATTENDANCE

1) Are Board of Directors' meetings scheduled before or at the beginning of the year?

Regular meetings of the Board of Directors shall be held at least once every two months at such time(s) and place(s) as the Board shall from time to time by resolution determine. Special meetings of the Board shall be held when called by the Chairman, President, or by the Corporate Secretary at the request of a director.

2) Attendance of Directors

Board	Name	Date of Election	No. of Meetings Held during the year	No. of Meetings Attended	%
Chairman	Jose Marcel Panlilio	December 6, 2012	6	6	100%
Vice Chairman	Lorenzo R. Tanada III	December 6, 2012	6	3	50%
Member	Christopher M. Gotanco	December 6, 2012	6	6	100%
Member	Victor V. Benavidez	December 6, 2012	6	6	100%
Member	Alfonso S. Anggala	December 6, 2012	6	4	67%
Member	Joselito V. Cabrera	December 6, 2012	6	6	100%
Member	Goran Carl Pening	December 6, 2012	6	5	83%
Independent	Ricardo S. Pascua	December 6, 2012	6	4	67%
Independent	Reynaldo Y. Maulit	December 6, 2012	6	6	100%

Do non-executive directors have a separate meeting during the year without the presence of any executive? If yes, how many times?

As there are matters of concern that need to be discussed in an executive session, the non-executive directors request the President and other senior management officials present during the regular board meeting to be excused from the board room so they can conduct their executive session accordingly. On the average, this executive session is done at least twice a year.

3) Is the minimum quorum requirement for Board decisions set at two-thirds of board members? No. Please explain.

The Company's amended By-Laws state under Article III, Section 4. Quorum and Manner of Acting. "At least a majority of the entire number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of corporate business and every decision of at least a majority of the directors present in a meeting at which there is a quorum shall be valid as a corporate act unless otherwise required by law, the Articles of Incorporation or By-Laws. In the absence of quorum, a majority of the directors present may adjourned the meeting from time to time until a quorum is obtained. Notice of any adjourned meeting need not be given."

Access to Information

(a) How many days in advance are board papers⁵ for board of directors meetings provided to the board?

Notice of the meeting, agenda and reference materials, presentations and other related reports are required to be sent to the members of the Board of Directors at least three days prior to the date of the meeting.

(b) Do board members have independent access to Management and the Corporate Secretary? Yes.

(c) State the policy of the role of the company secretary. Does such role include assisting the Chairman in preparing the board agenda, facilitating training of directors, keeping directors updated regarding any relevant statutory and regulatory changes, etc? Yes.

The Corporate Secretary who should be a Filipino citizen and a resident of the Philippines, is an officer of the Corporation and as such is responsible for: safekeeping and preserving the integrity of Board Minutes of the Meeting, working fairly and objectively with the Board, management and stockholders; informing members of the Board, in accordance with the by-laws, meeting agenda; ensuring that all Board procedures, rules and regulations are strictly followed by the members, keeping them updated regarding relevant statutory and regulatory changes which impacts their respective roles and responsibilities as members of the Board.

(d) Is the company secretary trained in legal, accountancy or company secretarial practices? Please explain should the answer be in the negative. Yes. The Company's Corporate Secretary is a CPA-Lawyer by profession. She is also a Corporate Secretary to a number of publicly listed and private corporations.

(e) Committee Procedures

Disclose whether there is a procedure that Directors can avail of to enable them to get information necessary to be able to prepare in advance for the meetings of different committees:

Yes / No

Committee	Details of the procedures
Audit	Notice of the meeting and related Agenda and presentation materials (if any), are sent at least three days before the scheduled meeting date.
Nomination	
Compensation	
Others (specify)	

4) External Advice

Indicate whether or not a procedure exists whereby directors can receive external advice and, if so, provide details:

Procedures	Details
Seeking legal advice/opinion	Refer to the Corporate Secretary or legal counsel for advice and guidance on possible legality or implications.

⁵ Board papers consist of complete and adequate information about the matters to be taken in the board meeting. Information includes the background or explanation on matters brought before the Board, disclosures, budgets, forecasts and internal financial documents.

Seek independent opinion on financial matters and related regulatory concerns	Refer to the external auditors for proper guidance on the correct accounting treatment and other financial statement disclosure requirements.
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5) Change/s in existing policies

Indicate, if applicable, any change/s introduced by the Board of Directors (during its most recent term) on existing policies that may have an effect on the business of the company and the reason/s for the change:

The amendment to the Company's Articles of Incorporation was approved on February 28, 2012 and following are the changes made:

Existing Policies	Changes	Reason
Capital Stock	Increase of Capital Stock from Php800,000,000 divided into 8,000,000,000 shares with a par value of Php.10 per share to Php1,200,000,000.00 divided into 12,000,000,000 shares with par value of Php0.10 per share, issued by SEC dated February 28, 2012.	For business expansion.

The amendment to the Company's Articles of Incorporation was approved on December 6, 2012 during the ASM as follows:

Existing Policies	Changes	Reason
Existence of pre-emptive rights of stockholders	Amendment of Article of Incorporation to remove the pre-emptive rights of stockholders.	The amendment would provide flexibility to the Company, as a publicly-listed entity, to encourage more potential investors and raise capital for its future projects, without having to seek the waiver of all existing stockholders in observance of their pre-emptive rights.

D. REMUNERATION MATTERS

1) Remuneration Process

Disclose the process used for determining the remuneration of the CEO and the four (4) most highly compensated management officers:

Process	CEO	Top 4 Highest Paid Management Officers
(1) Fixed remuneration	The Members of the Board of Directors, Chairman and President, Vice Chairman, Treasurer and Corporate Secretary with the exception of the Vice President-Finance are not receiving any compensation directly or indirectly for any services rendered. A per diem is given to directors and officers during each meeting of the Board of Directors of the company who are physically present in the meeting. The named officers received remuneration/allowance on a monthly basis from the respective subsidiaries or businesses they handle.	

(2) Variable remuneration	None	None
(3) Per diem allowance	A per diem is given to directors and officers during each meeting of the Board of Directors of the company who are physically present in the meeting. The named officers received remuneration/allowance on a monthly basis from the respective subsidiaries or businesses they handle.	
(4) Bonus	Board approved bonus	Board approved bonus
(5) Stock Options and other financial instruments	None	None
(6) Others (specify)	None	None

2) Remuneration Policy and Structure for Executive and Non-Executive Directors

Disclose the company's policy on remuneration and the structure of its compensation package. Explain how the compensation of Executive and Non-Executive Directors is calculated.

	Remuneration Policy	Structure of Compensation Packages	How Compensation is Calculated
Executive Directors	The Executive Director is not receiving any compensation directly or indirectly for any services rendered. A per diem is given to directors and officers during each meeting of the Board of Directors of the company who are physically present in the meeting.	A per diem is given to directors and officers during each meeting of the Board of Directors of the Company who are physically present in the meeting plus bonus given in December. Board Meeting: Director : Outsiders Php10,000. Insiders Php7,000. Committee Meeting: Php7,778.	Per diem allowance during the meeting multiplied by the number of physical present plus bonus in December.
Non-Executive Directors			

Do stockholders have the opportunity to approve the decision on total remuneration (fees, allowances, benefits-in-kind and other emoluments) of board of directors? Yes. Provide details for the last three (3) years.

Remuneration Scheme	Date of Stockholders' Approval
No change from the policy and scheme mentioned above and the same have been approved during the respective annual stockholders' meeting	December 6, 2012
	February 10, 2012
	November 19, 2010

3) Aggregate Remuneration

Complete the following table on the aggregate remuneration accrued during the most recent year:

Remuneration Item	Executive Directors & Other Officers	Non-Executive Directors (other than independent directors)	Independent Directors
(a) Fixed Remuneration	Php1,404,000	Php-	Php-
(b) Variable Remuneration	-	-	-
(c) Per diem Allowance	211,555	273,555	140,334
(d) Bonuses	444,445	566,667	333,332
(e) Stock Options and/or other financial instruments	-	-	-
(f) Others (Specify)	-	-	-
Total	Php2,060,000	Php840,222	Php473,666

Other Benefits	Executive Directors	Non-Executive Director (other than independent directors)	Independent Directors
1) Advances	-	-	-
2) Credit granted	-	-	-
3) Pension Plan/s Contributions	-	-	-
(d) Pension Plans, Obligations incurred	-	-	-
(e) Life Insurance Premium	-	-	-
(f) Hospitalization Plan	-	-	-
(g) Car Plan	-	-	-
(h) Others (Specify)	-	-	-
Total	-	-	-

4) Stock Rights, Options and Warrants

(a) Board of Directors

Complete the following table, on the members of the company's Board of Directors who own or are entitled to stock rights, options or warrants over the company's shares:

Director's Name	Number of Direct Option/Rights/Warrants	Number of Indirect Option/Rights/Warrants	Number of Equivalent Shares	Total % from Capital Stock
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None of the Company's Common Shares are subject to outstanding options or warrants to purchase, or securities convertible into Common Shares of the Company.

(b) Amendments of Incentive Programs

Indicate any amendments and discontinuation of any incentive programs introduced, including the criteria used in the creation of the program. Disclose whether these are subject to approval during the Annual Stockholders' Meeting:

Incentive Program	Amendments	Date of Stockholders' Approval
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No amendment or discontinuance of any incentive program was introduced during the period.

5) Remuneration of Management

Identify the five (5) members of management who are not at the same time executive directors and indicate the total remuneration received during the financial year:

Name of Officer/Position	Total Remuneration
Chairman & President- Jose Marcel Panlilio ⁽¹⁾	Php2,059,998
Vice Chairman-Lorenzo R. Tanada III ⁽¹⁾	
Treasurer-Joselito V. Cabrera ⁽¹⁾	
Corporate Secretary & Corporate Information Officer-Lyra Gracia Yap Lipae-Fabella ⁽¹⁾	
Vice President -Finance & Corporate Information Officer-Mauro B. Badiola	

⁽¹⁾the Chairman and President, Vice Chairman, Treasurer and Corporate Secretary are not receiving any compensation directly or indirectly for any services rendered.

E. BOARD COMMITTEES

1) Number of Members, Functions and Responsibilities

Provide details on the number of members of each committee, its functions, key responsibilities and the power/authority delegated to it by the Board:

Committee	No. of Members			Committee Charter	Functions	Key Responsibilities	Power
	Executive Director (ED)	Non-executive Director (NED)	Independent Director (ID)				
Audit		1	2	Audit Committee Charter	To assist the Board in fulfilling its oversight responsibilities on (1) financial reporting process, (2) system of	Its key responsibilities focuses on areas pertaining to: (1) <u>Financial Statements</u> -generally reviews	It has the authority to: (1) Recommend the appointment and compensation

					internal control, (3) external and internal auditors' independence, qualification and performance, (4) Company's process for monitoring compliance with laws and regulations and the code of conduct.	significant accounting and financial reporting issues and understands its impact on the financial statements, (2) <u>Internal Control</u> -considers effectiveness of the company's internal control system, including security and control; (3) <u>Internal Audit</u> -reviews the effectiveness of internal audit function; and (4) <u>External Audit</u> -reviews and confirm independence of the external auditors.	of the independent external auditor; (2) Resolves any disagreements between management & the auditor regarding financial reporting; (3) Recommends approval of all auditing and audit-related services; (4) Conducts or authorized investigations into any matters within its scope of responsibility; (5) Retains independent counsel, accountants, or others to advise the Committee; (6) Seeks any information it requires from Company Officers and employees; (7) Meets with company officers, external auditors or outside counsel as necessary.
Nomination	1	2	1	Committee Charter still to be formalized.	Reviews and evaluates the qualifications of all persons nominated to the Board as well as those nominated to other position requiring appointment by the Board and provide assessment on the Board's effectiveness in directing the process of renewing and replacing Board members.	Pre-screens qualifications of all nominees to the Board of directors; supervises and coordinates the conduct of elections of the Board; hears and decides election controversies, including, but not limited to, validation of proxies, appreciation of ballots, and election protests.	The Committee shall have the exclusive power to enforce and administer the Nomination and Election Rules of the Company. A majority of all members of the Committee shall constitute a quorum. The affirmative vote of a majority of the members present, there being a quorum, shall be sufficient to pass any

							motion, affirm any resolution, render any decision, or effectuate any other business, requiring the exercise of the Committee's discretion.
Compensation		4	1	Committee Charter still to be formalized	Provides oversight over remuneration of senior management and other key personnel.	Establishes a formal and transparent procedure for developing a policy on executive remuneration, and for fixing the remuneration packages of corporate officers and directors.	Makes recommendations to the Board on matters pertaining to remuneration and compensation packages of corporate officers and directors, after conducting review and evaluation.
Others (Please Specify)		none					

2) Committee Members

(a) Executive Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Starting 2005 the Executive Committee was no longer set up since specific board committees are already in place with their respective oversight role on key business areas such as Audit, Nomination & Compensation.					
Member (ED)						
Member (NED)						
Member (ID)						
Member						

(b) Audit Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Reynaldo Y. Maulit	12/06/2012	2	2	100%	1.3 ¹
Member (ED)	Christopher M. Gotanco	12/06/2012	2	2	100%	6.2
Member (ID)	Ricardo S. Pascua	12/06/2012	2	2	100%	1.3 ¹

¹Reckoned from the election immediately following January 2, 2012.

Disclose the profile or qualifications of the Audit Committee members.

Reynaldo Y. Maulit
Independent Director

Mr. Reynaldo Y. Maulit, 79, has been a director of Boulevard Holdings, Inc. since December 28, 1998. He is also the managing partner of Valdez Maulit Macandong and Associates Law Offices and senior partner of LCMA Group since 1998. He earned the degree of Bachelor of Laws at Baguio Colleges Foundation, Master in Business Administration major in Management at Development Academy of the Philippines, and Graduate School for Judges at the University of California, Berkeley Campus, California, U.S.A.

Ricardo S. Pascua
Independent Director

Mr. Ricardo S. Pascua, 64, has been a director of BHI since December 2, 2005. Mr. Pascua has retired from active full-time employment since December 2001. He serves as an independent director from January 2002 to present to various corporate and foundation boards upon invitation of former associates. Current positions held in business entities include: Chairman of the Board of Ready Foods Manufacturing Corp.; Facilities and Property Management Technologies, Inc.; Biometrix Technology Phils. Corp.; and Caelum Developers, Inc. He is the Chairman of the Executive Committee of Phoenix Land, Inc. He serves as Director of Costa de Madera Corporation, JP Latex Technology, Inc. and Latex Holdings, Inc. He serves as an adviser to the Board of Directors of Central Country Estate, Inc. He was the Vice Chairman/President and Chief Executive Officer of Metro Pacific Corporation from January 2000 to December 2001. He served as Vice Chair/President & Chief Executive Officer of Fort Bonifacio Development Corporation. Mr. Pascua was the Executive Director of First Pacific Company Limited from February 1982 to December 2001. He graduated with the degree of Bachelor of Arts in Economics (Cum Laude) at Ateneo de Manila University and earned his Master of Business Management at Asian Institute of Management.

Christopher M. Gotanco
Director

Mr. Christopher M. Gotanco, 64, has been a director of Boulevard Holdings, Inc. since February 7, 2007 and Treasurer since November 19, 2010 up to February 10, 2012. He is a director and the incumbent President and Chief Operating Officer of Anglo Philippine Holdings Corporation, a publicly listed company. For the past five (5) years, he has served as a director and/or executive officer in companies involved in transportation, mining, oil and gas exploration, garments and manufacturing, among others. At present he serves as director of MRT Holdings, Inc., MRT Development Corporation, Vulcan Industrial & Mining Corporation, North Triangle Depot Commercial Corporation, Philodril Corporation, Carmen Copper Corporation, and Atlas Consolidated and Development Corporation. He graduated with the degree of Bachelor of Arts in Political Science (Magna Cum Laude) at the University of the Philippines, Master of Arts in Political Science (Studies), Rockefeller Foundation Graduate Fellow, Master in Business Management (With Distinction) at Asian Institute of Management and Master of Arts (Studies), Hubert H. Humphrey Fellow in International Finance and Development at Fletcher School of Laws and Diplomacy (Tufts University, Boston, MA, USA).

Describe the Audit Committee's responsibility relative to the external auditor.

The Audit Committee recognizes its responsibility in confirming personal identification and professional qualifications of the company's independent external auditor. It reviews the proposed scope and approach in the annual audit and special engagements, including coordination of audit effort with internal audit and the terms of engagements. It conducts due diligence checks with guidance from SEC requirements on independent auditors for publicly listed companies, maintains complete documentation of selected independent auditor's accreditation certifications, and performs an annual evaluation of its independent auditor together with key Company officers. On a regular basis, it meets separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

(c) Nomination Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	Jose Marcel E. Panlilio	12/06/2012	1	1	100%	8.4
Member (NED)	Joselito V. Cabrera	12/06/2012	1	1	100%	1.3
Member (NED)	Goran Carl Perring	12/06/2012	1	1	100%	1.7
Member (ID)	Reynaldo Y. Maulit	12/06/2012	1	1	100%	1.3 ¹
Member	Mauro B. Badiola (non-voting)	12/06/2012	1	1	100%	8.4

¹Reckoned from the election immediately following January 2, 2012.

(d) Compensation Committee

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman (ID)	Reynaldo Y. Maulit	12/06/2012	1	1	100%	1.3 ¹
Member (NED)	Victor V. Benavidez	12/06/2012	1	1	100%	8.4
Member (NED)	Alfonso S. Anggala	12/06/2012	1	1	100%	4.4

¹Reckoned from the election immediately following January 2, 2012.

(e) Others (Specify)

Provide the same information on all other committees constituted by the Board of Directors:

Office	Name	Date of Appointment	No. of Meetings Held	No. of Meetings Attended	%	Length of Service in the Committee
Chairman	There is no other committee constituted by the Board of Directors.					
Member (ED)						
Member (NED)						
Member (ID)						
Member						

3) Changes in Committee Members

Indicate any changes in committee membership that occurred during the year and the reason for the changes:

Name of Committee	Name	Reason
Executive	There is no change during the year in committee membership.	
Audit		
Nomination		
Remuneration		
Others (specify)		

4) Work Done and Issues Addressed

Describe the work done by each committee and the significant issues addressed during the year.

Name of Committee	Work Done	Issues Addressed
Executive	No Executive Committee was set up since December 2005. Starting December 2005 the Executive Committee was no longer set up since specific board committees are already in place with their respective oversight role on key business areas such as Audit, Nomination & Compensation.	
Audit	Assisted the Board in fulfilling its oversight responsibilities for financial reporting process, system of internal control, audit process and the Company's process for monitoring compliance with laws and regulations and the code of conduct.	Reviewed and discussed quarterly unaudited financial statements, audited annual financial statements including Management's Discussion and analysis of financial condition and results of operations, adequacy of the Company's enterprise risk management framework, and the effectiveness of the system for monitoring compliance with laws and regulations. Approved the overall scope and audit plans of Internal and external audits, effectiveness of the internal audit function and recommended for approval the re-appointment of the current external auditors. Performed a self-evaluation of the Committee in terms of expectations set out in the Audit Committee Charter.
Nomination	Reviewed and evaluated the qualifications of all persons nominated to the Board as well as those nominated to other positions requiring the appointment by the Board.	Reviewed the qualifications of all nominees to the Board of directors, taking into consideration the relevant requirements of the SEC relative to qualifications and disqualifications of both regular and independent director nominees.
Compensation	Provided a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration of corporate officers and directors.	Provided oversight over remuneration of senior management and other key personnel. No other resolution relating to director's remuneration has been adopted by the Board of Directors as the schedule of the amount of per diem for attendance in meetings of the Board of Directors/Committees has remained unchanged since 2008.
Others (specify)	None	

5) Committee Program

Provide a list of programs that each committee plans to undertake to address relevant issues in the improvement or enforcement of effective governance for the coming year.

Name of Committee	Planned Programs	Issues to be Addressed
Executive	No Executive Committee was set up since December 2005. Starting 2005 the Executive Committee was no longer set up since specific board committees are	

	already in place with their respective oversight role on key business areas such as Audit, Nomination & Compensation.	
Audit	<ul style="list-style-type: none"> - Aligns existing charter with other Board Committee charter - Delivers 2013-2014 Internal Audit Work Plan & 2013 Compliance Work plan. - Conducts Board self-evaluation of the company's current and potential state of CG practices using existing CG scorecards and best practice guidelines. - Conducts learning sessions for the company-toward improving audit consciousness and compliance awareness throughout the organization. 	<p>Revised Audit Committee and Compliance Committee Charters</p> <p>Reviews financial reporting process, system of internal control and the Company's process for monitoring compliance with laws and regulations and the code of conduct.</p> <p>A more-focused compliance function will ensure that all regulatory requirements are generally complied as well as internal policies and procedures are implemented accordingly.</p> <p>CG practices to evolve from mere compliance to performance improvement and consistent implementation.</p> <p>Better understanding of roles, responsibilities, business policies, processes and procedures as well as laws, rules and good conduct lead to well-informed and more productive work force.</p>
Nomination	<ul style="list-style-type: none"> - Formalizes a Board Committee Charter 	Defines the purpose, roles and responsibilities, membership, authority, frequency of meetings and other matters affecting the committee.
Compensation	<ul style="list-style-type: none"> • Pre-screens qualifications of all nominees to the Board of Directors • Establishes and formalize a succession plan for senior management • Provides oversight over remuneration of senior management and other key personnel. 	<p>Ensures all nominees to the Board both regular and independent directors possess all the qualifications and none of the disqualifications enumerated under the SEC Code of Corporate Governance and related SRC Rule 38-Requirements on Nomination and Election of Independent Directors.</p> <p>Recommends adoption of a formal succession plan for the company.</p> <p>Reviews/evaluates existing remuneration policy and procedures on executives' compensation and for fixing the remuneration of directors and corporate officers.</p>
Others (specify)	None	

F. RISK MANAGEMENT SYSTEM

1) Disclose the following:

(a) Overall risk management philosophy of the company;

The Board and Management of BHI believe that 'risk management' should be an integral part of the planning and operations of the Company in order to meet corporate goals and objectives.

(b) A statement that the directors have reviewed the effectiveness of the risk management system and commenting on the adequacy thereof;

The Company's 2013 Annual Report, "Item Major Risks," on page 11 includes a statement as follows " to further mitigate the above mentioned risks, the Registrant and its subsidiaries shall continue to adopt appropriate risk management tools as well as conservative finance and operational controls and policies to manage the various business risks the Group will encounter.

"In compliance with the Audit Committee Charter, we confirm that:

...we have reviewed and discussed the adequacy of Boulevard Holdings, Inc.'s enterprise risk management framework and risk management processes specific to financial statement reporting, business continuity, fraud, revenue assurance and regulatory risks with Management who is primarily responsible for the risk management process."

(c) Period covered by the review; FY ended May 31, 2013

(d) How often the risk management system is reviewed and the directors' criteria for assessing its effectiveness; and

Risk Management system is reviewed annually by the management.

A Risk Management Plan is updated to determine whether the risks identified, assessed, quantified and aggregated remain current and are among the key risks priorities. Measures and/or controls identified to address these key risk priorities are evaluated if still effective in mitigating subject risks. Risk monitoring and reporting activities are reviewed to ensure its effectiveness such that these risks priorities and control activities are optimized and utilized to help Management meet its goals and objectives.

(e) Where no review was conducted during the year, an explanation why not.

Annual review is conducted.

2) Risk Policy

(a) Company

Give a general description of the company's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
The timing and amount of the Company's working capital and capital expenditures requirements may vary significantly depending on numerous factors. Capital availability with the investor	The Company should maintain and follow budget and strict implementation of "fund reserve" for future capital expenditures especially during high season. Regular and continuous reviews of the	Attract capitalists and other private placement investors to maintain smooth flow of capital resources. Provide comprehensive disclosure on the complete usage of the resources. Forecast procurement needs will build & develop

and lender continuous confidence and the Company's ability to raise capital in the future, as and when needed, may be limited, and could prevent it from executing its business strategy.	capital budget and actual implementation on regular basis. Monitors competitors' prices and product lists. Reviews quotations and negotiate prices; terms with other manufacturers and suppliers.	relationship with the manufacturers, and suppliers. Good business relationship with suppliers, contractors and manufacturers will ultimately result in competitive pricing and availment of further discounts.
The Company and its subsidiaries' assets are always exposed to losses or impairment through fire and natural or man-made disasters and accidents that may materially disrupt operations and results in losses.	Maintain and never to compromise insurance. Availment of full property protection through insurance coverage with reliable insurer/s. Preventive maintenance on regular basis of all Company's assets.	This approach will minimize business risks in the future. It covers unforeseen losses and damages. Undertakes safety precautionary measures within the operating system.
The possibility of non-compliance of government regulatory and legal requirements.	Setup processes to take care of all regulatory and legal requirements.	Compliance of all regulatory requirements will ultimately avoid losses, compromises, and penalties.

(b) Group

Give a general description of the Group's risk management policy, setting out and assessing the risk/s covered by the system (ranked according to priority), along with the objective behind the policy for each kind of risk:

Risk Exposure	Risk Management Policy	Objective
Non-adherence to the safety measures.	Hiring of risk manager or assign officer-in-charge to ensure maintenance of standards.	Preventive measure to protect properties of the Group. Full protection coverage must be their ultimate goal.
Difficulties in getting breakeven during low season	Offer prices affordable to local customers to enhance occupancy. Introduce packages affordable to families and corporate clients. Assess regularly Group's pricing strategy.	Sales promotion for all events and provide discounts during low seasons to improve sales during low season.
Natural and man-made disasters resulting in travel restrictions affecting travel and hospitality industry.	Preparedness of employees and clients with written guidelines available in each room for safety and protection especially during emergency situation is a must. Availability of employee/s who will lead during the occurrence of unforeseen event/s .	Management preparedness and full protection coverage for life and property to control/minimize damages and losses.
The Group is subject to significant competitors as it struggles with	Maintain personalized quality service at all times.	To maintain the preferred upscale resort destination in Boracay. Repeat clientele will have the urge to return to the property. They will indirectly

<p>other resorts to attract hotel customers.</p>		<p>serve as our agent for personalized promoters of our brand with no cost to the Group.</p>
<p>Any decline in tourist arrivals could potentially limit the growth of FHI's business. FHI, known for its world-class accommodations and services as well as premium location, is expected to perform strongly notwithstanding a tourism slowdown as evidenced by its above average performance in spite of a low number of tourist arrivals for the past years.</p>	<p>Maintain relationship with all travel & tourism industry partners. Initiate brand awareness in the internet and other social media approach. Maintain good quality service. Encourage inflow of affluent local customers. Strong marketing strategies for local and international specially during low season by doing; on line marketing, give promo discounts, attend expo events for maximum travel agents' exposure of group's properties.</p>	<p>Develop plans & strategies for growing an online business & acquiring new customers. Examine the role of the media and general information exchange including travel advisories, companies and website networking to promote Philippines tourism areas as one of the travel destinations of the world.</p>
<p>The hospitality and leisure segment is a very labor-intensive industry and any significant increase in the employees' turnover rate could lead to an increase in recruiting and training costs as well as a decrease in its operating efficiency and quality service. Growing shortage of qualified and skilled employees.</p>	<p>Maintain or increase employees' benefits. Increase employees' morale through regular training. The reinforcements of the staff to update on current trends are also a tool to be used by management to improve employees' performance. Promote a work environment that fosters personal and professional growth. Encourage efficiency and multi tasking as part of employee's training and development.</p>	<p>To maintain productive, smart, high caliber employees. To encourage employees the importance of training and non-monetary benefits to develop their skills.</p> <p>To motivate and empower employees to avoid or minimize labor turnover.</p> <p>Fulfilled labor force will result in customers satisfaction thus our guests will serve as advertisers and promoters of various BHI Friday's resorts.</p>
<p>Materials used in food production demand quality. The materials are subject to price volatility caused by changes in supply and demand, weather conditions, fuel costs and transportation and production, agricultural uncertainty and government controls.</p>	<p>Efficient storage, can improve shelf life of food items, thus prevent the company from unnecessary losses due to spoilage.</p> <p>Maintain good inventory management and apply alternate items as the case maybe in case of food shortage.</p>	<p>Presence and availability of stock at all times will result in greater sales and reduced cost.</p> <p>To standardize quality of food and services offered to clients.</p> <p>Maintenance of good par stocking will result in improved sales performance.</p>
<p>Each of the Company's primary business operations is subject to intense competition. Some competitors may have substantially greater financial and</p>	<p>Maintain a healthy competition either in term of services, facilities and property. Initiate and introduce food specialties and innovations through hiring of specialized chefs.</p>	<p>Assurance of sales growth through improved sales of business segments.</p> <p>Increase customers satisfaction means continuous customers patronage.</p> <p>Improved sales growth will improve</p>

other resources than BHI's subsidiaries. Escalation of construction costs and renovation costs deter the improvement and development of hotel properties.	Allow to undertake more aggressive marketing and to react more quickly and effectively to market changes and consumers preferences.	Group's profitability.
The Company and its subsidiaries are susceptible to business and political risks that could result in reduced revenues or earnings.	Avoid as much as possible political risk. Maintain "One Corporate Policy" that will be applicable for subsidiaries. Company's political risk tolerance level should be communicated to the organization/group.	Managing political risk improves global business performance. To make one policy applicable to all subsidiaries in handling political risks.

(c) Minority Shareholders

Indicate the principal risk of the exercise of controlling shareholders' voting power.

Risk to Minority Shareholders
<p>While there is a risk that the exercise of the controlling shareholders' voting power may be restrictive or authorizing preferences in their favor, the Board in its commitment to practice good governance, is committed to respect the rights of the shareholders as provided for in the Corporation Code. These include the right to vote on all matters that require their consent or approval, such that a director shall not be removed without cause if it will deny minority shareholders representation in the Board.</p> <p>Although all stockholders should be treated equally or without discrimination, the Board should give minority stockholders the right to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the corporation.</p>

3) Control System Set Up

(a) Company

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Severe catastrophic event having a material adverse effect on the company's financial results and conditions.	Monitors and control risk exposures.	Conducts an annual review and evaluation. Regularly generates earthquake, typhoon and flood aggregate reports to monitor significant risk accumulation exposures.
Significant amount of invested assets will be subject to changes in interest rates, exchange rates and market volatility.	Establishes an Investment Committee to oversee investment performance relative to Company's adherence to approved investment policy/guidelines.	Renders regular investment report to the Investment Committee and the Board on the following: <ul style="list-style-type: none"> • Actual results vs. budgeted figures; • Monitoring of non-Philippine peso cash flows (foreign currency

	Prepares an annual budget for investment income and related strategies involved is submitted for review and evaluation of the Investment committee prior to seeking final Board approval.	<p>risk);</p> <ul style="list-style-type: none"> • Maintaining investment limits per asset class (market price risk); • Establishing limits on the duration and average maturity of the variable investment income portfolio (interest rate risk); and • General adherence to established investment policy and guidelines.
Company's financial condition may be affected by delays in the customers and/or travel agents' payments.	Reviews and evaluates companies' financial capacity, payment history, other available credit information and compliance with requirements such as capitalization, latest available certificate of authority and any relevant reports.	A list of companies with provision for impairment due to long outstanding receivable balances are reviewed regularly for possible account write off.
Company's financial performance may be affected by delays in the completion of the project.	Carefully review the financial capacity, technical knowledge, expertise and industry of the contractors.	<p>Proper management of cash and investment position to meet obligations arising from agreements and other financial liabilities on a timely manner.</p> <p>Contractual maturities of financial obligations should be timed with maturities of investments to complement cash flow requirements.</p>

(b) Group

Briefly describe the control systems set up to assess, manage and control the main issue/s faced by the company:

Risk Exposure	Risk Assessment (Monitoring and Measurement Process)	Risk Management and Control (Structures, Procedures, Actions Taken)
Company's financial condition may be affected by delays in the customers and/or travel agents' payments.	Reviews and evaluates companies' financial capacity, payment history, other available credit information and compliance with requirements such as capitalization, latest available certificate of authority and any	A list of companies with provision for impairment due to long outstanding receivable balances are reviewed regularly for possible account write off.

	relevant reports.	
Company's financial performance may be affected by delays in the completion of the project.	Reviews carefully the financial capacity, technical knowledge, expertise and industry reputation of the contractors.	Proper management of cash and investment position to meet obligations arising from agreements and other financial liabilities on a timely manner. Contractual maturities of financial obligations should be timed with maturities of investments to complement cash outflow requirements.
Delays in the project due to erratic weather conditions affecting the projected completion.	Contractual obligation will balloon which will affect the operations and cash flows of the group.	Project management should give timely update on the status of the construction and to provide precautionary measures to minimize delays.

(c) Committee

Identify the committee or any other body of corporate governance in charge of laying down and supervising these control mechanisms, and give details of its functions:

Committee/Unit	Control Mechanism	Details of its Functions
Board of Directors and Management	Assists the Board in the development and oversight of the company's risk management program.	Generally oversees the risk management process to be an integral part of planning and operations of the Company to meet corporate goals and objectives.
Audit and Compliance Committee	Assists the Board in fulfilling its oversight responsibilities for financial reporting process, system of internal control, audit process for monitoring compliance with laws and regulations and the code of conduct.	Mainly responsible for recommending the appointment of external auditors whose report they review; monitor the system of internal controls and corporate compliance with laws, regulations and code of ethics; serve as a direct channel of communications to the Board for the internal auditor, compliance officer and the general counsel.

G. INTERNAL AUDIT AND CONTROL

1) Internal Control System

Disclose the following information pertaining to the internal control system of the company:

(a) Explain how the internal control system is defined for the company;

The internal audit activities are performed by management, who maintains strict controls over all financial

transactions and are governed by the Corporation's Board of Directors.

While policies are set by the Board, Management is primarily responsible for the design, implementation and maintenance of the internal control system of the Company. The Board through its Audit Committee oversees the actions of Management and monitors the effectiveness of the internal control system put in place. Recommendations are provided by the management and/or the Board, and in some cases by the Internal Audit, Risk and Compliance functions to address certain issues and concerns of the Company.

Friday's Holdings, Inc. a subsidiary of BHI maintains an audit function as a separate unit in the Company.

(b) A statement that the directors have reviewed the effectiveness of the internal control system and whether they consider them effective and adequate;

On an annual basis, the management evaluates the internal control system of the Company that includes its policies, procedures, processes as well as an attestation that a sound internal control and compliance system is in place and working effectively.

A 'Report of the Audit Committee' is issued, confirming the performance of its role and responsibilities and this is included in the Company's Annual Report being distributed to the stockholders.

(c) Period covered by the review;

Fiscal Year Ended May 31, 2013

(d) How often internal controls are reviewed and the directors' criteria for assessing the effectiveness of the internal control system; and

The Audit Committee is tasked by the Board to review the internal control system of the Company. Part of their regular meeting (minimum of 2 times per year) is to review the internal control system through the reports of the external auditors and representation is made by the Management.

(e) Where no review was conducted during the year, an explanation why not.

Not applicable.

2) Internal Audit

(a) Role, Scope and Internal Audit Function

Give a general description of the role, scope of internal audit work and other details of the internal audit function.

Role	Scope	Indicate whether In-house or Outsource Internal Audit Function	Name of Chief Internal Auditor/Auditing Firm	Reporting process
Internal audit not operational yet; plan to organize audit department with the FY 2014. The internal audit activities are performed by management, who maintains strict controls over all financial transactions.				

(b) Do the appointment and/or removal of the Internal Auditor or the accounting /auditing firm or corporation to which the internal audit function is outsourced require the approval of the audit committee?

Internal audit not operational yet; plan to organize audit department within the FY 2014. The internal audit activities are performed by management, who maintains strict controls over all financial transactions and are governed by the Corporation's Board of Directors.

- (c) Discuss the internal auditor's reporting relationship with the audit committee. Does the internal auditor have direct and unfettered access to the board of directors and the audit committee and to all records, properties and personnel?**

Internal audit not operational yet; plan to organize audit department within the FY 2014. The internal audit activities are performed by management, who maintains strict controls over all financial transactions and are governed by the Corporation's Board of Directors.

Resignation, Re-assignment and Reasons

Disclose any resignation/s or re-assignment of the internal audit staff (including those employed by the third-party auditing firm) and the reason/s for them.

Name of Audit Staff	Reason
None	

- (d) Progress against Plans, Issues, Findings and Examination Trends**

State the internal audit's progress against plans, significant issues, significant findings and examination trends.

Progress Against Plans	None
Issues⁶	None
Findings⁷	None
Examination Trends	None

There is no Audit Department in FY 2013.

[The relationship among progress, plans, issues and findings should be viewed as an internal control review cycle which involves the following step-by-step activities:

- 1) **Preparation of an audit plan inclusive of a timeline and milestones;**
- 2) **Conduct of examination based on the plan;**
- 3) **Evaluation of the progress in the implementation of the plan;**
- 4) **Documentation of issues and findings as a result of the examination;**
- 5) **Determination of the pervasive issues and findings ("examination trends") based on single year result and/or year-to-year results;**
- 6) **Conduct of the foregoing procedures on a regular basis.]**

- (e) Audit Control Policies and Procedures**

Disclose all internal audit controls, policies and procedures that have been established by the company and the result of an assessment as to whether the established controls, policies and procedures have been implemented under the column "Implementation."

⁶ "Issues" are compliance matters that arise from adopting different interpretations.

⁷ "Findings" are those with concrete basis under the company's policies and rules.

Policies & Procedures	Implementation
1. Governance frameworks must be established to define the scope of work and policies that will regulate and control the unit's activities.	Implemented. The internal audit activities are performed by management, who maintains strict controls over all financial transactions and are governed by the Corporation's Board of Directors.
2. Risk-based plans must be established to determine the priorities of the internal audit activity, consistent with the Company's goals.	Implemented. The internal audit activities are performed by management, who maintains strict controls over all financial transactions and are governed by the Corporation's Board of Directors.
3. The unit must effectively communicate the results of its work, thereby helping to drive changes that contribute to the achievement of organizational objectives.	Implemented. The internal audit activities are performed by management, who maintains strict controls over all financial transactions and are governed by the Corporation's Board of Directors.
4. To help ensure the efficient functioning of the people management system, the management shall issue written instructions, guidelines or other communications that deal with policies and procedures regarding leave, attendance reporting and record keeping, and other administrative requirements.	Implemented. The internal audit activities are performed by management, who maintains strict controls over all financial transactions and are governed by the Corporation's Board of Directors.
5. Audit Committee will make all decisions regarding the performance evaluation, appointment, or removal of the management and its Staff, as well as approval of annual compensation and salary adjustment for the management and its Staff, as recommended by Human Resource Head and the President / CEO.	Implemented. The internal audit activities are performed by management, who maintains strict controls over all financial transactions and are governed by the Corporation's Board of Directors.

(f) Mechanisms and Safeguards

State the mechanism established by the company to safeguard the independence of the auditors, financial analysts, investment banks and rating agencies (example, restrictions on trading in the company's shares and imposition of internal approval procedures for these transactions, limitation on the non-audit services that an external auditor may provide to the company):

Auditors (Internal and External)	Financial Analysts	Investment Banks	Rating Agencies
<p><u>EXTERNAL AUDITORS</u> Under the BHI policy of auditor independence, the External Auditor may not provide the following services to the Company:</p> <ol style="list-style-type: none"> 1. Management responsibilities; 2. Preparing accounting records and financial statements; 3. Financial information systems design and implementation; and 4. Litigation support and legal services. 	<p>There are no concerns on independence involving financial analyst, investment banks and rating agencies, as there are no material public information being disclosed ahead to any group other than what is disclosed publicly to the SEC and PSE within the prescribed time period for reporting.</p>		

(h) State the officers (preferably the Chairman and the CEO) who will have to attest to the company's full compliance with the SEC Code of Corporate Governance. Such confirmation must state that all directors, officers and employees of the company have been given proper instruction on their respective duties as mandated by the Code and that internal mechanisms are in place to ensure that compliance.

For 2012, Boulevard Holdings, Inc. issued on January 21, 2013 its annual certification on compliance with the SEC's Code of Corporate Governance in accordance with the requirements of SEC Memorandum Circular 6, Series of 2009 and the same was signed by the Compliance Officer and duly noted by the Chairman/President & CEO.

H. ROLE OF STAKEHOLDERS

1) Disclose the company's policy and activities relative to the following:

	Policy	Activities
Customers' welfare	Guests' satisfaction at all times during their stay in the hotel resort.	Provide quality standard services. Continuous upgrade renovation and maintenance of hotel rooms. Employees' trainings during low season.
Suppliers/contractors selection practice	For major suppliers or service providers, a request for proposal is required to be submitted based on an approved term of reference. A separate committee may be designated to review and evaluate proposals submitted and make recommendations for Board consideration.	A bidding process is in place where at least three suppliers or service providers are required to submit their bid proposals for review and evaluation of the designated officers. After the assessment of the designated officers a recommendation is submitted for consideration by the management.
Environmentally friendly value-chain	The Company's efforts are currently focused on mitigating the consequences of natural catastrophes.	It also participates jointly in community related projects undertaken by other entities from time to time through donations and sponsorship.
Community interaction		
Anti-corruption programmes and procedures	<p>The Company does not condone any dishonest, unethical or unprofessional behavior and actions displayed by an employee, regardless of his/her level of authority.</p> <p>It is the responsibility of each employee to report legitimate concerns so that issues can be properly investigated or resolved and corrective measures can be instituted.</p>	<p>Concerns may be raised verbally or in writing to the HRD Head or concerned Department Head while concerns involving HRD Head should be raised to the CEO and complaints concerning the CEO should be raised to the Chairman of the Nomination and Compensation Committee of the Company's Board of Directors.</p> <p>Management shall maintain the confidentiality of all the concerns</p>

	These concerns may involve commission of fraud, theft or corruption, unauthorized use of Company funds and properties, breach of a legal obligation, internal or external regulation or any procedure regarding accounting, auditing matters, as well as alleged irregularities of a general, operational and financial nature in the company.	or complaints raised and the anonymity of the person making the complaint to the fullest extent reasonably practicable within the legitimate needs of law.
Safeguarding creditors' rights	The company manages its cash and investment position to meet its financial obligations.	Financial obligations are settled promptly and judiciously, as part of its commitment to various creditors. Accepts series of private placements for its business expansion.

2) Does the company have a separate corporate responsibility (CR) report/section or sustainability report/section?

Yes. Corporate responsibility section is included in the Annual Report, SEC Form 17A, Part IV. Corporate Governance section.

3) Performance-enhancing mechanisms for employee participation.

(a) What are the company's policy for its employees' safety, health, and welfare?

The Company's policy on Health, Safety, Security and Proper Use of Company Assets states that, "The Company is committed in providing and maintaining a safe, secure and healthy work environment. In turn, the employee has the responsibility to work safely, to keep work areas and common areas in the company neat and clean, not just to reduce the chances of injury but also to make the office a good business place to work .

Employees are urged to report to their immediate superior or to the General Services Department accidents or any condition or practice which is unsafe, whether or not these result in personal injury or no matter how minor they might seem to be.

In order to ensure the promotion of employees' health and well-being, the Group offers health care benefits through the services of Company physician available for employees in the subsidiary. Employees' medical check-up by a Physician Consultant is conducted on a quarterly basis. Managers enjoy full board and lodging; semi annual airfare benefits; health insurance (for expat); employee's loyalty award. Employees are involved in deciding, planning and implementing employee activities and programs such as sports and summer outing events, and company parties. Non-managerial employees are given one (1) meal allowance; employees loyalty award; employee medical check up by a physician consultant on a quarterly basis; and employees' uniform, in addition to the standard mandatory benefits given to all employees.

(b) Show data relating to health, safety and welfare of its employees.

Generally all the regular employees of the Company and its subsidiaries undergo annual medical check-up with the Company physician. There have been no reported work-related accidents or health concerns in the Company.

(c) State the company's training and development programmes for its employees. Show the data.

New employees are given orientation on the Company's general policies and procedures. Depending on their work assignment and employee development plans, employees undergo or are sent to specialized training courses in hospitality and tourism related business. The employees also attended various seminars given by PSE on disclosure updates and other firm on various changes in accounting policies and disclosures. List of trainings attended by employees of the Company and its subsidiaries for FY ended May 31, 2013:

Training	No of Participants
a. Coffee Training by the Culinary Exchange, Inc.	17
b. Emergency Preparedness & Security Awareness by Philippine Chamber of Commerce & Industry - Boracay	1
c. US Meat Export Federation by USMEF Culinary Camp	1
d. Fire Life & Safety by Philippine Chamber of Commerce & Industry - Boracay	2
e. Greening the Work Place by Department of Labor & Employment - Regional Director VI	1
f. Housekeeping Training by Philippine Chamber of Commerce & Industry - Boracay	3
g. The Philippine Consumable Market Roundtable Forum	1
h. Customer Service Training by Phil. Chamber of Commerce & Industry - Boracay	6
i. PSE Annual Disclosure Seminar	2
j. The Asean CG Scorecard Briefing Seminar	1

(d) State the company's reward/compensation policy that accounts for the performance of the company beyond short-term financial measures

It is the policy of the company to promote advancement among its employees for consistently exceeding expectations over five (5) years, meeting organizational requirements and facilitating the achievement of long-term corporate goals and objectives. Depending on the performance of the Company and also taking into consideration various qualitative performance parameters such as succession planning and corporate governance, the Board also grants performance bonus.

4) What are the company's procedures for handling complaints by employees concerning illegal (including corruption) and unethical behavior? Explain how employees are protected from retaliation.

- i. Concerns may be raised verbally or in writing to the HRD Head, the Company CEO or to the Chairman of the Nomination and Compensation Committee of the Company's Board of Directors for complaints concerning the CEO should be raised.
- ii. When raising a concern or complaint, the employee should give the background, the nature of the alleged wrongdoing or a description of the event, relevant dates, reasons for the concern, witnesses and the names of the individual involved.
- iii. If the concern is raised verbally, then the person receiving the information should prepare the outline of the matters raised.
- iv. Employees are assured that Management shall maintain the confidentiality of all the concerns and complaints raised and the anonymity of the person making the complaint to the fullest extent reasonably practicable within the legitimate needs of law.
- v. The HRD Head/monitoring officer shall be responsible for deciding whether there are grounds for proceeding further with the case. Potential action may include a clarification of facts, a more formal investigation conducted by the Senior ManCom or F & A Head, or referral to external auditors or legal

- consultants. Concerns that fall within the scope of specific procedures shall be referred for consideration under those procedures.
- vi. The monitoring officer (or the HRD Head/CEO/Chairman or F & A Head of BHI and its subsidiaries as the case maybe) shall inform the reporting employee in writing within seven (7) working days of the following:
 - a. What has been done or how monitoring officer plans to deal with the matter;
 - b. An estimate of how long it might take to give a final response;
 - c. If an initial inquiry has been made;
 - d. If further investigation will take place;
 - e. Any further information that may be sought from the employee
 - vii. The monitoring officer, subject to legal constraints, will provide the employee with information on the outcome of any investigation.

I. DISCLOSURE AND TRANSPARENCY

1) Ownership Structure (May 31, 2013)

(a) Holding 5% shareholding or more

Shareholder	Number of Shares	Percent	Beneficial Owner
JP Guilds, Inc.	4,068,463,557	41.3718%	Jose Marcel Panlilio
PCD Nominee Corp. Filipino	4,018,887,697	40.8677%	PCD participant's brokers
PCD Nominee Corp. Non-Filipino	1,714,178,300	17.4313%	PCD participant's brokers

Name of Senior Management	Number of Direct shares	Number of Indirect shares / Through (name of record owner)	% of Capital Stock
Jose Marcel Panlilio	3,502,000	4,068,463,557	41.4075%
Lorenzo R. Tanada	1		
Joselito V. Cabrera	10,000		.0001%
Mauro B. Badiola	3,750,000		.0381%
TOTAL	7,262,001	4,068,463,557	41.4457%

2) Does the Annual Report disclose the following:

Key risks	YES
Corporate objectives	YES
Financial performance indicators	YES
Non-financial performance indicators	YES
Dividend policy	YES
Details of whistle-blowing policy	YES
Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	YES

Training and/or continuing education programme attended by each director/commissioner	YES
Number of board of directors/commissioners meetings held during the year	YES
Attendance details of each director/commissioner in respect of meetings held	YES
Details of remuneration of the CEO and each member of the board of directors/commissioners	YES

Should the Annual Report not disclose any of the above, please indicate the reason for the non-disclosure.

3) External Auditor's fee

Name of auditor	Audit Fee	Non-audit Fee
SGV & Co	Php1,522,500 plus VAT	Php86,250 plus VAT

4) Medium of Communication

List down the mode/s of communication that the company is using for disseminating information.

Shareholders are provided public records through communication media, and the Company's website, the disclosures, announcements and reports filed with the SEC and PSE.

5) Date of release of audited financial report:

May 31, 2013 audited financial statements were submitted to regulators on September 27, 2013.

6) Company Website

Does the company have a website disclosing up-to-date information about the following?

Business operations	Yes
Financial statements/reports (current and prior years)	Yes
Materials provided in briefings to analysts and media	Yes
Shareholding structure	Yes
Group corporate structure	Yes
Downloadable annual report	Yes
Notice of AGM and/or EGM	Yes
Company's constitution (company's by-laws, memorandum and articles of incorporation)	Yes

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

7) Disclosure of RPT

RPT	Relationship	Nature	Value
JP Guilds, Inc.	Stockholder	Disposal of AFS financial assets	Php30,961,794
		Advances	6,598,846
Anglo Asian Management Inc.	Management Company	Management fees	(5,348,367)
		Advances	(6,459,464)

When RPTs are involved, what processes are in place to address them in the manner that will safeguard the interest of the company and in particular of its minority shareholders and other stakeholders?

All related party transactions are fully disclosed to the Board of Directors.

J. RIGHTS OF STOCKHOLDERS

1) Right to participate effectively in and vote in Annual/Special Stockholders' Meetings

(a) Quorum

Give details on the quorum required to convene the Annual/Special Stockholders' Meeting as set forth in its By-laws.

Quorum Required	A quorum at any meeting of the stockholders shall consist of stockholders representing at least a majority of the outstanding capital stock except those cases where the Corporation Code of the Philippines requires greater proportion. In the event of lack of quorum, the Chairman of the meeting or a majority interest of the stockholders present in person or represented by proxy may adjourn the meeting from time to time without notice other than announcement of the meeting, until a quorum shall be obtained. At any such adjourned meeting at which there is a quorum, any business may be transacted which might have been transacted at the meeting originally called for.
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(b) System Used to Approve Corporate Acts

Explain the system used to approve corporate acts.

System Used	For the ratification of the acts of the board of Directors and Officers, the vote required is a majority of the outstanding common stock present in person or by proxy.
Description	The method by which votes shall be counted: Each outstanding common stock shall be entitled to one (1) vote. Voting shall be done <i>viva voce</i> or by raising of hands and the votes for or against the matter submitted shall be tallied by the Corporate Secretary in case of a division of the house.

(c) Stockholders' Rights

List any Stockholders' Rights concerning Annual/Special Stockholders' Meeting that differ from those laid down in the Corporation Code.

Stockholders' Rights under The Corporation Code	Stockholders' Rights <u>not</u> in The Corporation Code
Stockholders' Rights concerning Annual/Special Stockholders' Meeting are in accordance with	There are no stockholders' rights concerning Annual/Special Stockholders' Meeting that differ

provisions stated in the Corporation Code.	from those laid down in the Corporation Code.
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Dividends

Declaration Date	Record Date	Payment Date
None		

(d) Stockholders' Participation

- 1. State, if any, the measures adopted to promote stockholder participation in the Annual/Special Stockholders' Meeting, including the procedure on how stockholders and other parties interested may communicate directly with the Chairman of the Board, individual directors or board committees. Include in the discussion the steps the Board has taken to solicit and understand the views of the stockholders as well as procedures for putting forward proposals at stockholders' meetings.**

Measures Adopted	Communication Procedure
<p>The Board should be transparent and fair in the conduct of the annual and special stockholders' meetings of the corporation.</p> <p>Stockholders should be encouraged to personally attend subject meeting and if not possible, they should be appraised ahead of time of their right to appoint a proxy. Subject to the requirements of the by-laws, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy should be resolved in the stockholder's favor.</p> <p>To promote stockholders participation in the Annual Stockholders' Meeting, the Board should take the appropriate steps to remove excessive or unnecessary costs and other administrative impediments to the stockholders' meaningful participation in meetings, whether in person or by proxy.</p> <p>Accurate and timely information should be made available to the stockholders to</p>	<ol style="list-style-type: none"> 1. Shareholders are provided through public records, communication media, and the Company's website (www.boulevardholdings.com), the disclosures, announcements and reports filed with the SEC, PSE, and other regulating agencies. 2. Shareholders are allowed to inspect corporate books and records including minutes of Board meetings and stock registries in accordance with the Corporation Code. 3. Shareholders, upon request, are provided with periodic reports which disclose personal and professional information about the directors, officers and certain other matters such as their shareholdings, dealings with the Company, relationships among directors and key officers, and the aggregate compensation of directors and officers. 4. Stockholders are informed at least 15 business days before the scheduled date of the Annual Stockholders' Meeting. The Notice of Meeting includes the date, time, venue and agenda of the meeting, the record date of stockholders entitled to vote, and the date and place of proxy validation. 5. Each share entitles the holder to one vote that may be exercised in person or by proxy at stockholders' meetings, including the Annual Stockholders' meeting. Shareholders have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code. 6. Voting procedures on matters presented for approval to the stockholders in the Annual Stockholders'

<p>enable them to make a sound judgment on all matters brought to their attention for consideration or approval.</p> <p>Although all stockholders should be treated equally or without discrimination, the Board should give minority stockholders the right to propose the holding of meetings and the items for discussion in the agenda that relate directly to the business of the corporation.</p>	<p>meeting are set out in the Definitive Information Statement, (SEC Form 20-IS) which is sent to all stockholders of record at least 15 days before the date of meeting.</p> <p>7. The Company has also designated relations officers to handle investor and shareholder queries and requests, and their contact information can easily be accessed through the Company's website.</p> <p>8. The Company continues to actively maintain its website to provide timely information updates on its governance, operational, and financial performance.</p>
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2. State the company policy of asking shareholders to actively participate in corporate decisions regarding:

- a. Amendments to the company's constitution**
- b. Authorization of additional shares**
- c. Transfer of all or substantially all assets, which in effect results in the sale of the company**

Shareholders have the rights to actively participate in the above corporate decisions (amendments to the company's constitution; authorization of additional shares; and transfer of all or substantially all assets, which in effect results in the sale of the company) through shares held as each share entitles the holder to one vote that may be exercised in person or by proxy at shareholders' meetings, including the Annual Stockholders' Meeting. Stockholders have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code of the Philippines.

3. Does the company observe a minimum of 21 business days for giving out of notices to the AGM where items to be resolved by shareholders are taken up?

No. We observe the minimum requirement of 15 business days under SRC Rule 20.

a. Date of sending out notices:

Initial sending out of notice was done when the Company submitted to the PSE online disclosure of the Definitive Information Statement on November 14, 2012 and the same was uploaded to the Company's website. The sending out of soft copies to all stockholders of record was done through personal delivery using courier service or registered mail.

b. Date of the Annual/Special Stockholders' Meeting:

December 6, 2012

4. State, if any, questions and answers during the Annual/Special Stockholders' Meeting.

Q: What's the update on the Company's efforts in looking for prospective investors?

A: The Company is still actively looking and there have been ongoing negotiations with prospective investors but none is final yet.

Q: How much is needed private placement in 2013?

A: The matter is still to be discussed with the Board of Directors.

Q. Does the Company have exposure to the Aman Future Group?

A: None

Q: Do we expect dividend soon?

A: Not yet, given the requirements of the infrastructure projects of the Company and its subsidiaries.

5. Result of Annual/Special Stockholders' Meeting's Resolutions

Resolution	Approving	Dissenting	Abstaining
Approval of the Minutes of the Annual Meeting of the Stockholders held on February 10, 2012.	5,933,937,415 votes representing 70.3631%	-	-
Adoption of the Audited Financial Statements as continued in the Annual Report for the Fiscal Year Ending May 31, 2012.	5,933,937,415 votes representing 70.3631%	-	-
Ratification and Confirmation of all Acts of the Board of Directors and Management Subsequent to the Annual Meeting of the Stockholders held on February 10, 2012 to date.	5,933,937,415 votes representing 70.3631%	-	-
Election of Directors for the Current Year.	5,933,937,415 votes representing 70.3631%	-	-
Approval of the Amendment to the Articles of Incorporation for the Purpose of Removing the Pre-Emptive Rights of the Stockholders.	5,933,937,415 votes representing 70.3631%	-	-
Appointment of external auditor for the fiscal year ending May 31, 2013	5,933,937,415 votes representing 70.3631%	-	-

(e) Modifications

State, if any, the modifications made in the Annual/Special Stockholders' Meeting regulations during the most recent year and the reason for such modification:

Modifications	Reason for Modification
No modifications were made in the Annual/Special Stockholders' Meeting regulations during the most recent year.	

(f) Stockholders' Attendance

(i) Details of Attendance in the Annual/Special Stockholders' Meeting Held:

Type of Meeting	Names of Board members / Officers present	Date of Meeting	Voting Procedure (by poll, show of hands, etc.)	% of SH Attending in Person	% of SH in Proxy	Total % of SH attendance
Annual Stockholders' Meeting	Directors: Jose Marcel Panlilio Lorenzo R. Tanada III Joselito V. Cabrera Christopher M. Gotanco Reynaldo Y. Maulit	December 6, 2012	<i>viva voce</i>			70.3631%

	Ricardo S. Pascua Victor V. Benavidez Alfonso S. Anggala Goran Carl Perring Officers Lyra Gracia Y. Lipae- Fabella Mauro B. Badiola Others Manuel R. Pamaran Marlo T. Cristobal					
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(ii) Does the company appoint an independent party (inspectors) to count and/or validate the votes at the ASM/SSMs?

Yes. Banco de Oro Stock Transfer was the appointed Board Convasser, an independent party to count and validate the votes during the Annual Stockholders' Meeting held on December 6, 2012.

(iii) Do the company's common shares carry one vote for one share? If not, disclose and give reasons for any divergence to this standard. Where the company has more than one class of shares, describe the voting rights attached to each class of shares.

The Company has only common shares and each share entitles the holder to one vote that may be exercised in person or by proxy at shareholders' meetings, including the Annual Stockholders' Meeting.

(g) Proxy Voting Policies

State the policies followed by the company regarding proxy voting in the Annual/Special Stockholders' Meeting.

	Company's Policies
Execution and acceptance of proxies	Proxies shall be in writing, signed by the stockholders and submitted to the Corporate Secretary not later than ten (10) calendar days prior to the date of the stockholders' meeting. The Corporate By-laws shall be controlling in determining the proper procedure to be followed in the execution and acceptance of proxies, provided that the minimum required formalities prescribed under Section 58 of the Corporation Code and SRC Rule 20 shall be complied with.
Notary	Unless required by the corporate by-laws, a proxy need not be notarized.
Submission of Proxy	Proxies shall be submitted not later than 10 calendar days prior to the annual stockholders' meeting, provided that in the case of the 2012 annual stockholders' meeting, the same should be submitted not later than 5 days prior to the annual stockholders' meeting, or not later than November 26, 2012, at the principal office of the Corporation.

Several Proxies	If the stockholder intends to designate several proxies, the number of shares of stock to be represented by each proxy shall be specifically indicated in the proxy form. If some of the proxy forms do not indicate the number of shares, the total shareholdings of the stockholder shall be tallied and the balance thereof, if any, shall be allotted to the holder of the proxy form without the number of shares. If all are in blank, the stocks shall be distributed equally among the proxies. The number of persons to be designated as proxies may be limited by the By-Laws.
Validity of Proxy	A proxy shall be valid only for the meeting for which it is intended.
Proxies executed abroad	Proxies executed abroad shall be duly authenticated by the Philippine Embassy or Consular Office.
Invalidated Proxy	A proxy shall not be invalidated on the ground that the stockholder who executed the same has no signature card on file with the Corporate Secretary or Transfer Agent, unless it can be shown that he/she had refused to submit the signature card despite written demand to that effect duly received by the said stockholder at least ten (10) days before the annual stockholders' meeting. There shall be a presumption of regularity in the execution of proxies and shall be accepted if they have the appearance of prima facie authenticity in the absence of a timely and valid challenge.
Validation of Proxy	Validation of proxies shall be held at the date, time and place as may be stated in the Notice of the stockholders' meeting which in no case shall be less than five (5) calendar days prior to the date of stockholders meeting. In the validation of proxies, a special committee of inspectors shall be designated or appointed by the Board of Directors which shall be empowered to pass on the validity of proxies. Any dispute that may arise pertaining thereto, shall be resolved by the Securities and Exchange Commission upon formal complaint filed by the aggrieved party, or by the SEC officer supervising the proxy validation process. All issues relative to proxies including their validation shall be resolved prior to the canvassing of votes for purposes of determining a quorum.
Violation of Proxy	Any violation of this Rule on Proxy shall be subject to the administrative sanctions provided for under Section 144 of the Corporation Code and Section 54 of the Securities Regulation Code, and shall render the proceedings null and void.

(h) Sending of Notices

State the company's policies and procedure on the sending of notices of Annual/Special Stockholders' Meeting.

Policies	Procedure
Except as otherwise provided by law, written or printed notice of every annual meeting or special	1. Personal Delivery of such Notice to a stockholder shall be equivalent to mailing.

<p>meeting of stockholders, stating the place, day and hour of the meeting and the purposes for which the meeting is called shall be transmitted through personal delivery, telefax, electronic mail or by mail to each stockholder at his address as the same appears on the stock book of the corporation at least fifteen (15) business days before the date of the meeting.</p>	<ol style="list-style-type: none"> 2. Except as otherwise provided by law, no publication of notice of annual meeting of stockholders shall be required. 3. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice. 4. Notice of meeting need not be given to any shareholder who signs a waiver of notice, in person or by proxy, whether before or after the meeting. 5. The attendance of any shareholder at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting for lack of notice of such meeting, shall constitute a waiver of notice by him. 6. No notice shall be necessary for any adjourned meeting. 7. The notice of stockholders' meeting shall also set the date, time and place of the validation of proxies which, in no case, shall be less than five (5) calendar days prior to the annual stockholders' meeting to be held. The presence of any stockholder who may wish to be present in person or through counsel shall be allowed. 8. The printed copy of the Definitive Information Statement which includes the 'Notice of Annual Meeting of Stockholders', shall be sent to all stockholders of record at least fifteen (15) business days from the date of the stockholders' meeting. Distribution is done through courier services.
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(i) Definitive Information Statements and Management Report

<p>Number of Stockholders entitled to receive Definitive Information Statements and Management Report and Other Materials</p>	<p>402 stockholders were entitled to receive the Definitive Information Statement and Management Report.</p>
<p>Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by market participants/certain beneficial owners</p>	<p>November 14, 2012</p>
<p>Date of Actual Distribution of Definitive Information Statement and Management Report and Other Materials held by stockholders</p>	<p>November 14, 2012</p>
<p>State whether CD format or hard copies were distributed</p>	<p>Documents in CD format were distributed.</p>
<p>If yes, indicate whether requesting stockholders were provided hard copies</p>	<p>All stockholders of record were provide with CDs.</p>

(j) Does the Notice of Annual/Special Stockholders' Meeting include the following:

Each resolution to be taken up deals with only one item.	YES
Profiles of directors (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) nominated for election/re-election.	YES
The auditors to be appointed or re-appointed.	YES
An explanation of the dividend policy, if any dividend is to be declared.	NO
The amount payable for final dividends.	NO
Documents required for proxy vote.	YES

Should any of the foregoing information be not disclosed, please indicate the reason thereto.

There is no dividend declared neither dividend paid in FY May 31, 2013.

2) Treatment of Minority Stockholders

(a) State the company's policies with respect to the treatment of minority stockholders.

Policies	Implementation
<p>The Board shall respect the following rights of the stockholders as mandated or set forth in the Corporation Code of the Philippines, Articles of Incorporation and By-Laws of the Company:</p> <ul style="list-style-type: none"> i. Right to vote on all matters that require their consent or approval; ii. Right to inspect corporate books and records; iii. Right to information; iv. Right to dividends; and v. Appraisal right. <p>The Board should be transparent and fair in the conduct of the annual and special stockholders' meetings of the corporation. The stockholders should be encouraged to personally attend such meetings. If they cannot attend, they should be apprised ahead of time of their right to appoint a proxy.</p>	<ol style="list-style-type: none"> 1. Shareholders are informed at least 15 business days before the scheduled date of the Annual Stockholders' Meeting. Notice for the December 6, 2012 Annual Stockholders' Meeting was sent on November 14, 2012. 2. Each share entitles the holder to one vote that may be exercised in person or by proxy at shareholders meeting, including the Annual Stockholders' Meeting. 3. Voting procedures on matters presented for approval to the stockholders in the Annual Stockholders' meeting are set out in the Definitive Information Statement, which is sent to all stockholders of record at least 15 days before the date of meeting. 4. Shareholders are provided through public records, communication media, and the Company's website, the disclosures, announcements and reports filed with the SEC, PSE, and other regulating agencies. 5. The Board of Directors are authorized to declare dividends out of the unrestricted retained earnings of the company, which may be payable in cash, in property, or in stock to all stockholders.

(b) Do minority stockholders have a right to nominate candidates for board of directors?

Yes. As per election rule, nomination for directors shall be made in writing and shall be delivered or mailed to the Chairman of the Board or Vice Chairman of the Board at the principal office of the Company, with the written consent of the nominees, at least 60 days before the scheduled ASM . The documents will be forwarded or refer such nominations to the Nomination Committee.

K. INVESTORS RELATIONS PROGRAM

- 1) **Discuss the company’s external and internal communications policies and how frequently they are reviewed. Disclose who reviews and approves major company announcements. Identify the committee with this responsibility, if it has been assigned to a committee.**

The Company has set-up communication channels that promote effective communication with its shareholders and the investing community. Aside from the regular reporting and disclosures to the various regulating agencies such as the SEC and PSE, the Company actively maintains its website that provides timely information updates on its governance, operational, and financial performance. The Company has also designated relations officers to handle investor and shareholder queries and requests, and their contact information can easily be accessed through the Company’s website.

The President/CEO and Chief Financial Officer (CFO) exercises oversight responsibility over this investor relations program.

- 2) **Describe the company’s investor relations program including its communications strategy to promote effective communication with its stockholders, other stakeholders and the public in general. Disclose the contact details (e.g. telephone, fax and email) of the officer responsible for investor relations.**

	Details
(1) Objectives	To build better understanding and cultivate a relationship of trust with stakeholders, the Company has set-up communication channels that promote effective communication with its shareholders and the investing community.
(2) Principles	Handle investors and stockholders queries and requests as a top priority matter and therefore, immediate resolution is required.
(3) Modes of Communications	Company Website and PSE Website for all our corporate disclosures which includes BHI’s stock performance, security information, company profile, chart, and historical data.
(4) Investors Relations Officer	Mr. Mauro B. Badiola , Vice President-Finance and Corporate Information Officer , contact number- (632) 753-1405; Email: mbb@boulevardholdings.com

- 3) **What are the company’s rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets?**

The Company does not have a separate rule or procedure governing the acquisition of corporate control in the capital markets and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets other than the provisions stated under Sections 40, 81 and 82 of the Corporation Code of the Philippines.

SEC. 40. Sale or other disposition of assets.-“...a corporation may, by a majority vote of its board of directors or trustees, sell, lease, exchange, mortgage, pledge or otherwise dispose of all or substantially all of its property and assets, including its goodwill, upon such terms and conditions and for such consideration, which may be money, stocks, bonds or other instruments for the payment of money or other property or consideration, as its board of directors or trustees may deem expedient, when authorized by the vote of the stockholders

representing at least two-thirds (2/3) of the outstanding capital stock... in a stockholders' or members' meeting duly called for the purpose."

SEC. 81. Instances of appraisal right.- "Any stockholder of a corporation shall have the right to dissent and demand payment of the fair value of his shares in the following instances:

1. In case of amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
2. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Code; and
3. In case of merger or consolidation."

SEC. 82. How right is exercised.- "The appraisal right may be exercised by any stockholder who shall have voted against the proposed corporate action, by making a written demand on the corporation within thirty (30) days after the date on which the vote was taken for payment of the fair value of his shares..."

Name of the independent party the board of directors of the company appointed to evaluate the fairness of the transaction price.

Nothing to report, the Company does not have any transaction of this nature.

L. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Discuss any initiative undertaken or proposed to be undertaken by the company.

Initiative	Beneficiary
BLD Metro Manila Foundation, Inc.	National Bilibid, Correctional Institute for Women; Several public schools
Food donations and grocery packs	Victims of calamities in Cavite
Company's donation for food, used clothing, and toys.	Indigenous people in Boracay, Malay, Aklan

M. BOARD, DIRECTOR, COMMITTEE AND CEO APPRAISAL

Disclose the process followed and criteria used in assessing the annual performance of the board and its committees, individual director, and the CEO/President.

	Process	Criteria
Board of Directors	No formal performance evaluation is in place however, the Board, through its Audit Committee performs a self-evaluation in which the current and potential state of the Company's corporate governance practices were rated using best practice guidelines issued by the PSE.	
Board Committees	Audit Committee conducts annual performance evaluation in compliance with SEC requirement per SEC Memo Circular No. 4, Series of 2012.	Guidelines for the Assessment of the Performance of Audit Committee of Companies Listed on the Exchange.
Individual Directors	No formal evaluation process in place.	
CEO/President	No formal evaluation process in place.	

N. INTERNAL BREACHES AND SANCTIONS

Discuss the internal policies on sanctions imposed for any violation or breach of the corporate governance manual involving directors, officers, management and employees

Violations	Sanctions
First Violation	Subject person shall be reprimanded.
Second Violation	Suspension from office shall be imposed to the subject person.
Third Violation	The maximum penalty or removal from office shall be imposed.

Pursuant to the requirement of the Securities and Exchange Commission, this Annual Corporate Governance Report is signed on behalf of the registrant by the undersigned, thereunto duly authorized, in the City of Makati on September 26, 2013.

JOSE MARCEL PANLILIO
Chairman of the Board/President & CEO

RICARDO S. PASCUA
Independent Director

REYNALDO Y. MAULIT
Independent Director

LORENZO R. TANADA III
Compliance Officer

SUBSCRIBED AND SWORN to before me this SEP 26 2013, affiant(s) exhibiting to me their competent evidence of identity, as follows:

NAME	PASSPORT NO./DRIVER'S LICENSE/TIN	DATE OF ISSUE/ EXPIRY	PLACE OF ISSUE
JOSE MARCEL PANLILIO	XX5051136	November 26, 2009	DFA Manila
RICARDO S. PASCUA	EB 0069641	April 8, 2010	DFA, Manila
REYNALDO Y. MAULIT	LTO NO2-68010333	Valid until May 8, 2015	LTO, Quezon City
LORENZO R. TANADA III	TIN 106-779-643		BIR

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Page No. 44;
Book No. L1;
Series of 2013

ATTY. GERVACIO S. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2014
IBP No. 656155-Lifetime Member
MCLE Compliance No. III-0014282
Appointment No. M-199-(2013-2014)
PTR No. 3664330 Jan. 2, 2013
Makati City Roll No. 40091
101 Urban Ave., Brgy. Pio del Pilar,
Makati City