COVER SHEET

15923

S.E.C. Registration Number

MANILA BULLETIN

PUBLISHING CORPORATION

(Company's Full Name)

MANILA BULLETIN BUILDING

MURALLA CORNER RECOLETOS STREETS

INTRAMUROS, MANILA

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

ATTY. DYLAN I. FELICIDARIO	527-8121
Contact Person	Company Telephone Number

1 2	3 1	SEC FORM 17-C	0 7	1 2
Month	Day	FORM TYPE	Month	Day
Fiscal Year		SEC FORM	Annual Meeting	

Secondary License Type. If Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

2757		
Total No. of Stockholders	Domestic	Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported) **May 24, 2018**

2. SEC Identification Number **15923**

3. BIR Tax Identification Number **000-746-558**

4. Name of Registrant **MANILA BULLETIN PUBLISHING CORPORATION**

5. Province, country or other jurisdiction of incorporation or organization - **Philippines**

6. Industry Classification Code - **to be provided by SEC**

7. Address of principal office - **Manila Bulletin Bldg., Muralla cor. Recoletos Sts., Intramuros, Manila**

8. Registrant's telephone number - **527-8121**

9. Former name, former address, if changed since last report - **No change**

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock	**3,466,139,072 shares**

11. Indicate the item numbers reported herein: **Item No. 9.a**

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

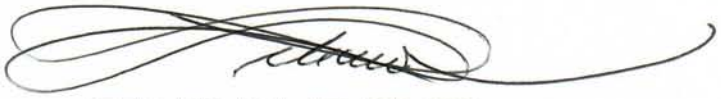
Item 9.a Other Events

The Board of Directors of the Registrant, Manila Bulletin Publishing Corporation, during its regular meeting on May 24, 2018, adopted and approved its Board Charter, copy of which is submitted herewith.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MANILA BULLETIN PUBLISHING CORPORATION
Registrant



ATTY. DYLAN I. FELICIDARIO
Corporate Secretary

BOARD CHARTER
MANILA BULLETIN PUBLISHING CORPORATION

Section 1. Introduction

The Board of Directors of Manila Bulletin Publishing Corporation is primarily responsible for the governance of the Company and for ensuring compliance with applicable laws and the principles of good corporate governance.

The Board shall exercise its powers, functions and responsibilities in the best interest of the Corporation, its shareholders and stakeholders.

Section 2. Composition of the Board

The Board shall be composed of ten (10) Directors, who are elected by the stockholders.

The Board shall have at least three (3) independent directors or such number of independent directors as to constitute at least one-third (1/3) of the members of the Board, whichever is higher.

The Board shall be composed of a majority of non-executive directors who possess the necessary technical expertise, competence, and/or qualifications for exercising objective and independent judgment on corporate affairs and to ensure proper checks and balances.

The Company recognizes the benefits of having a diverse Board and sees diversity as essential in supporting its continued growth, long term success and in the achievement of its strategic objectives. The Board will aim to make good use of the differences in gender, age, academic/educational background, professional experience, qualification, competence and knowledge of its directors.

Section 3. Responsibilities and Duties of the Board

It is the Board's general responsibility to foster the long-term success of the Company, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stockholders and stakeholders. To ensure the Company's observance of high ethical standards, professionalism and best business practices, the Board shall conduct itself with competence, honesty and integrity in the performance of its following responsibilities and duties:

3.1. Formulate and annually review the Company's vision, mission, strategic objectives, policies and procedures, as well as, the means to effectively monitor Management's performance;

3.2. Review and approve the Company's annual targets, business plans, operations and budget;

3.3. Evaluate and approve major capital expenditures and acquisition/disposition of major Company assets, including investments in other companies;

3.4. Review the Company's material controls and risk management systems;

3.5. Conduct annual performance assessment of the Chairman, President/CEO, board members and key officers;

3.6. Implement a process for the selection of directors of the Company, who can add value and contribute independent judgment in the formulation of sound corporate strategies and policies;

3.7. Establish and oversee the various board committees in accordance with the Company's Revised Manual on Corporate Governance;

3.8. Adopt, implement and monitor compliance with the Company's Code of Business Conduct and Ethics; and,

3.9. Perform other responsibilities and duties as provided for in the Company's Revised Manual on Corporate Governance.

Section 4. The Chairman of the Board

The Board shall be headed by a competent and qualified Chairman. The roles and responsibilities of the Chairman in relation to the Board include, among others, the following:

4.1. Ensure that the Board focuses primarily on strategic matters, including the prudent management of the overall risk profile of the corporation, considering the developments in the business and regulatory environments, key governance concerns, and relevant issues that will significantly affect the Company's operations;

4.2. Facilitate discussions on key issues by fostering an environment conducive for constructive deliberations and leveraging on the skills and expertise of individual directors;

4.3. Guarantee that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions;

4.4. Ensure that the Board sufficiently considers and evaluates reports submitted and representations made by Management;

4.5. Assure the availability of proper orientation for new directors and continuing training opportunities for all directors; and,

4.6. Ensure that the performance of the Board is evaluated at least once a year and that it is sufficiently deliberated upon and assessed.

Section 5. Board Meetings and Quorum Requirement

The members of the Board shall attend its regular and special meetings in person or through teleconferencing or any form of electronic communication conducted in accordance with the rules and regulations of the Commission.

Unless otherwise provided in the by-laws, the attendance of Independent Directors shall not affect the quorum requirement. However, the Board may, to promote transparency, require the presence of at least one independent director in all its meetings.

A majority of the Directors, at a meeting duly assembled, shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the quorum so present shall be valid as a corporate act, except in cases where the law provides otherwise.

Section 6. Election of Directors

The evaluation of all nominees for directors shall be conducted by the Corporate Governance Committee (or by the Nomination Committee, if any) prior to a shareholders' meeting. All recommendations for nominees shall be signed by the nominating shareholder together with the acceptance and conformity by the would-be nominees;

Only nominees whose names appear in the Final List of Candidates shall be eligible for election. 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 shareholders' meeting.

For the election of the members of the Board, every stockholder entitled to vote shall be entitled to cumulate his votes in accordance with law.

Section 7. Compensation of Directors

The members of the Board shall receive a fee equivalent to 3% of the yearly net profits of the Company before payment of income taxes which shall be distributed in proportion to the number of regular and special meetings of the Board actually attended by each Director.

Section 8. Board Committees

The Board shall constitute the following board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities, and to assist it in good corporate governance:

8.1. Audit Committee –

The Board shall establish an Audit Committee to enhance its oversight capability over the corporation's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.

The committee shall have at least three (3) competent and qualified non-executive directors, the majority of whom shall be independent directors, including the Chairman. Each member of the committee shall have relevant background, knowledge, skills and/or experience in the areas of accounting, auditing and finance. The Chairman of the Audit Committee shall not be the Chairman of the Board or of any other committees. The Audit Committee shall meet with the Board at least every quarter (or more frequently, if warranted) without the presence of the President/CEO or other Executive Directors for the purpose of evaluating Management performance.

8.2. Corporate Governance Committee-

The Board shall establish a Corporate Governance Committee, which shall assist the Board in the performance of its corporate governance responsibilities. The committee shall be composed of at least three (3) members, all of whom shall be independent directors, including the Chairman.

8.3. Risk Oversight Committee-

The Board shall establish a Risk Oversight Committee, which shall assist the Board in ensuring that there is an effective and integrated risk management process in place. The committee shall be composed of at least three (3) non-executive directors, majority of whom should be

independent directors, including the Chairman. The Chairman of the committee shall not be the Chairman of the Board or of any other board committees. At least one (1) member of the committee shall have relevant thorough knowledge and experience on risk and risk management.

8.4. Related Party Transaction Committee-

The Board shall establish a Related Party Transaction Committee, which shall review all material related party transactions of the corporation. The committee shall be composed of at least three (3) non-executive directors, majority of whom should be independent directors, including the Chairman.

Section 9. Corporate Secretary

The Board shall appoint a Corporate Secretary, who shall be a separate individual from the Compliance Officer. The Corporate Secretary shall not be a member of the Board and shall, from time to time, attend training on corporate governance. The Corporate Secretary is primarily responsible to the corporation and the shareholders. The Corporate Secretary shall perform the duties and functions provided in the Company's By-Laws and Revised Manual on Corporate Governance.

Section 10. Compliance Officer

The Board shall appoint a Compliance Officer, who shall have a rank of at least Senior Vice President or an equivalent position with adequate stature and authority in the corporation. The Compliance Officer shall be a separate individual from the Corporate Secretary. The Compliance Officer shall not be a member of the Board and shall annually attend training on corporate governance. The Compliance Officer is primarily responsible to the corporation and the shareholders. The Compliance Officer shall perform the duties and functions provided in the Company's Revised Manual on Corporate Governance.

Section 11. Self-Assessment

The Board will conduct an annual self-assessment and evaluation of its performance, including the performance of its Chairman, Directors and Committees. The assessment may be supported by an external facilitator chosen by the Board.

The Corporate Governance Committee will formulate the process and criteria for conducting the annual self-assessment and evaluation.

Section 12. Directors' Continuing Training Program

The Company will provide a comprehensive orientation or training for its new Directors.

In order to ensure the Directors' fulfillment of their responsibilities, the Company will annually provide continuing educational and training programs that are designed to keep the Directors abreast with the latest developments in corporate governance and other critical corporate matters.

Section 13. Succession Planning.

As provided for in the provisions of the By-Laws on election and/or appointment processes, the Board will review and approve the management succession plans and strategies for the members of the Board, President/CEO and other executive officers of the Company.

Section 14. Review and Disclosure

This Charter will be reviewed by the Board annually or as often as the Board may deem fit or necessary.

This Charter shall be fully disclosed in the Company's website.

Section 15. Effectivity

This Charter shall take effect upon approval of the Board of Directors of the Company.

Signed:

BASILIO C. YAP
Chairman of the Board

HERMINIO B. COLOMA, JR.
Executive Vice President
Compliance Officer