



P. O. BOX 769
Manila Bulletin Building
Muralla Corner Recoletos St., Intramuros
Manila, Philippines

Tel. 527-8121 Fax No. 527-75-10
<http://www.mb.com.ph>
Advertising Dept. Tel. 527-75-24 Fax No. 527-75-33
Circulation Dept. Tel. 527-75-22 Fax No. 527-75-26

October 5, 2012

MS. JANET A. ENCARNACION

Head-Disclosure Department
PHILIPPINE STOCK EXCHANGE, INC.
3rd Floor, Philippine Stock Exchange
Ayala Triangle, Ayala Avenue
Makati City

Attention: **Ms. Dianne Eileen A. Cenidoza**
Disclosure Department

Dear Ms. Encarnacion:

Please find attached the copy of the Audit Committee Charter and Audit Committee Performance Assessment of the Manila Bulletin Publishing Corporation, which we are filing through PSE's Online Disclosure System (ODISy).

Thank you.

Very truly yours,

ATTY. DYLAN I. FELICIDARIO
Corporate Secretary

Encls. a/s

COVER SHEET

1 5 9 2 3

S.E.C. Registration Number

MANILA BULLETIN

PUBLISHING CORPORATION

(Company's Full Name)

MURAL LA CORNER RECOLETO S STREET

INTRAMUROS, MANILA

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

ELIZABETH T. MORALES

Contact Person

527 - 8121

Company Telephone Number

10 05

Month Day

Place Year

SEC FORM

17 - C

FORM TYPE

Month

Day

Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LOU

Document I.D.

Cashier

STAMPS

MANILA BULLETIN PUBLISHING CORPORATION

AUDIT COMMITTEE CHARTER

1. PURPOSE

The Audit Committee Charter sets out the policies, responsibilities and authority of the Company's Audit Committee (the "Committee") and the procedures that shall guide the function of the Committee, including the rules governing the Committee. The Audit Committee is a committee of the Board and is accountable to the Board for its performance. It is intended to assist the Company and not to pre-empt any Company responsibilities in making final audit – related decisions.

The Committee shall provide assistance to the Board of Directors in fulfilling their oversight responsibility to the shareholders relating to:

- the integrity of the Company's financial statements and the financial reporting process;
- the effectiveness of the Company's internal control system, governance processes and the risk management process;
- the performance of the Company's internal audit function;
- the preparation of yearend report of the Committee for approval of the Board and to be included in the annual report;
- the company's compliance with applicable legal, regulatory and corporate governance requirements; and
- the appointment, remuneration, qualifications, independence and performance of the independent external auditors and the integrity of the audit process as a whole;

The Committee, in order to achieve its purpose, will establish and maintain a constructive and collaborative relationship with the Company's leaders/ managers especially the Company's Chief Executive Officer, Chief Operating Officer , Chief Financial Officer and the heads of the different departments.

2. MEMBERSHIP

The Audit Committee shall be composed of at least three (3) Directors , one of whom shall be an independent director and another with accounting and finance background and audit experience. The Chair of the Committee should be an independent director. Members of the Committee should have adequate understanding , familiarity and competence in the Company's financial management systems and operating environment. Members are encouraged to obtain the needed training programs not only to enhance their understanding of their duties but to develop and maintain the necessary technical knowledge to discharge them effectively.

The Committee should ensure that a succession plan is in place. In the absence of the Chairperson, the other independent director shall take his place.

3. CHAIRMAN OF THE AUDIT COMMITTEE

An Independent Director shall act as Chair of the Committee.

4. SECRETARY

The Internal Auditor or his nominee shall act as the Secretary of the Committee.

5. QUORUM

The quorum necessary for the transaction of business shall be a majority of the total Committee membership. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

6. FREQUENCY OF MEETINGS

The Committee shall formally meet at least four(4) times a year to discharge its duties and responsibilities as outlined below. In addition to regular meetings, special meetings can be called by the Committee Chair or any two members as required. The Company's CEO, COO, CFO or Internal Auditor may also request for a meeting.

7. NOTICE OF MEETINGS

The notice of each meeting confirming the venue, time and date together with the agenda shall be forwarded to each member of the Committee and any other person required to attend no later than three(3) working days before the date of the meeting.

8. CONDUCT OF MEETINGS

Meetings of the Committee shall be conducted in accordance with the provisions of the Company's By-Laws governing the proceedings of the Board of Directors.

9. MINUTES OF MEETINGS

The Secretary shall take down the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.

10. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

The Audit Committee shall be responsible for the following:

A. Financial Reporting

1. Review of the financial statements and all related disclosures and reports certified by the Chief Financial Officer and released to the public and / or submitted to the Securities and Exchange Commission, Philippine Stock Exchange for compliance with pertinent accounting standards including legal and regulatory requirements.
2. Review and discuss with management and the independent auditors, the Company's annual, semestral and quarterly financial statements.

3. Review and discuss with management and independent auditors major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's application of accounting standards and interpretations and major issues on the adequacy and appropriateness of internal control practiced by the Company.

B. Risk Management

1. Ensure that an overall risk management structure, policies and procedures are being practiced by the Company.
2. Review the adequacy of the Company's enterprise risk management process.
3. Review the results of the annual risk assessment done by the designated Chief Risk Officer (CRO). The report should include the material financial and non financial risks that may have an impact on the Company and the corresponding measures in addressing the said risks.
4. Evaluate the risk management report submitted by the CRO on a quarterly basis.
5. Monitor the risk management activities of the Company and evaluate the effectiveness of the risk mitigation and action plans, with the assistance of the internal auditors.

C. Internal Control

1. Ensure adherence to the operations management manual being used by the Company.
2. Monitor and review the adequacy of design, compliance and effectiveness of the Company's internal control system
3. Review and approve the annual internal audit plan to ensure alignment with the objectives of the Company.
4. Review of the internal auditor's evaluation of the internal control of the Company.
The Committee deliberate on findings of weaknesses in controls and reporting process. The Committee shall take every opportunity for an improvement of the Company's internal control system and recommend to management for possible implementation.

D. Internal Audit

1. Review and approve the Internal Audit Charter and subsequent revisions thereto.
2. Review the appointment and performance of the Internal Auditor. The Committee shall also review the organizational structure, qualifications, staffing and budgeting of the internal audit function. This includes the adequacy of resources and independence of the internal auditor. The Committee shall ensure that, in the performance of the work of the Internal Auditor, he shall be free from interference by outside parties.

3. Ensure that the Internal Auditors have free and full access to all the Company records, properties and personnel relevant to and required by its function and that the internal audit activity shall be free from interference in determining its scope, performing its work and communicating its results.
4. Review and approve the Annual Internal Audit Work Scope to ensure that internal audit examinations cover the evaluation of adequacy and effectiveness of controls encompassing the Company's governance, operations, information system, reliability and integrity of financial and operational information, operational efficiency, safeguarding of assets and compliance with laws, rules and regulations.
5. Review the effectiveness of the internal audit function, including compliance with auditing standards.

E. External Audit

1. Review the performance and recommend the appointment, retention or discharge of the independent auditors.
2. Ensure that the independent auditors are ultimately accountable to the Board of Directors and shareholders of the Company.
3. Determine specific policies and procedures to ensure that the independence of the external auditors is maintained.

F. Other Matters

1. Review and report to the Board regularly on the Company's compliance with legal or regulatory requirements.
2. Oversee and monitor management's effort to correct deficiencies noted in periodic audits and examinations.
3. Provide an open avenue of communication among the Board, management, internal auditor and independent auditors.

The Audit Committee shall assess its overall level of compliance based on the above parameters on an annual basis.

11. REPORTING RESPONSIBILITIES

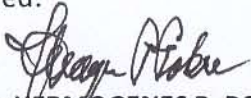
The Chairman of the Audit Committee shall submit a report on a quarterly basis to the Chairman of the Board and shall be ready to report to the full board during its meeting for the quarter.


The Committee Chairman will submit and present an Annual Audit Report to the Board during its first meeting following the immediate calendar year.

12. AMENDMENT OF CHARTER

The Committee shall review and assess the adequacy of the charter on a periodic basis. Any revision will require approval from the Board of Directors.

Signed:



Atty. HERMOGENES P. POBRE
Acting Chairman of the Board 
Member – Audit Committee