

**2017 ASEAN CORPORATE GOVERNANCE SCORECARD
BANKERS ASSURANCE CORPORATION**

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| COMPANY NAME: | BANKERS ASSURANCE CORPORATION | | COMPANY STRUCTURE: <input type="radio"/> Class 1 <input type="radio"/> Class 3 <input type="radio"/> Class 5 <input checked="" type="radio"/> Class 2 <input type="radio"/> Class 4 |
| FINANCIAL YEAR END | 2017 | | |
| SECTOR | <input checked="" type="checkbox"/> Insurance | <input type="checkbox"/> MBA | |

PART A: RIGHTS OF SHAREHOLDERS

| | | Source Document | Yes/No | Remarks |
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| A.1 | Basic Shareholders Rights | | | |
| A.1.1 | Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends? | NOT APPLICABLE ITEM Annex C - Class 2 | N/A | The Company belongs to Classification No. 2, which makes the item not applicable per Guidelines on Compliance with ASEAN Corporate Governance Scorecard. |
| A.2 | Right to participate in decisions concerning fundamental corporate changes. | | | |
| | Do shareholders have the right to participate in: | | | |
| A.2.1 | Amendments to the company's constitution? | Corporate Governance Manual (Part IV, Pages 12, 13); Corporation Code of the Philippines | Y | These rights are intrinsic rights of stockholders under the Corporation Code. These are rights enshrined in the Corporate Governance Manual (CGM) of Malayan Insurance Company, Inc. The Company is a member of the Malayan Group of Insurance Companies. As such, it adopts the CGM of Malayan. |
| A.2.2 | The authorisation of additional shares? | | Y | |
| A.2.3 | The transfer of all or substantially all assets, which in effect results in the sale of the company? | | Y | |
| A.3 | Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings. | | | |
| A.3.1 | Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners? | Corporate Governance Manual (Part IV, Page 12, 13) | Y | <u>Default item.</u> Shareholders are given the opportunity to approve remuneration (fees, allowances, benefit in kind and other emoluments) or any increases in remuneration for the non-executive directors. However, there was no increase in the remuneration of directors (including non-executive directors) for the period in review. As a member of the Malayan Group of Insurance Companies, the Company adopts the Corporate Governance Manual (CGM) of Malayan Insurance Company, Inc. |

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| A.3.2 | Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners? | Notice of the Annual Stockholders' Meeting (Page 2) | Y | The Notice of the Annual Stockholders' Meeting discloses that non-controlling shareholders are given opportunity to nominate candidates to the Board. |
| A.3.3 | Does the company allow shareholders to elect directors/commissioners individually? | Minutes of the Annual Stockholders' Meeting (Part VI, Page 8) | Y | The Minutes of the Annual Stockholders' Meeting discloses that the Company allows shareholders to elect directors individually. |
| A.3.4 | Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds? | Minutes of the Annual Stockholders' Meeting (Annex, Part VI, Page 10-11) | Y | The Minutes of the Annual Stockholders' Meeting & Annex disclose that the voting and vote tabulation procedures to be used are made known before the meeting proceeds. |
| A.3.5 | Do the minutes of the most recent AGM record that there was an opportunity allowing for shareholders to ask questions or raise issues? | Minutes of the Annual Stockholders' Meeting (Part IV, Page 7) | Y | The Minutes of the Annual Stockholders' Meeting discloses that shareholders were given an opportunity to ask questions. |
| A.3.6 | Do the minutes of the most recent AGM record questions and answers? | Minutes of the Annual Stockholders' Meeting (Part IV and V, Page 7) | Y | The Minutes of the Annual Stockholders' Meeting discloses that shareholders were given opportunity to ask questions, however no questions were asked. |
| A.3.7 | Does the disclosure of the outcome of the most recent AGM include resolution(s)? | Minutes of the Annual Stockholders' Meeting (Annex, Part VII & VIII, Page 11) | Y | Minutes of the Annual Stockholders' Meeting and Annex disclose that each resolution is submitted to the shareholders for approval. |
| A.3.8 | Does the company disclose the voting results including approving, dissenting, and abstaining votes for each agenda item for the most recent AGM? | Minutes of the Annual Stockholders' Meeting (Annex, Part IV and V, Pages 10-11) | Y | The Company discloses the voting results in the Annex to the Minutes of the Annual Stockholders' Meeting. |
| A.3.9 | Does the company disclose the list of board members who attended the most recent AGM? | Minutes of the Annual Stockholders' Meeting (Page 1); Minutes of the Annual Stockholders' Meeting (Annex, Page 10) | Y | The Minutes of the Annual Stockholders' Meeting and Annex disclose the list of board members who attended the same. |
| A.3.10 | Did the chairman of the board of directors/commissioners attend the most recent AGM? | Minutes of the Annual Stockholders' Meeting (Page 1) | Y | Minutes of the 2017 Annual Stockholders' Meeting disclose that the Chairman, Antonio M. Rubin of the Board attended the most recent AGM. The Chairman presided over the meeting. |
| A.3.11 | Did the CEO/Managing Director/President attend the most recent AGM? | Minutes of the Annual Stockholders' Meeting (Page 1) | Y | Minutes of the 2017 Annual Stockholders' Meeting disclose that the President, Jocelito C. Bantayan, attended the same. |
| A.3.12 | Did the chairman of the Audit Committee attend the most recent AGM? | Minutes of the Annual Stockholders' Meeting (Page 1) | Y | Minutes of the 2017 Annual Stockholders' Meeting discloses that Chairman of the Audit Committee, Mr. Edmundo L. Bunyi, attended the same. |
| A.3.13 | Did the company organise their most recent AGM in an easy to reach location? | Minutes of the Annual Stockholders' Meeting (Page 1) | Y | Minutes of the 2017 Annual Stockholders' Meeting disclose that the company organised the Annual Stockholders' Meeting in an easy to reach location (i.e: within Makati Central Business District). |

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| A.3.14 | Does the company allow for voting in absentia? | Company By Laws (Article III, Section 4); Notice of the Annual Stockholders' Meeting (Proxy Form) | Y | <u>Default item.</u> Article III, Section 4 of the Company By Laws expressly recognizes voting by proxy. Notice of the 2017 Annual Stockholders' Meeting even provides for a proxy form. |
| A.3.15 | Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM? | NOT APPLICABLE ITEM Annex C - Class 2 | N/A | The Company belongs to Classification No. 2, which makes the item not applicable per Guidelines on Compliance with ASEAN Corporate Governance Scorecard. |
| A.3.16 | Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM? | NOT APPLICABLE ITEM Annex C - Class 2 | N/A | The Company belongs to Classification No. 2, which makes the item not applicable per Guidelines on Compliance with ASEAN Corporate Governance Scorecard. |
| A.3.17 | Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM for all resolutions? | NOT APPLICABLE ITEM Annex C - Class 2 | N/A | The Company belongs to Classification No. 2, which makes the item not applicable per Guidelines on Compliance with ASEAN Corporate Governance Scorecard. |
| A.3.18 | Do companies provide at least 21 days notice for all resolutions? | Notice of the Annual Stockholders' Meeting | Y | It is a company practice to send out Advanced Notice to stockholders' ahead of the Annual Stockholders' Meeting. |
| A.3.19 | Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement? | Notice of Annual Stockholders' Meeting and Agenda (Notes to the Agenda) | Y | The Notes to the Agenda attached to the Avance Notice provides for a brief description of the agenda items which require the shareholders' approval. |
| A.4 | Markets for corporate control should be allowed to function in an efficient and transparent manner. | | | |
| A.4.1 | In cases of mergers, acquisitions and/or takeovers requiring shareholders' approval, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price? | Corporate Governance Manual (Pages 4-10) | Y | The guidelines for mergers, acquisitions and/or takeovers are in Corporate Governance Manual (CGM) of Malayan Insurance Company, Inc. The Company is a member of the Malayan Group of Insurance Companies. As such, it adopts the CGM of Malayan. Nevertheless, no merger, acquisition and/or takeover that transpired during the period in review. |
| A.5 | The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated. | | | |
| A.5.1 | Does the Company publicly disclose policy/practice to encourage shareholders including institutional shareholders to attend the general meetings or engagement with the Company? | NOT APPLICABLE ITEM Annex C - Class 2 | N/A | The Company belongs to Classification No. 2, which makes the item not applicable per Guidelines on Compliance with ASEAN Corporate Governance Scorecard. |