

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

PART B: EQUITABLE TREATMENT OF SHAREHOLDERS

		Source Document	Yes/No	Remarks
B.1	Shares and Voting Rights			
B.1.1	Do the company's ordinary or common shares have one vote for one share?	Minutes of the Annual Stockholders' Meeting (Pages 8 and 9); Amended By-Laws (Article 3, Section 3, Page 4)	Y	Default item. Minutes of the 2017 Annual Stockholders' meeting disclose that holder of one common share is entitled to one vote. The source document(s) may be accessed by the public through the Company's website.
B.1.2	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?	Amended By-Laws (Article II, Section 5, Page 2); Amended Articles of Incorporation (Article VII, Page 4)	Y	<u>Default item.</u> The public may also access the Company's Articles of Incorporation and By- laws through the Company's website. The Company issues only one class of share.
B.2	Notice of AGM			
B.2.1	Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?	Minutes of the Annual Stockholders' Meeting (Pages 8-11)	Y	Minutes of the 2017 Annual Stockholders' Meeting discloses that each resolution deals only with a single subject matter. The source document(s) may be accessed by the public through the Company's website.
B.2.2	Is the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?	Notice of the Annual Stockholders' Meeting	Y	Agenda for the 2017 Annual Stockholders' Meeting is in language known to its Stockholders' (i.e.: English). The source document(s) may be accessed by the public through the Company's website.
	Does the notice of AGM/circulars have the following details:			
B.2.3	Are the profiles of directors/commissioners (at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	Annex to the Notice of Annual Stockholders's Meeting (Pages 4-7)	Y	Profile of Directors are included in the Notice of the Annual Stockholders' Meeting. The source document(s) may be accessed by the public through the Company's website.
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	Notice of Annual Stockholders' Meeting (Page 2)	Y	2017 Notice of the Annual Stockholders' Meeting discloses the name of the external auditing firm seeking re-appointment (i.e.: Sycip, Gorres, Velayo & Company ("SGV")). The source document(s) may be accessed by the public through the Company's website.

B.2.5	Has an explanation of the dividend policy been provided?	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.
B.2.6	Is the amount payable for final dividends disclosed?	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.
B.2.7	Were the proxy documents made easily available?	Notice of the Annual Stockholders' Meeting (Proxy Form)	Y	Notice of the 2017 Annual Stockholders' Meeting sent to all Stockholders' provides for a proxy form. The source document(s) may be accessed by the public through the Company's website.
B.3	Insider trading and abusive self-dealing should be prohibited.			
B.3.1	Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?	Code of Ethics (Pages 9 & 13); Corporate Governance Manual (Pages 3- 5); Code of Business Conduct and Ethics (Pages 2-3 & 7- 8)	Y	<u>Default item.</u> These are expressly provided in the Code of Ethics (CoE) and Corporate Governance Manual (CGM) of Malayan Insurance Company, Inc, as well as the Code of Business Conduct and Ethics (CBCE) of the Yuchengco Group of Companies (YGC). The Company is a member of the Malayan Insurance Companies (MGIC) as well as the YGC. As such, it adopts the CoE and CGM of Malayan, and the CBCE of YGC. The source document(s) may be accessed by the public through the Company's website.
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	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.
B.4	Related party transactions by directors and key executives.			

B.4.1	Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest?	Corporate Governance Manual (Pages 4-5); Code of Business Conduct and Ethics (Pages 4-6)	Y	<u>Default item.</u> Notwithstanding being a default item, this policy is enshrined in the Corporate Governance Manual (CGM) of Malayan Insurance Company, Inc. and the Code of Business Conduct and Ethics (CBCE) of the YGC. The Company is a member of the Malayan Insurance Companies (MGIC) as well as YGC. As such, it adopts the CGM of Malayan, and the CBCE of YGC. The source document(s) may be accessed by the public through the Company's website.
B.4.2	Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company and shareholders?	Corporate Governance Manual (Pages 9-10)	Y	The Company is a member of the Malayan Group of Insurance Companies (MGIC) and adopts the Corporate Governance Manual (CMG) of Malayan Insurance Company, Inc. As stated in the Corporate Governance Manual, the Risk Management Committee reviews and discuss with the management significant financial reporting issues (which may include material RPT's). The source document may be accessed by the public through the Company's website.
B.4.3	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?	Corporate Governance Manual (Pages 5 & 11)	Y	<u>Default item.</u> Notwithstanding being a default item, this policy is enshrined in the Corporate Governance Manual of Malayan Insurance. The Company is a member of the Malayan Group of Insurance Companies (MGIC) and adopts the Corporate Governance Manual (CMG) of Malayan Insurance Company, Inc. The source document(s) may be accessed by the public through the Company's website.
B.4.4	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?	Corporate Governance Manual (Pages 5, 10, 12); Code of Business Conduct and Ethics (Pages 2 & 9)	Y	<u>Default item.</u> Notwithstanding being a default item, this policy is enshrined in the Corporate Governance Manual (CGM) of Malayan Insurance Inc. and Code of Business Conduct and Ethics (CBCE) of the Yuchengco Group of Companies (YGC). As a member of the Malayan Group of Insurance Companies (MGC) and the YGC, the Company adopts the CGM of Malayan and CBCE of YGC.
B.5	Protecting minority shareholders from abusive actions			

B.5.1	Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?	Annual Report (Pages 124 & 125)	Y	There were RPT's classified as financial assistance to entities other than the wholly-owned subsidiary companies. The source document(s) may be accessed by the public through the Company's website.
B.5.2	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	Corporate Governance Manual (Page 12)	Y	The Company is a member of the Malayan Group of Companies (MGIC) and adopts the Corporate Governance Manual of Malayan Insurance Company, Inc. It is enshrined in the Company's Corporate Governance Manual that related party transactions shall be conducted in terms favorable to the Company, Policyholders and stakeholders. The source document(s) may be accessed by the public through the Company's website.