

D.1 Transparent ownership structure			Y/ N	Reference/ Source document
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	<b>OECD Principle V: Disclosure and Transparency</b> <b>(A) Disclosure should include, but not limited to, material information on:</b> (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, and beneficial ownership.  <b>ICGN 7.6 Disclosure of ownership</b> ... the disclosure should include a description of the relationship of the company to other companies in the corporate group, data on major shareholders and any other information necessary for a proper understanding of the company's relationship with its public shareholders.	Y	<b>YES.</b> The information on the shareholders is revealed showing the identity of beneficial owners holding 5% shareholding or more.  Source: <a href="#">List of Shareholders</a>
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?		Y	<b>YES.</b> The company discloses the direct and indirect (deemed) shareholdings of major and/or substantial shareholders.  Source: <a href="#">List of Shareholders</a>
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?		Y	<b>YES.</b> The company discloses the direct and indirect (deemed) shareholdings of major and/or substantial shareholders.
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?		Y	<b>YES.</b> The company discloses the direct and indirect (deemed) shareholdings of senior management.
D.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?		Y	<b>YES.</b> The company discloses the details of parent/holding company, subsidiaries, associates, joint ventures and special enterprises/vehicles (SPEs/SPVs).  Source: <a href="#">List of Stockholders</a>

D.2	Quality of Annual Report
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	<b>Does the company's annual report disclose the following items:</b>			
D.2.1	Key risks	<b>"OECD Principle V (A):</b> (1) The financial and operating results of the company; (2) Company objectives, including ethics, environment, and other public policy commitments; (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, beneficial ownership; (4) Remuneration policy for members of the board and key executives, including their qualifications, the selection process, other company directorships and whether they are regarded as independent by the board; (6) Foreseeable risk factors, including risk management system; (7) Issues regarding employees and other stakeholders; (8) Governance structure and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented.	Y	Source: <a href="#">Notes on Financial Statement (Note 5 - Management Insurance Risk and Financial Risk)</a>
D.2.2	Corporate objectives		N	
D.2.3	Financial performance indicators		Y	<b>YES.</b> Statement of Financial Position, Statement of Changes in Equity and Statement of Comprehensive Income.  Source: <a href="#">Financial Statement</a>
D.2.4	Non-financial performance indicators		N	
D.2.5	Dividend policy		Y	<b>YES.</b> The company has a dividend policy in place.  Source: <a href="#">Page 43 Annex 68-C of Notes on Financial Statement</a>
D.2.6	Details of whistle-blowing policy		N	
D.2.7	Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	<b>OECD Principle V (E):</b> Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users.  <b>ICGN 2.4 Composition and structure of the board</b> <b>ICGN 2.4.1 Skills and experience</b> <b>ICGN 2.4.3 Independence</b>  <b>ICGN 5.0 Remuneration</b> <b>ICGN 5.4 Transparency</b>  <b>UK Corporate Governance Code (2010)</b>	Y	<b>YES.</b> The company has biographical details (at least age, qualifications, date of first appointment, relevant experience and any other directorships of listed companies) of directors/commissioners.  Source: <a href="#">Profiles of the Members of the Board of Directors</a>
D.2.8	Training and/or continuing education programme attended by each director/commissioner		N	

D.2.9	Number of board of directors/commissioners meetings held during the year	OR Corporate Governance Code (2010) A.1.2 - the number of meetings of the board and those committees and individual attendance by directors.  <b>CLSA-ACGA (2010) CG Watch 2010 - Appendix 2</b> (I) CG rules and practices (19) Disclose the exact remuneration of individual directors.	Y	<b>YES.</b> The company shows the number of board of directors/commissioners meetings held this year.  Source: <a href="#">Attendance of Directors to Board Meetings</a>
D.2.10	Attendance details of each director/commissioner in respect of meetings held		Y	<b>YES.</b> The company shows the attendance details of each director/commissioner in respect of meetings held.  Source: <a href="#">Attendance of Directors to Board Meetings</a>
D.2.11	Details of remuneration of each member of the board of directors/commissioners		N	<b>NO.</b> The directors who attended the meeting are paid per diem.
<b>Corporate Governance Confirmation Statement</b>				

D.2.12	Does the Annual Report contain a statement confirming the company's full compliance with the code of corporate governance and where there is non-compliance, identify and explain reasons for each such issue?	<p><b>OECD PRINCIPLE V (A) (8)</b></p> <p><b>UK CODE (JUNE 2010): Listing Rules</b></p> <p>9.8.6 R (for UK incorporated companies) and 9.8.7 R (for overseas incorporated companies) state that in the case of a company that has a Premium listing of equity shares, the following items must be included in its Annual Report and accounts: a statement of how the listed company has applied the Main Principles set out in the UK CG Code, in a manner that would enable shareholders to evaluate how the principles have been applied; a statement as to whether the listed company has complied throughout the accounting period with all relevant provisions set out in the UK CG Code; or not complied throughout the accounting period with all relevant provisions set out in the UK CG Code, and if so, setting out:</p> <p>(i) those provisions, if any, it has not complied with;</p> <p>(ii) in the case of provisions whose requirements are of a continuing nature, the period within which, if any, it did not comply with some or all of those provisions; and</p> <p>(iii) the company's reasons for non-compliance.</p> <p><b>ASX CODE:</b></p> <p>Under ASX Listing Rule 4.10.3, companies are required to provide a statement in their Annual Report disclosing the extent to which they have followed the Recommendations in the reporting period. Where companies have not followed all the Recommendations, they must identify the Recommendations that have not been followed and give reasons for not following them.</p>	N	
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D.3.	Disclosure of related party transactions (RPT)
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D.3.1	Does the company disclose its policy covering the review and approval of material/significant RPTs?	<b>OECD Principle V: Disclosure and Transparency</b> (A) Disclosure should include, but not limited to, material information on: (5) Related party transactions  <b>ICGN 2.11.1 Related party transactions</b> The company should disclose details of all material related party transactions in its Annual Report.	Y	<b>YES.</b> The company discloses its policy covering the review and approval of materials/significant RPTs.  Source: <a href="#">Page 33 Note 30-Transaction with Related Parties in the Notice to Audited Financial Statement</a>
D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?		Y	<b>YES.</b> The company discloses the name of the related party and relationship for each material/significant RPT.  Source: <a href="#">Page 33 Note 30-Transaction with Related Parties in the Notice to Audited Financial Statement</a>
D.3.3	Does the company disclose the nature and value for each material/significant RPT?		Y	<b>YES.</b> The company discloses the nature and value for each materials/significant RPT.  Source: <a href="#">Page 33 Note 30-Transaction with Related Parties in the Notice to Audited Financial Statement</a>

<b>D.4</b>	<b>Directors and commissioners dealings in shares of the company</b>
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D.4.1	Does the company disclose trading in the company's shares by insiders?	<b>OECD Principle V (A):</b> (3) Major share ownership and voting rights  <b>ICGN 3.5 Employee share dealing</b> Companies should have clear rules regarding any trading by directors and employees in the company's own securities.  <b>ICGN 5.5 Share ownership</b> Every company should have and disclose a policy concerning ownership of shares of the company by senior managers and executive directors with the objective of aligning the interests of these key executives with those	N/A	
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D.5 External auditor and Auditor Report				
D.5.1	Are audit fees disclosed?	<b>OECD Principle V (C):</b> An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects.	Y	<b>YES.</b> The company discloses the audit fees.  Source: <a href="#">Auditor's Engagement Proposal</a>
	<i>Where the same audit firm is engaged for both audit and non-audit services</i>			
D.5.2	Are the non-audit fees disclosed?		N	
D.5.3	Does the non-audit fee exceed the audit fees?	<b>OECD Principle V (D):</b> External auditors should be accountable to the	N/A	

D.6 Medium of communications	
Does the company use the following modes of communication?	

D.6.1	Quarterly reporting	<b>OECD Principle V (E):</b> Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users.  <b>ICGN 7.1 Transparent and open communication</b> Every company should aspire to transparent and open communication about its aims, its challenges, its achievements and its failures.  <b>ICGN 7.2 Timely disclosure</b> Companies should disclose relevant and material information concerning themselves on a timely basis, in particular meeting market guidelines where they exist, so as to allow investors to make informed decisions about the acquisition, ownership obligations and rights, and	Y	<b>YES.</b> The company submits and shows quarterly report to the Insurance Commission.  Source: <a href="#">Sample coverage of a quarterly report submitted to the Insurance Commission</a>
D.6.2	Company website		Y	<b>YES.</b> The company has a website as one of their modes of communication.  Source: <a href="#">MB Life Insurance Coportation Website (www.mblife.com.ph)</a>
D.6.3	Analyst's briefing		N/A	Default - Class 3
D.6.4	Media briefings /press conferences		N/A	Default - Class 3

<b>D.7 Timely filing/release of annual/financial reports</b>				
D.7.1	Are the audited annual financial report / statement released within 120 days from the financial year end?	<b>OECD Principle V (C)</b>  <b>OECD Principle V (E) OECD Principle V-(A).</b>  <b>ICGN 7.2 Timely disclosure</b>  <b>ICGN 7.3 Affirmation of financial statements</b> The board of directors and the corporate officers of the company should affirm at least annually the accuracy of the company's financial statements or financial accounts.	Y	<b>YES.</b> The company submits the audited financial statement / report within 120 days from the financial year end.  Source: <a href="#">Receiving copy of the Audited Financial Statement to the Insurance Commission</a>
D.7.2	Is the annual report released within 120 days from the financial year end?		Y	<b>YES.</b> The company submits the audited financial statement report within 120 days from the financial year end.  Source: <a href="#">Receiving copy of the Audited Financial Statement to the Insurance Commission</a>

D.7.3	Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the board of directors/commissioners and/or the relevant officers of the company?		Y	<b>YES.</b> The true and fairness representation of the annual statement is affirmed by the board of directors.  Source: <a href="#">Annual Statement 2017</a>
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D.8 Company website				
<i>Does the company have a website disclosing up-to-date information on the following:</i>				
D.8.1	Business operations	<b>OECD Principle V (A)</b>  <b>OECD Principle V (E)</b>  <b>ICGN 7.1 Transparent and open communication</b>  <b>ICGN 7.2 Timely disclosure</b>	Y	<b>YES.</b> The company shows important information on business operations in the company website.  Source: <a href="#">MB Life Insurance Corporation Website (www.mblife.com.ph) - About Us</a>
D.8.2	Financial statements/reports (current and prior years)		Y	<b>YES.</b> The company shows financial statements/reports in current and prior years in the website.  Source: <a href="#">Statement of Financial Position, Statement of Changes in Equity and Statement of Comprehensive Income; all included in the Notes of Financial Statement</a>
D.8.3	Materials provided in briefings to analysts and media		N/A	
D.8.4	Shareholding structure		Y	<b>YES.</b> The shareholding structure is available in the website.  Source: <a href="#">List of Stockholders</a>



D.8.5	Group corporate structure		Y	<b>YES.</b> The group corporate structure is found in the website.  Source: <a href="#">MB Life Insurance Corp. Website - Corporate Profile</a> (please click the + button beside the corporate profile button for more detailed informaion)
D.8.6	Downloadable annual report		N	
D.8.7	Notice of AGM and/or EGM		Y	<b>YES.</b> The Notice of AGM is uploaded in the website at least 21 days before the actual meeting.  Source: <a href="#">Notice and Agenda of the AGM.</a>
D.8.8	Minutes of AGM and/or EGM		Y	<b>YES.</b> The Minutes of AGM is uploaded in the website at least 21 days before the actual meeting.  Source: <a href="#">Minutes of the AGM</a>
D.8.9	Company's constitution (company's by-laws, memorandum and articles of association)		Y	<b>YES.</b> The company's constitution is uploaded in the website.  Source: <a href="#">Amended By Laws</a>

D.9 Investor relations				
D.9.1	Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer / office responsible for investor relations?	ICGN 7.1 Transparent and open communication	N/A	Default - Class 3