



**METROPOLITAN**  
INSURANCE COMPANY INC.

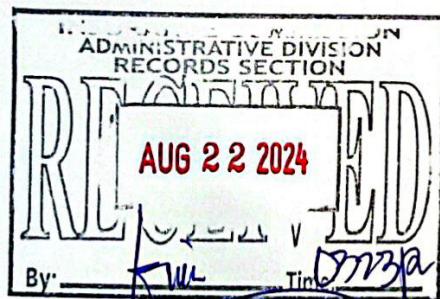
August 22, 2024

**Insurance Commission**  
United Nations Avenue, Ermita,  
Manila

**Annual Corporate Governance Report**  
CL 2020-72

In compliance with Circular Letter No. 2020-72 pertaining to the submission of Annual Corporate Governance Report, we hereby submit the following output for the year 2024.

Please do acknowledge receipt.



Enrico D. Cleofas  
Insurance Commission - Admin.  
Records - Receiving

Truly yours,  
**METROPOLITAN INSURANCE COMPANY, INC.**

Joseph Cezar V. Besmano  
Compliance Officer



3rd Floor Athenaeum Building,  
160 L.P. Leviste Street, Salcedo Village,  
Makati City 1227



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ANNUAL CORPORATE GOVERNANCE REPORT OF METROPOLITAN  
INSURANCE COMPANY, INC.

**1. For the fiscal year ended**

- 2023

**2. Certificate Authority Number**

- No. 2022/74-R

**3. Province, Country or other jurisdiction of incorporation or organization**

- Metro Manila, Philippines

**4. Address of principal office and Postal code**

- 3rd Floor Athenaeum Building, 160 L.P. Leviste Street, Salcedo Village, Makati City  
1227

**5. Company's telephone number including area code**

- (02) 8867-2888

**6. Company's official website**

- [www.miciph.com](http://www.miciph.com)

**7. Former name, former address, formal fiscal year, if changed since last report**

- Not Applicable

ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>The Board's Governance Responsibilities</b>			
Principle 1: The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
<b>Recommendation 1.1</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	Compliant	<b>p. 2 MICI Corporate Governance Manual</b>	<i>"The Board shall be composed of Directors with a collective working knowledge, experience or expertise that is relevant to the Corporation's industry/sector. The Board shall always ensure that it has an appropriate mix of competence and expertise and that its members remain qualified for their positions individually and collectively, to enable it to fulfill its roles and responsibilities and respond to the needs of the organization based on the evolving business environment and strategic direction"</i> <b>p. 2 MICI Corporate Governance Manual</b>
2. Board has an appropriate mix of competence and expertise.	Compliant	<b>p. 3 MICI Corporate Governance Manual</b>	<i>"The membership of the Board of Directors may be a combination of executive and non- executive directors (which shall include Independent Directors). The Board shall be composed of a majority of non-executive directors who possess the necessary qualifications to effectively participate and help secure objective, independent judgment on corporate affairs and to substantiate proper checks and balances."</i> <b>p. 3 MICI Corporate Governance Manual</b>

3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	Compliant	<b>p. 2 MICI Corporate Governance Manual</b>	<i>"The Board shall be composed of Directors with a collective working knowledge, experience or expertise that is relevant to the Corporation's industry/sector. The Board shall always ensure that it has an appropriate mix of competence and expertise and that its members remain qualified for their positions individually and collectively, to enable it to fulfill its roles and responsibilities and respond to the needs of the organization based on the evolving business environment and strategic direction"</i> <b>p. 2 MICI Corporate Governance Manual</b>
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non- executive directors.	Compliant	<b>p. 2 MICI Corporate Governance Manual</b>	<i>"The members of the Board of Directors shall not be less than five (5) but not more than fifteen (15) and shall be elected in accordance with the Corporation's by-laws and applicable laws."</i> <b>p. 2 MICI Corporate Governance Manual</b>
<b>Recommendation 1.3</b>			
1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.	Compliant	<b>P2-3. MICI Corporate Governance Manual</b>	<i>"To ensure a high standard of best practice for the Corporation, its stockholders, and other stakeholders, MICI has enumerated the specific duties and functions of Board of Directors."</i> <b>P2-3. MICI Corporate Governance Manual</b>

2. Company has an orientation program for first time directors.	Compliant	<b>The Chair, the Chief Executive Officer and the Lead independent Director, p. 20, MICI Corporate Governance Manual</b>	“Assure the availability of proper orientation for first-time Directors and continuing training opportunities for all Directors” <b>The Chair, the Chief Executive Officer and the Lead independent Director, p. 20, MICI Corporate Governance Manual</b>
3. Company has relevant annual continuing training for all directors.	Compliant	<b><i>Specific Duties and Functions, p.2, Sec 2, MICI Corporate Governance Manual</i></b>	“Appoint competent, professional, honest, and highly-motivated Management Officers and adopt an effective succession planning program for Management and key Officers to ensure growth and a continued increase in the shareholders' value, including a policy on the retirement age for Directors and key Officers, and to promote dynamism in the Corporation” <b><i>Specific Duties and Functions, p.2, Sec 2, MICI Corporate Governance Manual</i></b>
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	Compliant	<b><i>Specific Duties and Functions, p.2, Sec 1, MICI Corporate Governance Manual</i></b>	“Implement a process of selection aligned with the strategic direction of the Corporation to ensure a mix of competent Directors and Officers who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies” <b><i>Specific Duties and Functions, p.2, Sec 1, MICI Corporate Governance Manual</i></b>
<b>Recommendation 1.5</b>			
1. Board is assisted in its duty by a Corporate Secretary.	Compliant	<b>Section 1, Article IV, MICI By Laws Section 5, Article IV, MICI By Laws</b>	“Immediately after their election, the Board of Directors, shall formally organize by electing the Chairman, the President, one or more Vice-Presidents, the Treasurer, and the Secretary.” <b>Section 1, Article IV, MICI By Laws</b>  “The Secretary must be a resident and a citizen of the Philippines. He shall custodian of and shall maintain the corporate books and records and shall be the recorder of the Corporation’s formal actions and transactions.” <b>Section 5,</b>



			<b>Article IV, MICI By Laws</b>
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	MICI Corporate Governance Manual	The undersigned Compliance Officer can attest that the Compliance Officer is separate individual from the Corporate Secretary
3. Corporate Secretary is not a member of the Board of Directors.	Compliant	<b><u>The Corporate Secretary p. 22</u></b> MICI Corporate Governance Manual	<i>"Considering his varied functions and duties, he must possess appropriate administrative and interpersonal skills, and if he is not at the same time the general counsel or chief legal officer, then he must have the legal skills of a general counsel or chief legal officer. He must also have some financial and accounting skills."</i> <b>The Corporate Secretary p. 22 MICI Corporate Governance Manual</b>
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<u>MICI By Laws</u>	The Compliance Officer attest that the Corporate Secretary is currently undergoing trainings on corporate governance.
<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	Compliant	<b><i>Compliance System, P. 1, MICI Corporate Governance</i></b>	<i>"To ensure adherence to corporate principles and best practices, the Board of Directors shall appoint a Compliance Officer who shall hold the position of a Vice President or its equivalent. He is primarily liable to the Corporation and its shareholders."</i> <b>Compliance System, P. 1, MICI Corporate Governance</b>

2. Compliance Officer has a rank of Vice President or an equivalent position with adequate stature and authority in the corporation	Compliant	<b>Compliance System, P. 1, MICI Corporate Governance</b>  <a href="#">Board Resolution</a>	<i>"To ensure adherence to corporate principles and best practices, the Board of Directors shall appoint a Compliance Officer who shall hold the position of a Vice President or its equivalent. He is primarily liable to the Corporation and its shareholders."</i> <b>Compliance System, P. 1, MICI Corporate Governance</b>  Compliance Officer has been appointed.
3. Compliance Officer is not a member of the board.	Compliant	<b>Compliance System, P. 1, MICI Corporate Governance</b>	<i>"To ensure adherence to corporate principles and best practices, the Board of Directors shall appoint a Compliance Officer who shall hold the position of a Vice President or its equivalent. He is primarily liable to the Corporation and its shareholders."</i> <b>Compliance System, P. 1, MICI Corporate Governance</b>
4. Compliance Officer attend training/s on corporate governance annually.	Compliant	<a href="#">MICI Corporate Governance Manual</a>	Complying: <a href="#">MICI Corporate Governance Manual</a>
<b>Principal 2:</b> The fiduciary roles, responsibilities and accountabilities of the Board as provided under the Law, the company's article and by-laws, and other legal pronouncement and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders			
<b>Recommendation 2.1</b>			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	Compliant	<b>Board of Directors General Responsibility, p. 3, MICI Corporate Governance Manual</b>	<i>"The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the Corporation's articles and bylaws, and other legal pronouncements and guidelines should be clearly made known to all Directors as well as to shareholders and other stakeholders. The Board members should act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company and all shareholders and other stakeholders."</i> <b>Board of Directors General Responsibility, p. 3, MICI Corporate Governance Manual</b>

**Recommendation 2.2**

1. Board oversees the development, review and approval of the company's business objectives and strategy	Compliant	<b>Board of Directors General Responsibility, p. 3, MICI Corporate Governance Manual-</b>	<i>"The Board should oversee the development of and approve the Corporation's business objectives and strategy, and monitor their implementation, to sustain the Corporation's long-term viability and strength. The Board is responsible for formulating the Corporation's vision, mission, strategic objectives, policies, and procedures that shall guide its activities, including the means to effectively monitor Management's performance."</i> <b>Board of Directors General Responsibility, p. 3, MICI</b>
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2. Board oversees and monitors the implementation of the company's business objectives and strategy in order to sustain the company's long-term viability and strength.	Compliant	<b>Board of Directors General Responsibility, p. 3, MICI Corporate Governance Manual</b>	<b>Corporate Governance Manual-</b> <i>"To show full commitment to the Corporation, a director should devote the time and attention necessary to perform his duties and responsibilities properly and effectively, including sufficient time to be familiar with the corporation's business."</i> <b>Board of Directors General Responsibility, p. 3, MICI Corporate Governance Manual</b>  <i>"The Board is responsible for formulating the Corporation's vision, mission, strategic objectives, policies, and procedures that shall guide its activities, including the means to effectively monitor Management's performance."</i> <b>Board of Directors General Responsibility, p. 3, MICI Corporate Governance Manual</b>
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**Recommendation 2.3**



1. Board is headed by a competent and qualifies Chairperson	Compliant	<b>Board of Directors p. 2, MICI Corporate Governance Manual</b>  <b>P.6 MICI By Laws</b>  <b>Specific Duties and Functions, p.2, Sec 2, MICI Corporate Governance Manual</b>	<p>"The Board shall be composed of Directors with a collective working knowledge, experience or expertise that is relevant to the Corporation's industry/sector." <b>Board of Directors p. 2, MICI Corporate Governance Manual</b></p> <p><i>"Chairman of the Board – The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholder. He shall also exercise such power and perform such duties as the Board of Directors may assign to him."</i> <b>P.6 MICI By Laws</b></p> <p>"Appoint competent, professional, honest, and highly-motivated Management Officers and adopt an effective succession planning</p>
			<p>program for Management and key Officers to ensure growth and a continued increase in the shareholders' value, including a policy on the retirement age for Directors and key Officers, and to promote dynamism in the Corporation."</p> <p><b>Specific Duties and Functions, p.2, Sec 2, MICI Corporate Governance Manual</b></p>
<b>Recommendation 2.4</b>			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management	Compliant	<b>Specific Duties and Functions, p.2, Sec 2, MICI Corporate Governance Manual</b>	<p>"Appoint competent, professional, honest, and highly-motivated Management Officers and adopt an effective succession planning program for Management and key Officers to ensure growth and a continued increase in the shareholders' value, including a policy on the retirement age for Directors and key Officers, and to promote dynamism in the Corporation."</p> <p><b>Specific Duties and Functions, p.2, Sec 2, MICI Corporate Governance Manual</b></p>

2. Board adopts a policy on the retirement for directors and key officers	Compliant	<b>Specific Duties and Functions, p.2, Sec 2, MICI Corporate Governance Manual</b>	“Appoint competent, professional, honest, and highly-motivated Management Officers and adopt an effective succession planning program for Management and key Officers to ensure growth and a continued increase in the shareholders' value, including a policy on the retirement age for Directors and key Officers, and to promote dynamism in the Corporation.” <b>Specific Duties and Functions, p.2, Sec 2, MICI Corporate Governance Manual</b>
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#### Recommendation 2.5

1. Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members.	Compliant	<b>P. 8 MICI By Laws</b>	“Compensation – The officers of the Corporation shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall ne precluded from serving the Corporation
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			in any other capacity as an officer, agent or otherwise, and receiving compensation therefore.” <b>P. 8 MICI By Laws</b>
2. Board aligns the remuneration of key officers and board members with long-term interest of the company	Compliant	<b>Board of Directors, Specific Duties and Functions, Sec.5, P. 4, MICI Corporate Governance Manual</b>	“Align the remuneration of key Officers and Board members with the long-term interests of the Corporation and, in doing so, formulate and adopt a policy specifying the relationship between remuneration and performance.” <b>Board of Directors, Specific Duties and Functions, Sec.5, P. 4, MICI Corporate Governance Manual</b>
3. Directors do not participate in discussion or deliberations involving his/her own remuneration.	Compliant	<b>Duties and Responsibilities, Corporate Governance Committee, p. 13, MICI Corporate Governance Manual</b>	“Disallow any director to decide his or her own remuneration” <b>Duties and Responsibilities, Corporate Governance Committee, p. 13, MICI Corporate Governance Manual</b>

#### Recommendation 2.6

<p>1. Board has formal and transparent board nomination and election part</p>	<p>Compliant</p>	<p><b>P. 4-5, MICI By Laws.</b></p>	<p><b><i>"Section 2, Election and Term</i></b> – The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.</p> <p><b><i>Section 3, Vacancies</i></b> – Any vacancy occurring in the Board of Directors, other than by removal by the stockholders or by expiration of his term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same</p>
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			meeting which authorize the increase of directors, if so, stated in the notice of the meeting. The vacancy resulting from the removal of a director by the stockholders in the manner provided y law may be filled by election at the same meeting of stockholders without further notice, or at any regular or at any special meeting of stockholders called for the purpose, after giving notice as prescribed in the By-Laws." <b>P. 4-5, MICI By Laws.</b>
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance	Compliant	<b>Qualification and Disqualification of Directors, p. 8, MICI Corporate Governance Manual</b>	"The Board of Directors shall be composed of members from diverse backgrounds to ensure that optimal decision-making is achieved. In addition to the qualifications for membership in the Board provided for in the Corporation Code, the Securities Regulation Code, and other relevant laws" <b>Qualification and Disqualification of Directors, p. 8, MICI Corporate Governance Manual</b>
3. Board nomination and election policy includes how the company accepts nominations from minority shareholders	Compliant	<b>Voting Right, Investors' Rights and Protection, p. 27, MICI Corporate Governance Manual</b>	"The Board is committed to respect the rights of the shareholders and minority interests. Shareholders shall have the right to nominate, elect, remove, and replace Directors and vote on certain corporate acts in accordance with the Corporation Code. The Board should be transparent and fair in the conduct of the annual and special shareholders' meetings of the Corporation. The shareholders shall be encouraged to personally attend such meetings. If they cannot attend, they shall be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of the by- laws of the Corporation, the exercise of that right shall not be unduly restricted and any doubt about the validity of a proxy shall be resolved in the shareholders' favor." <b>Voting Right, Investors' Rights and Protection, p. 27, MICI Corporate Governance Manual</b>
4. Board nomination and election policy	Compliant	<b>Duties and Responsibilities, Corporate</b>	"Pre-screen and shortlist all candidates

includes how the board reviews nominated candidates		<b>Governance Committee, MICI Corporate Governance Manual</b>	nominated to become a member of the Board of Directors in accordance with the qualifications and disqualifications as provided in this Manual” <b>Duties and Responsibilities, Corporate Governance Committee, MICI Corporate Governance Manual</b>
5. Board nomination and election policy includes an assessment of the effectiveness of the Board’s processes in the nomination, election or replacement of a director	Compliant	<b>Training and Assessment, p. 32, MICI Corporate Governance Manual</b>	“The best measure of the Board's effectiveness is through an assessment process. The Board shall regularly carry out evaluations to appraise its performance as a body and assess whether it possesses the right mix of backgrounds and competencies.” <b>Training and Assessment, p. 32, MICI Corporate Governance Manual</b>
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	<b>Board of Directors, p.2, MICI Corporate Governance Manual</b>	“The Board shall always ensure that it has an appropriate mix of competence and expertise and that its members remain qualified for their positions individually and collectively, to enable it to fulfill its roles and responsibilities and respond to the needs of the organization based on the evolving business environment and strategic direction” <b>Board of Directors, p.2, MICI Corporate Governance Manual</b>
<b>Recommendation 2.7</b>			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions	Compliant	<b>Related Party Transaction Committee, P. 21, MICI Corporate Governance Manual</b>	<i>“The Board shall establish a Related Party Transaction Committee ("RPT Committee"), which will be tasked with reviewing all material RPTs of the Corporation and may be composed of at least three (3) nonexecutive directors, two (2) of whom should be Independent Directors. The Chairman shall be an Independent Director.” <b>Related Party Transaction Committee, P. 21, MICI Corporate Governance Manual</b></i>
2. RPT Policy includes appropriate review and approval of materials RPTs, which guarantee fairness and transparency of the transactions	Compliant	<b>Related Party Transaction Committee, P. 21, MICI Corporate Governance Manual</b>	<i>“Evaluate on an ongoing basis existing relation between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and</i>

			vice versa) are captured. Related parties, RPTs and changes in relationship should be reflected in the relevant reports to the Board and regulators/supervisors" <b>Related Party Transaction Committee, P. 21, MICI Corporate Governance Manual</b>
3. RPT Policy encompasses all entities within the group, considering their size, structure, risk profile, and complexity of operations	Compliant	<b>Related Party Transaction Committee, P. 21, MICI Corporate Governance Manual</b>	"Evaluates all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the Corporation are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions." <b>Related Party Transaction Committee, P. 21, MICI Corporate Governance Manual</b>
<b>Recommendation 2.8</b>			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<a href="#">Board Resolution</a>	The appoints said committee and committee heads last October 11, 2021.
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	Compliant	<b>P. 23, MICI Corporate Governance Manual</b>	"The Board should be headed by a competent and qualified Chair. The roles of the Chair and the Chief Executive Officer are unified in the case of the Corporation. The proper checks and balances are laid down to ensure that the Board of Directors obtains the benefit of independent views and perspectives." <b>P. 23, MICI Corporate Governance Manual</b>
<b>Recommendation 2.9</b>			



1. Board established an effective performance management framework that ensures that Management, including the Chief Executive Officer performance is at par with the standards set by the Board and Senior Management	Compliant	<b>Performance Evaluation, Periodic Assessment, P. 5</b>	<i>"The Committee shall assess its effectiveness periodically, with the end in view of ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of this Charter and the Amended Manual, which shall be the basis of its formulation of objective and plans to improve its performance, including any recommendations for amendments to this Charter for approval by the Board."</i> <b>Performance Evaluation, Periodic Assessment, P. 5</b>
2. Board established an effective performance management framework the ensures that personnel's performance is at par with the standards set by the Board and Senior Management	Compliant	<b>Internal Control System, P. 7, MICI Corporate Governance Manual</b>	<i>"Establish an effective performance management framework that will ensure that the Management, including the Chief Executive Officer, and personnel's performance is at par with the standards set by the Board and Senior Management."</i> <b>Internal Control System, P. 7, MICI Corporate Governance Manual</b>
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place	Compliant	<b>Internal Controls and Enterprise Risk Management, p. 6, MICI Corporate Governance Manual</b>	<i>"To ensure the integrity, transparency, and proper governance in the conduct of its affairs, the Corporation shall have an adequate and effective internal control system and an enterprise risk management framework in the conduct of its business, considering its size, risk profile and complexity of operations."</i> <b>Internal Controls and Enterprise Risk Management, p. 6, MICI Corporate Governance Manual</b>  <i>"Establish organizational and operational controls commensurate with, among others, the nature and complexity of the business of the Corporation and its culture, volume, size and complexity of transactions; degree of risks involved, degree of centralization and delegation of authority; extent and effectiveness of information technology; and</i>

			<i>extent of regulatory compliance” Internal Control System, p. 6, MICI Corporate Governance Manual</i>
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders	Compliant	<i>Internal Control System, p. 6, MICI Corporate Governance Manual</i>	<p><i>“Ensure that an independent audit mechanism is in place to monitor the adequacy and effectiveness of the Corporation's governance, operations and information systems, including the reliability and integrity of financial and operational information, the effectiveness and efficiency of operations, the safeguarding of assets, and compliance with laws, rules, regulations and contracts” Internal Control System, p. 6, MICI Corporate Governance Manual</i></p> <p><i>“Establish a mechanism for monitoring and managing potential conflicts of interest of Management, Board members, and shareholders” Internal Control System, p. 6, MICI Corporate Governance Manual</i></p>
3. Board approves the Internal Audit Charter.	Compliant	<i>Audit and Risk Oversight Committee, p 17, MICI Corporate Governance Manual</i>	<p><i>“The Board shall establish an Audit and Risk Oversight 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, as well as oversight over the Corporation's ERM system to ensure its functionality and effectiveness.” Audit and Risk Oversight Committee, p 17, MICI Corporate Governance Manual</i></p>
<b>Recommendation 2.11</b>			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	Compliant	<i>Enterprise Risk Management, P. 7, MICI Corporate Governance Manual</i>	<p><i>“The Board shall oversee that a sound enterprise risk management (“ERM”) framework is in place to effectively identify, monitor, assess and manage key business risks, which will guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.</i></p> <p><i>The Corporation shall consider establishing a</i></p>

			<p>separate ERM function to identify, assess and monitor key risk exposures, corresponding to its size, risk profile and complexity of operations.”</p> <p><b>Enterprise Risk Management, P. 7, MICI Corporate Governance Manual</b></p>
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	<b>Duties and Responsibilities, P. 3, MICI Audit and Risk Oversight Committee Charter</b>	<p>“The Committee is responsible for overseeing the Senior Management in establishing and maintaining an adequate, effective, and efficient internal control framework. It ensures that systems and processes are designed to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency, and effectiveness of operations, and safeguarding of assets.”</p> <p><b>Duties and Responsibilities, P. 3, MICI Audit and Risk Oversight Committee Charter</b></p>
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities, and accountabilities in carrying out its fiduciary role.	Compliant	<b>Board of Directors, General Responsibility, p.3, MICI Corporate Governance Manual</b>	<p>“It shall be the Board's responsibility to foster the long-term success of the Corporation and secure its sustained competitiveness and profitability in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Corporation, its shareholders, and other stakeholders. The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the Corporation's articles and bylaws, and other legal pronouncements and guidelines should be clearly made known to all Directors as well as to shareholders and other stakeholders.”</p> <p><b>Board of Directors, General Responsibility, p.3, MICI Corporate Governance Manual</b></p>
2. Board Charter Serves as a guide to the directors in the performance of their functions.	Compliant	<u>MICI Corporate Governance Manual</u>	<u>MICI Corporate Governance Manual</u>
Principal 3: Board committees should be set up to the extent possible to support the effective performance of the Board’s functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition,			

functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1

1.	Board established board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	Compliant	<b>Board Committees, P. 15, MICI Corporate Governance Manual</b>	<i>"The Board shall establish committees that focus on specific Board functions, particularly with respect to audit, risk management, RPTs, and other key corporate governance concerns, such as nomination and remuneration, to aid in the optimal performance of its roles and responsibilities. Each Committee shall report regularly to the Board of Directors. All established Committees shall have Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting processes, resources, and other relevant information. The Charters shall provide the standards for evaluating the performance of the Committees and be fully disclosed on the Corporation's website."</i> <b>Board Committees, P. 15, MICI Corporate Governance Manual</b>
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Recommendation 3.2

1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit process, and compliance with applicable laws and regulations.	Compliant	<b><i>Purpose, P. 1, MICI Audit and Risk Oversight</i></b>	"Pursuant to the Corporation's Amended By- laws and Amended Manual on Corporate Governance (the "Amended Manual"), the Board of Directors of the Corporation (the "Board") constituted the Committee to enhance the Board's oversight capability over the Corporation's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations, as well as oversight over the Corporation's enterprise risk management ("ERM") system to ensure its functionality and effectiveness. The Committee is accountable to the Board for its performance." <b><i>Purpose, P. 1, MICI Audit and Risk Oversight Committee Charter</i></b>
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<b><i>Compositions, P. 1, MICI Audit and Risk Oversight Committee Charter</i></b>	"The Committee shall be composed of at least three (3) appropriately qualified nonexecutive directors, the majority of whom should be Independent Directors. The Chairperson shall be an Independent Director and should not be the Chairman of the Board or the chairperson of any other Committee" <b><i>Compositions, P. 1, MICI Audit and Risk Oversight Committee Charter</i></b>
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing, and finance.	Compliant	<b><i>Qualification, P. 1 MICI Audit and Risk Oversight Committee Charter</i></b>	"The members of the Committee shall have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing, and finance and at least one (1) member of the Committee must have relevant thorough knowledge and experience on risk and risk management." <b><i>Qualification, P. 1 MICI Audit and Risk Oversight Committee Charter</i></b>
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	<b><i>Compositions, P. 1, MICI Audit and Risk Oversight Committee Charter</i></b>	"The Chairperson shall be an Independent Director and should not be the Chairman of the Board or the chairperson of any other Committee" <b><i>Compositions, P. 1, MICI Audit and</i></b>

			<b>Risk Oversight Committee Charter</b>
<b>Recommendation 3.3</b>			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporative governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee	Compliant	<b>Purpose, P. 1, MICI Corporate Governance Committee Charter</b>	<i>"Pursuant to the Corporation's Amended By- Laws and Amended Manual on Corporate Governance (the "Amended Manual"), the Board of Directors of the Corporation (the "Board") constituted the Committee to aid the Board in the performance of its oversight responsibilities in the development and implementation of the corporate governance principles, policies, structures, and systems of the Corporation and assist the Board in the performance of its corporate governance responsibilities. The Committee is accountable to the Board for its performance."</i> <b>Purpose, P. 1, MICI Corporate Governance Committee Charter</b>
2. Corporate Governance Committee is composed of at least three members, majority of whom should be independent directors.	Compliant	<b>Membership and Qualifications, Composition, P.1, MICI Corporate Governance Committee Charter</b>	<i>"The Committee shall be composed of at least three (3) voting members, three (3) of whom shall be Independent Directors, and one (1) non-voting member who shall be the Compliance Officer. The Chairperson of the Committee shall be an Independent Director."</i> <b>Membership and Qualifications, Composition, P.1, MICI Corporate Governance Committee Charter</b>
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<b>Membership and Qualifications, Composition, P.1, MICI Corporate Governance Committee Charter</b>	<i>"The Chairperson of the Committee shall be an Independent Director."</i> <b>Membership and Qualifications, Composition, P.1, MICI Corporate Governance Committee Charter</b>
<b>Recommendation 3.4</b>			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	Compliant	<b>Purpose, p. 1, MICI Audit and Risk Oversight Committee Charter</b>	<i>"Pursuant to the Corporation's Amended By- laws and Amended Manual on Corporate Governance (the "Amended Manual"), the Board of Directors of the Corporation (the "Board") constituted the Committee to enhance the Board's oversight capability over the Corporation's financial reporting, internal control system, internal and external audit</i>



			processes, and compliance with applicable laws and regulations, as well as oversight over the Corporation's enterprise risk management ("ERM") system to ensure its functionality and effectiveness. The Committee is accountable to the Board for its performance." <b>Purpose, p. 1, MICI Audit and Risk Oversight Committee Charter</b>
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	<b>Membership and Qualifications, Composition, P.1, MICI Audit and Risk Oversight Committee Charter</b>	"The Committee shall be composed of at least three (3) appropriately qualified nonexecutive directors, the majority of whom should be Independent Directors. The Chairperson shall be an Independent Director and should not be the Chairman of the Board or the chairperson of any other Committee." <b>Membership and Qualifications, Composition, P.1, MICI Audit and Risk Oversight Committee Charter</b>
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee	Compliant	<b>Membership and Qualifications, Qualification, P.1, MICI Audit and Risk Oversight Committee Charter</b>	"The Chairperson shall be an Independent Director and should not be the Chairman of the Board or the chairperson of any other Committee." <b>Membership and Qualifications, Qualification, P.1, MICI Audit and Risk Oversight Committee Charter</b>
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	<b>Membership and Qualifications, Qualification, P.1, MICI Audit and Risk Oversight Committee Charter</b>	"The members of the Committee shall have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing, and finance and at least one (1) member of the Committee must have relevant thorough knowledge and experience on risk and risk management" <b>Membership and Qualifications, Qualification, P.1, MICI Audit and Risk Oversight Committee Charter</b>
1. Board established a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the Company.	Compliant	<b>Related Party Transaction Committee, P. 19, MICI Corporate Governance Manual</b>	"The Board shall establish a Related Party Transaction Committee ("RPT Committee"), which will be tasked with reviewing all material RPTs of the Corporation" <b>Related Party Transaction Committee, P. 19, MICI Corporate Governance Manual</b>

2. RPT Committee is composed of at least three non-executive directors, majority of whom should be independent, including the Chairman.	Compliant	<b>Related Party Transaction Committee, P. 19, MICI Corporate Governance Manual</b>	<i>"The committee is composed of at least three (3) nonexecutive directors, two (2) of whom should be Independent Directors. The Chairman shall be an Independent Director."</i> <b>Related Party Transaction Committee, P. 19, MICI Corporate Governance Manual</b>
<b>Recommendation 3.6</b>			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources, and other relevant information.	Compliant	<b>MICI Corporate Governance Manual</b>	"Each of the Committee Charters set forth the respective purposes, membership and qualifications, structure and operations, access to resources, duties, and responsibilities, reporting process, and performance evaluation of the committees." <b>MICI Corporate Governance Manual</b>
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	<b>MICI Corporate Governance Manual</b>	"Each of the Committee Charters set forth the respective purposes, membership and qualifications, structure and operations, access to resources, duties, and responsibilities, reporting process, and performance evaluation of the committees." <b>MICI Corporate Governance Manual</b>
3. Committee Charters were fully disclosed on the company's website.	Compliant	<b>Disclosure and Transparency of Corporation's Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>	"All material information about the Corporation which could adversely affect its viability or the interest of its stockholders and other stakeholders, shall be fully, fairly, accurately, and timely disclosed to the public. Such information shall include earnings results, acquisition, or disposal of significant assets, board changes, RPTs, shareholdings of directors and changes to ownership. In evaluating the fairness of the transaction price in a proposed acquisition or disposal of assets, an independent party shall be appointed by the Board of the offeree company" <b>Disclosure and Transparency of Corporation's Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to perform their duties and responsibilities properly and effectively, including sufficient time to be familiar with the corporation's business.			

<b>Recommendation 4.1</b>			
1. The Directors attend and actively participates in all meetings of the Board, Committees, and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	Compliant	<b>Board Meetings and Quorum Requirements, p. 12, MICI Corporate Governance Manual</b>	<i>"The Directors should attend and actively participate in all meetings of the Board, Committees, and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the SEC, except when justifiable causes, such as illness, death in the immediate family and serious accidents, prevent them from doing so"</i> <b>Board Meetings and Quorum Requirements, p. 12, MICI Corporate Governance Manual</b>
2. The directors review meeting materials for all Board and Committee meetings.	Compliant		<i>The undersigned Corporate Secretary hereby attests that the directors review the relevant materials for all Board and Committee meetings</i>
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	<b>Board Meetings and Quorum Requirements, p. 12, MICI Corporate Governance Manual</b>	<i>"In Board and Committee meetings, the director should review meeting materials and if called for, ask the necessary questions, or seek clarifications and explanations"</i> <b>Board Meetings and Quorum Requirements, p. 12, MICI Corporate Governance Manual</b>
<b>Recommendation 4.2</b>			
1. Non-executive directors concurrently serve as directors to a maximum of five Insurance Commission regulated Entities (ICREs) and publicly listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long- term strategy of the company.	Compliant	<b>Board Meetings and Quorum Requirements, p. 12, MICI Corporate Governance Manual</b>	<i>"The non-executive directors shall have separate periodic meetings with the External Auditor and heads of the internal audit, compliance, and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the Corporation. The meetings should be chaired by the Lead Independent Director."</i> <b>Board Meetings and Quorum Requirements, p. 12, MICI Corporate Governance Manual</b>
<b>Recommendation 4.3</b>			
1. The directors notify the company's board where he/she is an incumbent director before accepting a directorship in another company.	Compliant	<b>Policy on Multiple Board Seats, P. 13, MICI Corporate Governance Manual</b>	<i>"A director shall exercise due discretion in accepting and holding directorships other than in the Corporation, provided that, in holding such other directorships, such director shall ensure that his capacity to perform his duties and responsibilities diligently and efficiently as</i>

			<p>a director of the Corporation is not compromised.”  <b>Policy on Multiple Board Seats,  P. 13, MICI Corporate Governance Manual</b></p> <p>“A director should notify the Board where he is an incumbent director before accepting a directorship in another company” <b>Policy on Multiple Board Seats, P. 13, MICI Corporate Governance Manual</b></p>
<b>Principle 5:</b> The board should endeavor to exercise an objective and independent judgment on all corporate affairs			
<b>Recommendation 5.1</b>			
1. The Board is composed of at least twenty percent (20%) independent Directors	To Comply	<b>MICI By Laws &amp; MICI Corporate Governance Manual</b>	<p>“The Corporation complies with the requirement under the Securities Regulation Code, which requires at least two (2) independent directors or such number as to constitute 20% of the Board, whichever is higher. The current composition of the Board allows for the exercise of an objective and independent judgment on all corporate affairs, considering that the members of the Board represent diverse backgrounds. Moreover, the extent of the relationship of the non-executive directors to the Company is limited to their respective qualifying shares in the Company.”  <b>MICI By Laws and MICI Corporate Governance Manual</b></p>
<b>Recommendation 5.2</b>			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	<b>Independent Directors, P. 10, MICI Corporate Governance Manual</b>	<p>“The Board should ensure that its Independent Directors possess all the qualifications and none of the disqualifications of an Independent Director to hold the position at the time of his election and/or re-election as an Independent Director. Each nominee for Independent Director shall submit a certification to this effect, in such form and substance as may be required by the SEC, before his election.” <b>Independent Directors, P. 10, MICI Corporate Governance Manual</b></p>
<b>Recommendation 5.3</b>			

<p>1. The independent directors serve for a cumulative term of nine years.</p> <p>As far as Insurance Companies are concerned, the foregoing term limit shall be reckoned from 02 January 2015 while the reckoning date for the Pre-Need Companies and Health Maintenance Organizations shall be from 21 September 2016.</p> <p>For other covered entities, all previous terms served by existing Independent Directors prior to the effectivity of this Circular shall not be included in the application of the term limit prescribed in this item.</p>	Compliant	<b>Independent Directors, Qualifications of an Independent Director, p. 11, MICI Corporate Governance Manual</b>	<p>“The Board's Independent Directors shall serve for a maximum cumulative term of nine (9) years. Upon reaching this limit, an Independent Director should be perpetually barred from re- election as such in the Corporation, but may continue to qualify for nomination and election as a non-independent director. In the instance that the Corporation needs to retain an Independent Director who has served for nine (9) years, the Board shall provide meritorious justifications and seek shareholders' approval during the annual shareholders' meeting.” <b>Independent Directors, Qualifications of an Independent Director, p. 11, MICI Corporate Governance Manual</b></p>
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	Compliant	<b>Independent Directors, Qualifications of an Independent Director, p. 11, MICI Corporate Governance Manual</b>	<p>“In the instance that the Corporation needs to retain an Independent Director who has served for nine (9) years, the Board shall provide meritorious justifications and seek shareholders' approval during the annual shareholders' meeting.” <b>Independent Directors, Qualifications of an Independent Director, p. 11, MICI Corporate Governance Manual</b></p>
<p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board submits to the Insurance Commission a formal written justification and seek shareholders' approval during the annual shareholders' meeting.</p>	Compliant	<u>MICI Corporate Governance Manual</u>	<p>“The Board's Independent Directors shall serve for a maximum cumulative term of nine (9) years. Upon reaching this limit, an Independent Director should be perpetually barred from re- election as such in the Corporation, but may continue to qualify for nomination and election as a non-independent director. In the instance that the Corporation needs to retain an Independent Director who has served for nine (9) years, the Board shall provide meritorious justifications and seek shareholders' approval during the annual shareholders' meeting.” <b>Independent Directors, Qualifications of an Independent Director, p. 11, MICI Corporate Governance Manual</b></p>
Recommendation 5.4			

1. The position of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant		The positions of Chairman of the Board and Chief Executive Officer are currently being held by one person.
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities	Compliant	<u>MICI By Laws</u>	“Section 2 Chairman of the Board – The Chairman of the Board of Directors shall preside at the meetings of the directors and the stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.” <b>P. 6, MICI By Laws</b>
<b>Recommendation 5.5</b>			
1. If the Chairman of the Board is not an independent director or where the roles of Chairman and CEO are being held by one person, the Board should designate a lead director among the independent directors.	Compliant	<u>MICI Corporate Governance Manual</u>	<u>MICI Corporate Governance Manual</u>
<b>Recommendation 5.6</b>			
1. Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations of the same.	Compliant		<i>The Corporate Secretary hereby attest that, directors with a material interest in transactions affecting the company have abstained from taking part in the deliberations for the same during the Board Meetings.</i>
<b>Recommendation 5.7</b>			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance, and risk functions, without any executive present to ensure that proper checks and balances are in place within the corporation.	Compliant	<b>Board Meetings and Quorum Requirements, p.12 MICI Corporate Governance Manual</b>	“The non-executive directors shall have separate periodic meetings with the External Auditor and heads of the internal audit, compliance, and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the Corporation. The meetings should be chaired by the Lead Independent Director.” <b>Board Meetings and Quorum Requirements, p.12 MICI Corporate Governance Manual</b>
2. The meetings are chaired by the lead independent director.	Compliant	<b>Board Meetings and Quorum Requirements, p.12 MICI Corporate Governance Manual</b>	“The meetings should be chaired by the Lead Independent Director.” <b>Board Meetings and Quorum Requirements, p.12 MICI Corporate Governance Manual</b>
Principle 6: The best measure of the Board’s effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body and assess whether it possesses the right mix of backgrounds and competencies.			
<b>Recommendation 6.1</b>			



1. Board conducts an annual self-assessment of its performance as a whole	Compliant	<b>Training and Assessment, P. 31, MICI Corporate Governance Manual</b>	“The Board shall conduct an annual self- assessment of its performance, including the performance of the Chair, individual members, and committees. Every three (3) years, the assessment may be supported by an external facilitator.” <b>Training and Assessment, P. 31, MICI Corporate Governance Manual</b>
2. The performance of the Chairman is assessed annually by the Board	Compliant	<b>Training and Assessment, P. 31, MICI Corporate Governance Manual</b>	“The Board shall conduct an annual self- assessment of its performance, <b>including the performance of the Chair</b> , individual members, and committees. Every three (3) years, the assessment may be supported by an external facilitator.” <b>Training and Assessment, P. 31, MICI Corporate Governance Manual</b>
3. The performance of an individual member of the Board is assessed annually by the board	Compliant	<b>Training and Assessment, P. 31, MICI Corporate Governance Manual</b>	The Board's self-assessment system shall provide, at the minimum, criteria and process to determine the performance of the Board, the individual Directors and the Committees and should allow for a feedback mechanism from the shareholders <b>Training and Assessment, P. 31, MICI Corporate Governance Manual</b>
4. The performance of each committee is assessed annually by the Board	Compliant	<b>Training and Assessment, P. 31, MICI Corporate Governance Manual</b>	The Board's self-assessment system shall provide, at the minimum, criteria and process to determine the performance of the Board, the individual Directors and the Committees and should allow for a feedback mechanism from the shareholders <b>Training and Assessment, P. 31, MICI Corporate Governance Manual</b>
5. Every three years, the assessments are supported by an external facilitator	Compliant	<b>Training and Assessment, P. 31, MICI Corporate Governance Manual</b>	Every three (3) years, the assessment may be supported by an external facilitator. <b>Training and Assessment, P. 31, MICI Corporate Governance Manual</b>
<b>Recommendation 6.2</b>			
1. Board has in place a system that provides, at the minimum, criteria, and process to	Compliant	<b>Training and Assessment, P. 31, MICI Corporate Governance</b>	The Board's self-assessment system shall provide, at the minimum, criteria and process to

determine the performance of the Board, individual directors, and committees.			determine the performance of the Board, the individual Directors and the Committees and should allow for a feedback mechanism from the shareholders. <b>Training and Assessment, P. 31, MICI Corporate Governance</b>
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<b>Training and Assessment, P. 31, MICI Corporate Governance</b>	The Board's self-assessment system shall provide, at the minimum, criteria and process to determine the performance of the Board, the individual Directors and the Committees and should allow for a feedback mechanism from the shareholders. <b>Training and Assessment, P. 31, MICI Corporate Governance</b>
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.			
<b>Recommendation 7.1</b>			
1. Board adopts a Code of Business Conduct and Ethics, which provides standard for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	Compliant	<b>Code of Business Conduct and Ethics, MICI Handbook.</b>	
2. The Code is properly disseminated to the Board, Senior Management, and Employees.	Compliant	<b>Code of Business Conduct and Ethics, MICI Handbook.</b>	The undersigned Compliance Officer hereby attests that the Code of Ethics was properly disseminated to all directors, senior management, and employees. All employees of the Company are provided a copy of the Metropolitan Insurance Company, Inc. Employee Handbook and are required to acknowledge receipt of the same.
3. The Code is disclosed and made available to the public through the company website.	Compliant	<b>Board Committees, P. 15, MICI Corporate Governance Manual</b>	<i>The Charters shall provide the standards for evaluating the performance of the Committees and be fully disclosed on the Corporation's website."</i> <b>Board Committees, P. 15, MICI Corporate Governance Manual</b>
<b>Recommendation 7.2</b>			

1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics	Compliant	<b>Specific Duties and Functions, Board of Directors, P. 3, MICI Corporate Governance Manual</b>	Ensure the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies <b>Specific Duties and Functions, Board of Directors, P. 3, MICI Corporate Governance Manual</b>
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	<b>Specific Duties and Functions, Board of Directors, P. 3, MICI Corporate Governance Manual</b>	Ensure the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies <b>Specific Duties and Functions, Board of Directors, P. 3, MICI Corporate Governance Manual</b>
<b>Principal 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations			
<b>Recommendation 8.1</b>			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable, and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results, and business operations	Compliant	<b>Disclosure and Transparency of Corporation's Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>	All material information about the Corporation which could adversely affect its viability or the interest of its stockholders and other stakeholders, shall be fully, fairly, accurately and timely disclosed to the public. Such information shall include earnings results, acquisition or disposal of significant assets, board changes, RPTs, shareholdings of directors and changes to ownership. In evaluating the fairness of the transaction price in a proposed acquisition or disposal of assets, an independent party shall be appointed by the Board of the offeree company. <b>Disclosure and Transparency of Corporation's Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>
<b>Recommendation 8.2</b>			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflict of interest that might affect their judgement	Compliant	<b>Disclosure and Transparency of Corporation's Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>	"All relevant and material information on individual Board members and key executives shall be disclosed, to allow the shareholders to evaluate their experience and qualifications and assess any potential conflicts of interest that might

			affect their judgment” <b>Disclosure and Transparency of Corporation’s Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgement	Compliant	<b>Disclosure and Transparency of Corporation’s Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>	“All relevant and material information on individual Board members and key executives shall be disclosed, to allow the shareholders to evaluate their experience and qualifications and assess any potential conflicts of interest that might affect their judgment” <b>Disclosure and Transparency of Corporation’s Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>
<b>Recommendation 8.3</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same int the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the revised Corporation Code	Compliant	<b>Disclosure and Transparency of Corporation’s Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>	“The Corporation shall provide a clear disclosure of its policies and procedure for setting Board and executive remuneration, as well as the level and mix of the same in the Annual Corporate Governance Report. The Corporation shall also disclose the remuneration as may be required by law, including termination and retirement provisions.” <b>Disclosure and Transparency of Corporation’s Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>
2. Company provides a clear disclosure of its policies and procedure for setting Executive remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the revised Corporation Code.	Compliant	<b>Disclosure and Transparency of Corporation’s Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>	“The Corporation shall provide a clear disclosure of its policies and procedure for setting Board and executive remuneration, as well as the level and mix of the same in the Annual Corporate Governance Report.” <b>Disclosure and Transparency of Corporation’s Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>
3. Company Discloses the remuneration on an individual basis, including termination and retirement provisions	Compliant	<b>Disclosure and Transparency of Corporation’s Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>	“The Corporation shall provide a clear disclosure of its policies and procedure for setting Board and executive remuneration, as well as the

			level and mix of the same in the Annual Corporate Governance Report. The Corporation shall also disclose the remuneration as may be required by law, including termination and retirement provisions.” <b>Disclosure and Transparency of Corporation’s Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>
<b>Recommendation 8.4</b>			
1. Company discloses its policies governing Related Party Transactions (RPT) and other unusual or infrequent occurring transactions	Compliant	<b>Disclosure and Transparency of Corporation’s Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>	All material information about the Corporation which could adversely affect its viability or the interest of its stockholders and other stakeholders, shall be fully, fairly, accurately and timely disclosed to the public. Such information shall include earnings results, acquisition or disposal of significant assets, board changes, RPTs, shareholdings of directors and changes to ownership. In evaluating the fairness of the transaction price in a proposed acquisition or disposal of assets, an independent party shall be appointed by the Board of the offeree company.” <b>Disclosure and Transparency of Corporation’s Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>
2. Company discloses material or significant RPTs in its Annual Company Report or Annual Corporate Governance Report, reviewed and approved by the Board and submitted for confirmation by majority vote of stockholders in the annual stockholders’ meeting during the year.	Compliant / To Comply		Will be approved and ratified by the board on its next stockholder’s meeting.
<b>Recommendation 8.5</b>			
1. Company’s corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG)	Compliant	<b>Objective, p.1, MICI Corporate Governance Manual,</b>	“This Manual shall institutionalize the principles, policies, programs, and procedures of good corporate governance in the entire

			organization. The Board of Directors, Management, Officers, employees, and shareholders, believe that corporate governance is a necessary component of what constitutes sound strategic business management and will therefore undertake every effort necessary to create awareness thereof within the organization as soon as possible.” <b>Objective, p.1, MICI Corporate Governance Manual,</b>
2. Company’s MCG is posted on its company website	Compliant	<b>Board Committees, P. 15, MICI Corporate Governance Manual</b>	<i>The Charters shall provide the standards for evaluating the performance of the Committees and be fully disclosed on the Corporation's website.”</i> <b>Board Committees, P. 15, MICI Corporate Governance Manual</b>
<b>Principle 9:</b> The company should establish standard for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor’s independence and enhance audit quality			
<b>Recommendation 9.1</b>			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors	Compliant	<b>Duties and Responsibilities, P. 2, MICI Audit and Risk Oversight Committee Charter</b>	“The Committee, have a robust process for approving and recommending the appointment, reappointment, removal, and fees of the External Auditor duly accredited by the Securities and Exchange Commission (“SEC”), who undertakes an independent audit of the Corporation, and provides an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders.” <b>Duties and Responsibilities, P. 2, MICI Audit and Risk Oversight Committee Charter</b>
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board, and ratified by the shareholders	Compliant	<b>Duties and Responsibilities, P. 2, MICI Audit and Risk Oversight Committee Charter</b>	“The appointment, reappointment, and removal of the External Auditor shall be recommended by the Committee and approved by Board and ratified by the shareholders.” <b>Duties and Responsibilities, P. 2, MICI Audit and Risk Oversight Committee Charter</b>
<b>Recommendation 9.2</b>			
1. Audit Committee Charter includes the Audit	Compliant	<b>Duties and Responsibilities, P. 2, MICI Audit</b>	“The Committee will be responsible for assessing



<p>Committee's responsibility on:</p> <ol style="list-style-type: none"> <li>Assessing the integrity and independence of external auditors</li> <li>Exercising effective oversight to review and monitor the external auditor's independence and objectivity</li> <li>Exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine Professional and regulatory requirements.</li> </ol>		<b>and Risk Oversight Committee Charter</b>	<p>the integrity and independence of the External Auditor and exercising effective oversight to review and monitor the External Auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements, as well as be responsible for reviewing and monitoring the External Auditor's suitability and effectiveness on an annual basis." <b>Duties and Responsibilities, P. 2, MICI Audit and Risk Oversight Committee Charter</b></p>
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	Compliant	<b>Duties and Responsibilities, P. 2, MICI Audit and Risk Oversight Committee Charter</b>	<p>"The Committee will be responsible for assessing the integrity and independence of the External Auditor and exercising effective oversight to review and monitor the External Auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements, as well as be responsible for reviewing and monitoring the External Auditor's suitability and effectiveness on an annual basis." <b>Duties and Responsibilities, P. 2, MICI Audit and Risk Oversight Committee Charter</b></p>
<b>Recommendation 9.3</b>			
<p>1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.</p>	Compliant	<b>Duties and Responsibilities, P. 4, MICI Audit and Risk Oversight Committee Charter</b>	<p>"The Committee shall evaluate and determine any non-audit work performed by the External Auditor, and periodically review the non-audit fees paid to the External Auditor in relation to the total fees paid to him and to the Corporation's overall consultancy expenses. The Committee shall disallow any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence. The non-audit work, if allowed, shall be disclosed in the Corporation's Annual</p>

			Report and Annual Corporate Governance Report. The Committee shall be alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the External Auditor's objectivity and independence” <b>Duties and Responsibilities, P. 4, MICI Audit and Risk Oversight Committee Charter</b>
2. Audit and Risk Charter	Compliant	<b>MICI Audit and Risk Oversight Committee Charter</b>	“This Audit and Risk Oversight Committee Charter (this “Charter”) sets out the purpose, membership and qualifications, structure and operations, duties, and responsibilities of the Audit Committee (the “Committee”) of Metropolitan Insurance Company Inc. (the “Corporation”), and the procedures which guide the conduct of its functions.” <b>MICI Audit and Risk Oversight Committee Charter</b>
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<b>Recommendation 10.1</b>			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	Compliant	<b>P. 15, MICI Corporate Governance Manual Code of Business Conduct and Ethics, MICI Handbook.</b>	One of the ERM’s function is to identify and analyzing key risk exposure relating to economic, environmental, social and governance factors and the achievement of the organization’s strategic objectives. <b>P. 15, MICI Corporate Governance Manual</b>
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues	Compliant	<b>Code of Business Conduct and Ethics, MICI Handbook.</b>	
3. Company recognizes the need for financial resilience towards natural disasters to hasten the recovery of communities after a devastating loss and has participated in the Philippine Catastrophe Insurance Facility (PCIF).	Compliant	<b>See the link for the involvement or participation of MICI to PCIF.</b>	
<b>Principle 11:</b> The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making investors, stakeholders, and other interested users			
<b>Recommendation 11.1</b>			

1. Company should have a website to ensure comprehensive, cost-efficient, transparent, and timely manner of disseminating relevant information to the public.	Compliant	<a href="http://www.miciph.com">www.miciph.com</a>	Metropolitan has a website that is easily accessible by the consumers. <a href="http://www.miciph.com">www.miciph.com</a>
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#### Internal Control System and Risk Management Framework

**Principle 12:** To ensure the integrity, transparency, and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.

Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business	Compliant	<b>Internal Controls and Enterprise Risk Management, p.5, MICI Corporate Governance Manual</b>	“To ensure the integrity, transparency, and proper governance in the conduct of its affairs, the Corporation shall have an adequate and effective internal control system and an enterprise risk management framework in the conduct of its business, considering its size, risk profile and complexity of operations.” <b>Internal Controls and Enterprise Risk Management, p.5, MICI Corporate Governance Manual</b>
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business	Compliant	<b>Internal Controls and Enterprise Risk Management, p.5, MICI Corporate Governance Manual</b>	“To ensure the integrity, transparency, and proper governance in the conduct of its affairs, the Corporation shall have an adequate and effective internal control system and <b>an enterprise risk management framework in the conduct of its business, considering its size, risk profile and complexity of operations.</b> ” <b>Internal Controls and Enterprise Risk Management, p.5, MICI Corporate Governance Manual</b>
Recommendation 12.2			

1. Company has in place an independent internal audit function that provides an independent and objective assurance and consulting services designated to add value and improve the company's operation	Compliant	<b>Internal Audit Group, p. 24, MICI Corporate Governance Manual</b>	The Corporation shall have in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the Corporation's operations. This shall be performed by an Internal Audit Group, headed by a qualified Chief Audit Executive or Internal Audit Group Head, in the case of the Corporation, appointed by the Board. The Internal Audit Group shall provide the Board, Management, and shareholders with reasonable assurance that the Corporation's key organizational and procedural controls are effective, appropriate, and complied with." <b>Internal Audit Group, p. 24, MICI Corporate Governance Manual</b>
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#### Recommendation 12.3

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board	Compliant	<b>MICI Audit and Risk Oversight Committee Charter</b>	<b>MICI Audit and Risk Oversight Committee Charter</b>
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		<b>MICI Corporate Governance Manual <a href="#">Board Resolution</a></b>	<b>MICI Corporate Governance Manual <a href="#">Board Resolution</a></b>
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provided	Compliant	<b>Internal Audit Group, p. 24, MICI Corporate Governance Manual</b>	The Internal Audit Group Head shall oversee and be responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider. The Internal Audit Group Head, in order to achieve the necessary independence to fulfill his/her responsibilities, directly reports functionally to the Audit and Risk Oversight Committee and administratively to the President." <b>Internal Audit Group, p. 24, MICI Corporate Governance Manual</b>

#### Recommendation 12.4

1. Company has a separate risk management function identify, assess, and monitor key risk exposures	Compliant	<b>Enterprise Risk Management, p. 6, MICI Corporate Governance Manual</b>	<p>The Board shall oversee that a sound enterprise risk management ("ERM") framework is in place to effectively identify, monitor, assess and manage key business risks, which will guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. The Corporation shall consider establishing a separate ERM function to identify, assess and monitor key risk exposures, corresponding to its size, risk profile and complexity of operations.”</p> <p><b>Enterprise Risk Management, p. 6, MICI Corporate Governance Manual</b></p> <p>The Board shall oversee that a sound enterprise risk management ("ERM") framework is in place to effectively identify, monitor, assess and manage key business risks, which will guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. <b>Enterprise Risk Management, p. 6, MICI Corporate Governance Manual</b></p>
Recommendation 12.5			
1. In managing the company’s Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM)	Compliant	<b>Enterprise Risk Management, p. 6, MICI Corporate Governance Manual</b>  <a href="#">Board Resolution</a>	<p>In managing the Corporation's ERM system, the Corporation shall consider having a Chief Risk Officer (CRO), who will be the ultimate champion of ERM and have adequate authority, stature, resources, and support to fulfill his responsibilities. <b>Enterprise Risk Management, p. 6, MICI Corporate Governance Manual</b></p>

2. CRO has adequate authority, stature, resources, and support to fulfill his/her responsibilities	Compliant	<b>Enterprise Risk Management, p. 6, MICI Corporate Governance Manual</b>	Chief Risk Officer (CRO), who will be the ultimate champion of ERM and have adequate authority, stature, resources, and support to fulfill his responsibilities. <b>Enterprise Risk Management, p. 6, MICI Corporate Governance Manual</b>
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<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Principle 13:</b> The Company should treat all shareholders fairly and equitably, and also, recognize, protect and facilitate the exercise of their rights.			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance	Compliant	<b>Shareholders and Other Stakeholders, p. 27, MICI Corporate Governance Manual</b>	“The Corporation shall treat all shareholders and other stakeholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights. The Corporation recognizes that the most cogent proof of good corporate governance is that which is visible to the eyes of its investors. Therefore, the following provisions are issued for the guidance of all internal and external parties concerned, as governance covenant between the Corporation and all its investors.” <b>Shareholders and Other Stakeholders, p. 27, MICI Corporate Governance Manual</b>
2. Board ensures that basic shareholder rights are disclosed on the company’s website	Compliant	<b>Disclosure and Transparency of Corporation’s Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>	“All material information about the Corporation which could adversely affect its viability or the interest of its stockholders and other stakeholders, shall be fully, fairly, accurately, and timely disclosed to the public. Such

			information shall include earnings results, acquisition, or disposal of significant assets, board changes, RPTs, shareholdings of directors and changes to ownership. In evaluating the fairness of the transaction price in a proposed acquisition or disposal of assets, an independent party shall be appointed by the Board of the offeree company” <b>Disclosure and Transparency of Corporation’s Corporate Governance Policies, p. 26, MICI Corporate Governance Manual</b>
<b>Recommendation 13.2</b>			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders’ Meeting with sufficient and relevant information at least 21 days before the meeting	Compliant	<b>Right of Information, p. 28, MICI Corporate Governance Manual</b>	The Corporation shall endeavor to provide the shareholders with the notices of annual and special shareholders' meetings, at least 28 days before the meetings. Such notices shall contain sufficient and relevant information, such as the date, location, meeting agenda and its rationale and explanation, and details of issues to be deliberated on and approved or ratified at the meetings. <b>Right of Information, p. 28, MICI Corporate Governance Manual</b>
<b>Recommendation 13.3</b>			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders’ Meeting publicly available the next working day.	Compliant	<b>Right of Information, p. 28, MICI Corporate Governance Manual</b>	“It shall be the duty of the Directors to promote shareholder rights, remove impediments to the exercise of shareholders' rights and allow possibilities to seek redress for violation of their rights. They shall encourage the exercise of shareholders' voting rights and the solution of collective action problems through appropriate mechanisms. They shall be instrumental in removing excessive costs and other administrative or practical impediments to shareholders participating in meetings and/or voting in person. The Directors shall pave the way for the electronic filing and distribution of shareholder information necessary to make

			informed decisions subject to legal constraints.” <b>Right of Information, p. 28, MICI Corporate Governance Manual</b>
2. Minutes of the Annual and Special Shareholders’ Meetings were available on the company website within five (5) business days from the end of the meeting	Compliant	<b>Right of Information, p. 28, MICI Corporate Governance Manual</b>	“The Corporation shall make the result of the votes taken during the most recent annual or special shareholders' meeting publicly available the next working day.” <b>Right of Information, p. 28, MICI Corporate Governance Manual</b>
<b>Recommendation 13.4</b>			
1. Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner	Compliant	<b>Alternative Dispute Resolution for Intra-Corporate Disputes</b>	The Office of the Corporate Secretary addresses concerns of stockholders and potential disputes between the Corporation and stockholders. <b>Alternative Dispute Resolution for Intra-Corporate Disputes</b>
2. The alternative dispute mechanism is included in the company’s Manual on Corporate Governance	Compliant	<b>Alternative Dispute Resolution for Intra-Corporate Disputes</b>	The Office of the Corporate Secretary addresses concerns of stockholders and potential disputes between the Corporation and stockholders. <b>Alternative Dispute Resolution for Intra-Corporate Disputes</b>
<b>Recommendation 13.5</b>			
1. Board establishes an Investor Relations Office (IRO) to ensure constant engagement with its shareholders	Compliant	<b>Commitment to Respect Rights of Investors/Minority Threats, p. 27, MICI Corporate Governance Manual</b>  <a href="#">IRO Board Resolution</a>	The Corporation shall establish an Investor Relations Office (IRO) to ensure constant engagement with its shareholders. The IRO shall have a designated investor relations officer, whose email address and telephone number shall be published in the Corporation's Annual Report. The designated investor relations officer shall be present at every shareholder’s meeting. <b>Commitment to Respect Rights of Investors/Minority Threats, p. 27, MICI Corporate Governance Manual</b>
2. IRO is present at every shareholder’s meeting	Compliant	<b>Commitment to Respect Rights of Investors/Minority Threats, p. 27, MICI Corporate Governance Manual</b>	The Corporation shall establish an Investor Relations Office (IRO) to ensure constant engagement with its shareholders. The IRO shall have a designated investor relations officer, whose email address and telephone number shall be published in the Corporation's Annual Report. The designated investor relations officer shall be present at every shareholders' meeting.



			<b>Commitment to Respect Rights of Investors/Minority Threats, p. 27, MICI Corporate Governance Manual</b>
<b>Duties of Stakeholders</b>			
<b>Principle 14:</b> The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' right and/or interest are at stake, stakeholder should have the opportunity to obtain prompt effective redress for the violation of their rights.			
<b>Recommendation 14.1</b>			
1. Board identifies the company's various stakeholders and promotes cooperation between them, and the company in creating wealth, growth, and sustainability	Compliant	<b>Duties to Stakeholders, P.30, MICI Corporate Governance Manual</b>	"The Board shall identify the Corporation's various stakeholders and promote cooperation between them and the Corporation in creating wealth, growth and sustainability. Stakeholders in corporate governance includes, but are not limited to, customers, employees, suppliers, shareholders, investors, creditors, the community the Corporation operates in, society, the government, regulators, competitors, external auditors, among others." <b>Duties to Stakeholders, P.30, MICI Corporate Governance Manual</b>
<b>Recommendation 14.2</b>			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders	Compliant	<b>Duties to Stakeholders, P.30, MICI Corporate Governance Manual</b>	The Corporation's Code of Business Conduct and Ethics shall establish clear policies and programs to provide a mechanism for the fair treatment of stakeholders and better protection of their rights. <b>Duties to Stakeholders, P.30, MICI Corporate Governance Manual</b>
<b>Recommendation 14.3</b>			
1. Board adopts a transparent framework and process that allow stakeholder to communicate with the company and to obtain redress for the violation of their rights	Compliant	<b>Promotion of Shareholder's Rights, p. 30, MICI Corporate Governance Manual</b>	It shall be the duty of the Directors to promote shareholder rights, remove impediments to the exercise of shareholders' rights and allow possibilities to seek redress for violation of their rights. <b>Promotion of Shareholder's Rights, p. 30, MICI Corporate Governance Manual</b>
<b>Principle 15:</b> A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
<b>Recommendation 15.1</b>			
1. Board establishes policies, programs, and	Compliant	<b>Duties to Stakeholders', p. 30, MICI</b>	"The Corporation shall develop and maintain


procedures that encourage employees to actively participate in the realization of the company's goals and its governance		<b>Corporate Governance Manual</b>	mechanisms for active employee participation to create a symbiotic environment, and encourage involvement in corporate governance processes and in the realization of the Corporation's goals." <b>Duties to Stakeholders', p. 30, MICI Corporate Governance Manual</b>
<b>Recommendation 15.2</b>			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct	Compliant	<b>Duties to Stakeholders', p. 30, MICI Corporate Governance Manual</b>	"The Corporation does not tolerate corrupt practices, as expressed in its Code of Business Conduct and Ethics and various anti-corruption policies and programs, which are disseminated to employees across the organization to embed them in the Corporation's culture." <b>Duties to Stakeholders', p. 30, MICI Corporate Governance Manual</b>
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture	Compliant		The undersigned Compliance Officer hereby attest that the Company Handbook was properly disseminated to all directors, senior management, and employees.
<b>Recommendation 15.3</b>			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	<b>Duties to Stakeholders', p. 30, MICI Corporate Governance Manual</b>	"The Corporation shall establish and maintain a whistleblowing policy that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to a unit tasked to handle whistleblowing concerns. <b>Duties to Stakeholders', p. 30, MICI Corporate Governance Manual</b>
2. Board established a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns	Compliant	<b>Reporting Channel for the Corporation, P. 2, MICI Whistle Blowing Policy</b>	"Employee who has a legitimate malpractice concern can raise the matter directly with the officer of the Legal and Regulatory Compliance Department. The officer will review the complaint and decide how the investigation should proceed. Depending on the circumstances, the Legal and Regulatory

			Compliance Department may consider nominating an appropriate investigating officer or set up a special committee to investigate the matter independently.” <b>Reporting Channel for the Corporation, P. 2, MICI Whistle Blowing Policy</b>
3. Board supervises and ensures the enforcement of the whistleblowing framework	Compliant	<b>Duties to Stakeholders’, p. 30, MICI Corporate Governance Manual</b>	“The Corporation shall establish and maintain a whistleblowing policy that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to a unit tasked to handle whistleblowing concerns. The Board shall be conscientious in establishing the framework, as well as in supervising and ensuring its enforcement. <b>Duties to Stakeholders’, p. 30, MICI Corporate Governance Manual</b>
<b>Principle 16:</b> The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development			
<b>Recommendation 16.1</b>			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates	Compliant	<u>MICI Corporate Governance Manual</u>	“The Corporation shall recognize and place an importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the Corporation to grow its business, while contributing to the advancement of the society where it operates.” <b>MICI Corporate Governance Manual</b>

## CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based on the authentic records.

Signed in the **PASIG CITY** on the \_\_\_\_ of **AUG 21 2024** 2024.

  
JOSE M. PERIQUET JR.  
CHAIRMAN OF THE BOARD

  
JOSE M. PERIQUET JR.  
PRESIDENT/CEO

  
ATTY. RICHARD ROGER T. AMURAO  
INDEPENDENT DIRECTOR

  
ATTY. RIBONNETTE AGUILAR  
CORPORATE SECRETARY

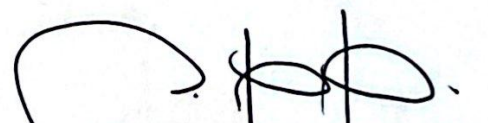
  
JOSEPH CEZAR BESMANO  
CORPORATE GOVERNANCE COMPLIANCE OFFICER

Subscribe and sworn to before me this **AUG 21 2024** day of \_\_\_\_\_ 2024, by the following who are all personally known to me or whom I have identified through competent evidence of identity and who exhibited to me their respective Identification document as follows:

NAME	IDENTIFICATION NUMBER	DATE/PLACED ISSUED
JOSE M. PERIQUET JR.	P7043634B	JUNE 24, 2021 - DFA MANILA
RICHARD ROGER T. AMURAO	N0292181921	NOV. 29, 2022-LTO
RIBONNETTE R. AGUILAR	P5306583B	JULY 10, 2020-DFA ANTIPOLLO
JOSEPH CEZAR BESMANO	National ID- 4912837485609243	FEB. 14 2024 - N/A

## NOTARY PUBLIC

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Book No. 2  
Series of 2024

  
ATTY. DAN MITCHEL C. DEL ROSARIO  
Notary Public for the Cities of Pasig  
and San Juan and in the Municipality of Pateros  
Appointment No. 66 (2023-2024)  
Until December 31, 2024  
Roll No. 62909  
IBP No. 403550; RSM 1/5/2024  
PTR No. 1650871; 1/3/2024; Pasig City  
MCLE Compliance No. VII-0023527, 09/28/2022  
38 Elisco Road, San Joaquin, Pasig City