

A. Rights of shareholders				
A.1 Basic shareholder rights			Y/N	Reference/ Source document
A.1.1(P)	Did the company fail or neglect to offer equal treatment for share repurchases to all shareholders?	OECD Principle II (A)	N	
A.2	Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse.			
A.2.1(P)	Is there evidence of barriers that prevent shareholders from communicating or consulting with other shareholders?	OECD Principle II (G) Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse.	N	
A.3 Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting.				
A.3.1(P)	Did the company include any additional and unannounced agenda item into the notice of AGM/EGM?	OECD Principle II (C) 2	N	2019 MINUTES OF THE AGM
A.4 Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.				
Did the company fail to disclose the existence of:				
A.4.1(P)	Shareholders agreement?	OECD Principle II (D)	N	
A.4.2(P)	Voting cap?		N	
A.4.3(P)	Multiple voting rights?		N	
A.5 Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.				

A.5.1(P)	Is a pyramid ownership structure and/ or cross holding structure apparent?	<p>OECD Principle II (D): Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.</p> <p>Some capital structures allow a shareholder to exercise a degree of control over the corporation disproportionate to the shareholders' equity ownership in the company. Pyramid structures, cross shareholdings and shares with limited or multiple voting rights can be used to diminish the capability of noncontrolling shareholders to influence corporate policy.</p>	N	
B. Equitable treatment of shareholders				
B.1	Insider trading and abusive self-dealing should be prohibited.			
B.1.1(P)	Has there been any conviction of insider trading involving directors/commissioners, management and employees in the past three years?	<p>OECD Principle III: The Equitable Treatment of Shareholders (B) Insider trading and abusive dealing should be prohibited.</p> <p>ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals do not benefit from knowledge which is not generally available to the market.</p> <p>ICGN 8.5 Shareholder rights of action ... Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p>	N	
B.2 Protecting minority shareholders from abusive action				

B.2.1(P)	Has there been any cases of non compliance with the laws, rules and regulations pertaining to significant or material related party transactions in the past three years?	<p>OECD Principle III (B) Insider trading and abusive dealing should be prohibited</p> <p>ICGN 2.11.1 Related party transactions Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.</p> <p>ICGN 2.11.2 Director conflicts of interest Companies should have a process for identifying and managing any conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.</p> <p>ICGN 8.5 Shareholder rights of action Shareholders should be afforded rights of action and remedies which are readily accessible in order to redress conduct of company which treats them inequitably. Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p>	N	
C. Role of stakeholders				
C.1 The rights of stakeholders that are established by law or through mutual agreements are to be				
C.1.1(P)	Have there been any violations of any laws pertaining to labour/employment/ consumer/insolvency/ commercial/competition or environmental issues?	<p>OECD Principle IV (A) The rights of stakeholders that are established by law or through mutual agreements are to be respected.</p>	N	
Where stakeholders participate in the corporate governance process, they should have access to relevant,				
C.2.1(P)	Has the company faced any sanctions by regulators for failure to make announcements within the requisite time period for material events?	<p>OECD Principle IV (B) Where stakeholders participate in the corporate governance process, they should have access to relevant, sufficient and reliable information on a timely and regular basis.</p>	N	
D. Disclosure and transparency				

D.1 Sanctions from regulator on financial reports				
D.1.1(P)	Did the company receive a "qualified opinion" in its external audit report?	<p>OECD Principle V: Disclosure and Transparency</p> <p>(B) Information should be prepared and disclosed in accordance with high quality standards of accounting and financial and non-financial disclosures.</p> <p>(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects.</p>	N	<p>REF: 2018 GENERAL AUDIT OPINION</p> <p>Note: Go to www.mapfre.com.ph click About Us → click Annual Report → click Financial Statement to view REF</p>
D.1.2(P)	Did the company receive an "adverse opinion" in its external audit report?	<p>(D) External auditors should be accountable to the shareholders and owe a duty to the company to exercise due professional care in the conduct of the audit.</p>	N	<p>REF: 2019 GENERAL AUDIT OPINION</p> <p>Note: Go to www.mapfre.com.ph click About Us → click Annual Report → click Financial Statement to view REF</p>
D.1.3(P)	Did the company receive a "disclaimer opinion" in its external audit report?	<p>ICGN 6.2 Annual audit The annual audit carried out on behalf of shareholders is an essential part of the checks and balances required at a company. It should provide an independent and objective opinion that the financial statements fairly represent the financial position and performance of the company in all material respects, give a true and fair view of the affairs of the company and are in compliance with applicable laws and regulations.</p> <p>ICGN 7.3 Affirmation of financial statements The board of directors and the appropriate officers of the company should affirm at least annually the accuracy of the company's financial statements or financial accounts.</p>	N	<p>REF: 2019 GENERAL AUDIT OPINION</p> <p>Note: Go to www.mapfre.com.ph click About Us → click Annual Report → click Financial Statement to view REF</p>

D.1.4(P)	Has the company in the past year revised its financial statements for reasons other than changes in accounting policies?	International Auditing Standard (ISA) No. 705 "Modifications to the Opinion in the Independent Auditor's Report" (2009). Paras. 7, 8 and 9 specify the three types of modifications to the auditor's opinion; that is, Qualified opinion, Adverse opinion, and Disclaimer opinion respectively.	N	REF: FINANCIAL STATEMENT 2019 Note: Go to www.mapfre.com.ph click About Us → click Annual Report → click Financial Statement to view REF
E. Responsibilities of the Board				
E.1 compliance with listing rules, regulations and				
E.1.1(P)	Is there any evidence that the company has not complied with any listing rules and regulations over the past year apart from disclosure rules?	OECD Principle VI (D) (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards. Companies are also well advised to set up internal programmes and procedures to promote compliance with applicable laws, regulations and standards, including statutes to criminalise bribery of foreign officials that are required to be enacted by the OECD Anti-bribery Convention and measures designed to control other forms of bribery and corruption. Moreover, compliance must also relate to other laws and regulations such as those covering securities, competition and work and safety conditions. Such compliance programmes will also underpin the company's ethical code.	N	

E.1.2(P)	Have there been any instances where non-executive directors/commissioner have resigned and raised any issues of governance-related concerns?	UK CODE (JUNE 2010) A.4.3 Where directors have concerns which cannot be resolved about the running of the company or a proposed action, they should ensure that their concerns are recorded in the board minutes. On resignation, a non-executive director should provide a written statement to the chairman, for circulation to the board, if they have any such concerns.	N	
E.2 Board Appraisal				
E.2.1(P)	Does the Company have any independent directors/commissioners who have served for more than nine years or two terms (which ever is higher) in the same capacity?	OECD Principle V (C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects. Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which can be undertaken by an auditor for their audit client, mandatory rotation of auditors (either partners or in some cases the audit partnership), a temporary ban on the employment of an ex-auditor by the audited company and prohibiting auditors or their dependents from having a financial stake or management role in the companies they audit.	N	
E.2.2(P)	Did the company fail to identify who are the independent director(s) / commissioner(s)?	ICGN 2.4 Composition and structure of the board ICGN 2.4.1 Skills and experience ICGN 2.4.3 Independence	N	REF: ANNUAL REPORT 2019 <i>(BOARD OF DIRECTORS)</i> --- Note: Go to www.mapfre.com.ph click About Us → click Annual Report → click Annual Report 2018 to view REF

E.3 External Audit				
E.3.1(P)	Is any of the directors or senior management a former employee or partner of the current external auditor (in the past 2 years)?	OECD Principle V (C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects. Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which can be undertaken by an auditor for their audit client, mandatory rotation of auditors (either partners or in some cases the audit partnership), a temporary ban on the employment of an ex-auditor by the audited company and prohibiting auditors or their dependents from having a financial stake or management role in the companies they audit.	N	
E.4 Board structure and composition				
E.4.1 (P)	Is any of the directors a former CEO of the company in the past 2 years?		N	

MINUTES OF THE ANNUAL STOCKHOLDERS MEETING OF
MAPFRE INSULAR INSURANCE CORPORATION

("MIIC" or the "Corporation")

Held on 25 March 2019 at 5:30 P.M.

At the Board Room, Mapfre Insular Corporate Center
 Acacia Avenue, Ayala Alabang, Muntinlupa, Philippines

<u>STOCKHOLDERS PRESENT/REPRESENTED:</u>	NO. OF SHARES:
MAPFRE INTERNACIONAL S.A.	7,493,847
INSULAR LIFE ASSURANCE COMPANY, LTD.	2,499,998
LUIS C. LA Ó	1
TIRSO C. ABAD	1
MONA LISA DELA CRUZ	1
MAYO JOSE B. ONGSINGCO	1
SILVERIO BENNY J. TAN	1
PEDRO E. ROXAS	1
TOTAL NUMBER OF SHARES:	9,993,851
TOTAL NUMBER OF OUSTANDING SHARES:	10,000,000
PERCENTAGE OF OUSTANDING SHARES PRESENT/REPRESENTED:	99.9%

ALSO PRESENT:

Jonas-Karl V. Perez
 Pamela Joy R. Co

I. CALL TO ORDER

The Chairman of the Board, Mr. Tan, called the meeting to order and presided over the same. The Corporate Secretary, Mr. Perez, certified to the presence of a quorum and took the minutes of the meeting.

The Corporate Secretary proceeded to explain the conduct of voting and the tabulation procedures to be used during the course of the meeting. Unless there are objections, the Corporate Secretary shall record the shares present and those represented by proxy as having voted in favor of the matters to be considered today. Majority vote shall be required for the following matters:

- a) Approval of the minutes of the annual meeting of the stockholders held on 19 March 2018;
and
- b) Election of External Auditor.

Voting for the election of directors shall be in accordance with the Revised Corporation Code, which is cumulative voting.

II. APPROVAL OF THE MINUTES OF THE 19 MARCH 2018 ANNUAL STOCKHOLDERS MEETING

The Chairman referred the stockholders to the copy of the minutes of the 19 March 2018 annual stockholders meeting that were included in the materials for this meeting.

On motion duly made and seconded, the minutes of the annual stockholders meeting held on 19 March 2018 were approved.

III. PRESENTATION OF DIVIDEND POLICY

The Chairman stated that dividends may be declared out of unrestricted retained earnings. The dividend declaration will be based on the MAPFRE Group dividend policy which was approved by the Board in its meeting on 23 June 2016. The Chairman further stated that the Corporation's audited financial statements for the year ended 31 December 2018 have not yet been approved.

IV. REPORT OF MANAGEMENT 2018

The Chairman noted that the report of management for 2018 was presented by the President to the directors before this meeting. Since all the stockholders present in this meeting had previously heard the report in the regular board meeting immediately preceding this stockholders meeting, the reading of the report of management was dispensed with, and the same report of management was noted.

V. PRESENTATION OF RELATED-PARTY TRANSACTIONS

On 28 September 2017 the Board adopted a policy on Related-Party Transactions that includes an integration of the Insurance Commission's mandated Guidelines on Related-Party Transactions. The Board has a Related-Party Transactions committee. The Related-Party Transactions in 2018 each of which did not exceed one percent (1%) of MIIC's annual revenue, were as follows: transactions with affiliates, namely MAPFRE TECH S.A. (licenses and software maintenance); with MAPFRE S.A. (fees); with Ibero Asistencia S.A. (road and home assistance and services); and with the law firm of Picazo Buyco Tan Fider & Santos where Mr. Tan is a partner. The Related-Party Transaction in 2018 which exceeded one percent (1%) of MIIC's annual revenue was with Insular Life Assurance Company, Ltd. (rental fees and share in Migrant Workers Plan) which owns approximately 25% of the outstanding capital stock of MIIC. On motion duly made and seconded, the Board of Directors' approval of the Related-Party Transactions was confirmed.

VI. RATIFICATION OF ACTS, RESOLUTIONS AND APPROVALS OF THE BOARD OF DIRECTORS SINCE THE LAST ANNUAL MEETING

On motion duly made and seconded, the stockholders approved and ratified all acts, resolutions and contracts of the Board of Directors since the last annual meeting as they appear in the minutes of the Board Meetings, and in the filings with the Office of the Insurance Commission, the Securities and Exchange Commission and in the records of the Corporation.

VII. ELECTION OF DIRECTORS

The Chairman stated that non-controlling stockholders are allowed to nominate candidates for board of directors. The Chairman also stated that cumulative voting shall be followed in accordance with the Revised Corporation Code.

The Chairman opened the table for the nominations for the new set of directors for the year 2019. The Nominations Committee reviewed and evaluated the qualifications of the nominees. The following persons were nominated as directors of the Corporation for the fiscal year 2019, to serve until the next annual meeting.

SILVERIO BENNY J. TAN
LUIS C. LA Ó
TIRSO C. ABAD
MONA LISA DELA CRUZ
FRANCISO NORIEGA
NIKOLAOS ANTIMISSARIS
MAYO JOSE B. ONGSINGCO - independent director
PEDRO E. ROXAS - independent director

Since there are no other nominees, the Chairman directed the casting of the ballots for all the nominees. All nominees were therefore elected as directors of the Corporation for the ensuing term. All directors received votes from stockholders present in person or by proxy representing 99.9% of the outstanding common shares.

VIII. APPOINTMENT OF EXTERNAL AUDITOR

The Chairman announced that the next item in the agenda was the appointment of the Corporation's external auditor. Upon motion duly made and seconded, R.G. Manabat & Co. was appointed as the external auditor of the Corporation for the fiscal year 2019 with votes from stockholders present in person or by proxy representing 99.9% of the outstanding common shares.


IX. OTHER MATTERS

The Vice Chairman asked the stockholders whether there are queries or matters that should be brought to the attention of the stockholders in this meeting. There were none.

X. ADJOURNMENT

There being no other matters, the meeting was adjourned on motion duly made and seconded.

Attested by:



SILVERIO BENNY J. TAN
Chairman of the Board

Certified by:



JONAS-KARL V. PEREZ
Corporate Secretary