| PART D: DISCLOSURE AND TRANSPARENCY | | | | | |
|-------------------------------------|---|--|-----------|--|--|
| ITEM NO. | DISCLOSURE AND TRANSPARENCY | APPLICABLE PRINCIPLE | RESPONSES | REFERENCE/SOURCE DOCUMENT | |
| D.1 | Transparent ownership structure | | | | |
| D.1.1 | Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more? | Trmation on is reveal the identity powners, holding 5% or more?OECD Principle V: Disclosure and Transparency (A) Disclosure should include, but not limited to, material information on: (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, and beneficial ownership.pany disclose the irect (deemed) of major and/or areholders?ICGN 7.6 Disclosure of ownership the company to other companies in the | Y | Please see pages 6 to 8, and Annex A of the 2020 General Information Sheet disclosed the identity of the beneficial owners holding 5% shareholdings or more. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-SOMPO_2020-General-</u> <u>Information-Sheet.pdf</u> | |
| D.1.2 | Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders? | | Y | Please see pages 6 to 8 of the 2020 General Information Sheet. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-SOMPO_2020-General-</u> <u>Information-Sheet.pdf</u> | |
| D.1.3 | Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)? | | Y | Please see Annex A of the 2020 General Information Sheet. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-SOMPO_2020-General-</u> <u>Information-Sheet.pdf</u> | |
| D.1.4 | 1.4 Does the company disclose the direct and indirect (deemed) shareholdings of senior management? | | Y | Please see Annex A of the 2020 General Information Sheet. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-SOMPO_2020-General-</u> Information-Sheet.pdf | |

| D.1.5 | Does the company disclose details of the parent/holding | | The details are disclosed in the Company's official website. |
|-------|--|---|--|
| | company, subsidiaries, associates, joint ventures and special purpose enterprises/ | Y | https://www.pgasompo.com.ph/about/# |
| | vehicles (SPEs)/ (SPVs)? | | |

| D.2 | Quality of Annual Report | | | | |
|--|--------------------------------------|---|---|--|--|
| Does the company's annual report disclose the following items: | | | | | |
| D.2.1 | Key risks | "OECD Principle V (A): (1) The financial and operating results of the company; (2) Company objectives, including ethics, environment, and other public policy commitments; (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, beneficial ownership; (4) Remuneration policy for members of the board and | Y | Please see pages 125 to 137 (Audited Financial Statement) of the 2019 Annual Report. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-Sompo-Annual-Report-</u> <u>2019_opt.pdf</u> | |
| D.2.2 | Corporate objectives | (4) Remuneration policy for members of the board and key executives, including their qualifications, the selection process, other company directorships and whether they are regarded as independent by the board; (6) Foreseeable risk factors, including risk management system; (7) Issues regarding employees and other stakeholders; (8) Governance structure and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented. | Y | Corporate Objectives are discussed in the Chairman's Message and President and CEO's Report. Please see pages 12 to 15 of the Annual Report. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-Sompo-Annual-Report-</u> <u>2019_opt.pdf</u> | |
| D.2.3 | Financial performance indicators | OECD Principle V (E): Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users. ICGN 2.4 Composition and structure of the board ICGN 2.4.1 Skills and experience ICGN 2.4.3 Independence | Y | Please see Page 18 for the Financial Highlights and Pages 78 to 144 for the Audited Financial Statement. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-Sompo-Annual-Report-</u> <u>2019_opt.pdf</u> | |
| D.2.4 | Non-financial performance indicators | | Y | Please see pages 58 to 64 of the Annual Report. | |

| D.2.5 | Dividend policy | ICGN 5.0 Remuneration ICGN 5.4 Transparency UK Corporate Governance Code (2010) A.1.2 - the number of meetings of the board and those committees and individual attendance by directors | | https://www.pgasompo.com.ph/wp- content/uploads/2020/07/PGA-Sompo-Annual-Report- 2019 opt.pdf Please see page 21 of the Annual Report. |
|-------|--|---|---|--|
| 0.2.3 | 2.5 Dividend policy committees and individual attendance by directors. CLSA-ACGA (2010) CG Watch 2010 - Appendix 2 (I) CG rules and practices (19) Disclose the exact remuneration of individual directors. | Y | https://www.pgasompo.com.ph/wp- content/uploads/2020/07/PGA-Sompo-Annual-Report- 2019_opt.pdf | |
| D.2.6 | Details of whistle-blowing policy | | Y | Please see page 19 of the Annual Report. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-Sompo-Annual-Report-</u> <u>2019_opt.pdf</u> |
| D.2.7 | Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners | | Y | Please see pages 25 to 37 of the Annual Report. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-Sompo-Annual-Report-</u> <u>2019_opt.pdf</u> |
| D.2.8 | Training and/or continuing education programme attended by each director/commissioner | | Y | Please see pages 25 to 37 of the Annual Report. https://www.pgasompo.com.ph/wp- content/uploads/2020/07/PGA-Sompo-Annual-Report- 2019 opt.pdf https://www.pgasompo.com.ph/wp- content/uploads/2019/12/Distribution-of-Certificate-of- Attendance-for-2019-Annual-Corporate-Governance- Seminar.pdf |

| director/commissioner in respect of meetings held Y https://www.pgasompo.com.ph/wp- content/uploads/2020/07/PGA-Sompo- 2019 opt.pdf D.2.11 Details of remuneration of each member of the board of directors/commissioners Please see page 39 of the Annual Report aggregate fees of the Board of Directors | D.2.9 | Number of board of directors/commissioners meetings held during the year | Y | Please see page 38 of the Annual Report. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-Sompo-Annual-Report-</u> <u>2019_opt.pdf</u> |
|--|--------|--|---|--|
| member of the board of directors/commissioners aggregate fees of the Board of Directors Y https://www.pgasompo.com.ph/wp- content/uploads/2020/07/PGA-Sompo- | D.2.10 | director/commissioner in respect | Y | content/uploads/2020/07/PGA-Sompo-Annual-Report- |
| | D.2.11 | member of the board of | Y | content/uploads/2020/07/PGA-Sompo-Annual-Report- |

| D.2.12 Does the Annual Report contain a statement confirming the company's full compliance with the code of corporate governance and where there is non-compliance, identify and explain reasons for each such issue? | OECD PRINCIPLE V (A) (8) UK CODE (JUNE 2010): Listing Rules 9.8.6 R (for UK incorporated companies) and 9.8.7 R (for overseas incorporated companies) state that in the case of a company that has a Premium listing of equity shares, the following items must be included in its Annual Report and accounts: a statement of how the listed company has applied the Main Principles set out in the UK CG Code, in a manner that would enable shareholders to evaluate how the principles have been applied; a statement as to whether the listed company has complied throughout the accounting period with all relevant provisions set out in the UK CG Code; or not complied throughout the accounting period with all relevant provisions set out in the UK CG Code, and if so, setting out: (i) those provisions, if any, it has not complied with; (ii) in the case of provisions whose requirements are of a continuing nature, the period within which, if any, it did not comply with some or all of those provisions; and (iii) the company's reasons for non-compliance. ASX CODE: Under ASX Listing Rule 4.10.3, companies are required to provide a statement in their Annual Report disclosing the extent to which they have followed the Recommendations in the reporting period. Where companies have not followed all the Recommendations, they must identify the Recommendations that have not been followed and give reasons for not following them. Annual Reporting does not diminish the company's obligation to provide disclosure under ASX Listing Rule 3.1. | Y | Please see page 19 of the Annual Report. https://www.pgasompo.com.ph/wp- content/uploads/2020/07/PGA-Sompo-Annual-Report- 2019_opt.pdf |
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D.3. Disclosure of related party transactions (RPT)

| D.3.1 | Does the company disclose its policy covering the review and approval of material/significant RPTs? | OECD Principle V: Disclosure and Transparency (A) Disclosure should include, but not limited to, material information on: (5) Related party transactions ICGN 2.11.1 Related party transactions The company should disclose details of all material related party transactions in its Annual Report. | Y | Item 5.2. of the Manual on Corporate Governance provides that all material information, i.e., anything that could potentially affect price, shall be publicly disclosed. Such information shall include earnings results, acquisition or disposal of assets, board changes, related party transactions, shareholdings of directors and changes to ownership. Moreover, Item 5.5. of the same Manual provides that the Board shall commit at all times to fully disclose material information dealings. It shall cause the filing of all required information for the interest of the stakeholders. <u>https://www.pgasompo.com.ph/wp- content/uploads/2019/12/PGA-SOMPO_Manual-on- Corporate-Governance.pdf</u> |
|-------|--|--|---|---|
| D.3.2 | Does the company disclose the name of the related party and relationship for each material/significant RPT? | | Y | Please see pages 139 to 140 (Audited Financial Statement) of the 2019 Annual Report. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-Sompo-Annual-Report-</u> <u>2019_opt.pdf</u> |
| D.3.3 | Does the company disclose the nature and value for each material/significant RPT? | | Y | Please see pages 139 to 140 (Audited Financial Statement) of the 2019 Annual Report. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-Sompo-Annual-Report-</u> <u>2019_opt.pdf</u> |

| D.4.1 | Does the company disclose trading in the company's shares by insiders? | OECD Principle V (A): (3) Major share ownership and voting rights ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own | | Article VI of the 2015 Amended By-Laws provides the guidelines for shares and their transfer. |
|-------|--|---|---|---|
| | | securities. | Y | content/uploads/2019/12/PGA-SOMPO 2015-Amended- |
| | | ICGN 5.5 Share ownership Every company should have and disclose a policy concerning ownership of shares of the company by senior managers and executive directors with the objective of aligning the interests of these key executives with those of shareholders. | | <u>By-Laws.pdf</u> |

| D.5 | External auditor and Auditor Repo | ort | | |
|-------|---|---|---|--|
| D.5.1 | Are audit fees disclosed? | 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 | Y | Please see page 39 of the Annual Report. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-Sompo-Annual-Report-</u> <u>2019_opt.pdf</u> |
| | e same audit firm is engaged for both non-audit services | all material respects. | | |
| D.5.2 | Are the non-audit fees disclosed? | OECD Principle V (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. ICGN 6.5 Ethical standards (Audit) | Y | Please see page 39 of the Annual Report. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-Sompo-Annual-Report-</u> <u>2019_opt.pdf</u> |
| D.5.3 | Does the non-audit fee exceed the audit fees? | The auditors should observe high-quality auditing and ethical standards. To limit the possible risk of possible conflicts of interest, non-audit services and fees paid to auditors for non-audit services should be both approved in advance by the audit committee and disclosed in the Annual Report. | N | Please see page 39 of the Annual Report. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-Sompo-Annual-Report-</u> <u>2019_opt.pdf</u> |

| D.6 | Medium of communications | | | |
|----------|---------------------------------------|---|---|---|
| Does the | company use the following modes | of communication? | | |
| D.6.1 | Quarterly reporting | OECD Principle V (E): Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users. ICGN 7.1 Transparent and open communication Every company should aspire to transparent and open communication about its aims, its challenges, its | Y | The Company, as covered institution, submits quarterly reports to the Insurance Commission. Internally, it conducts quarterly reporting of the operations' updates through the Management Committee Meetings. |
| D.6.2 | Company website | achievements and its failures. ICGN 7.2 Timely disclosure Companies should disclose relevant and material | Y | Please see <u>www.pgasompo.com</u> |
| D.6.3 | Analyst's briefing | information concerning themselves on a timely basis, in particular meeting market guidelines where they exist, so as to allow investors to make informed decisions about the acquisition, ownership obligations and rights, and sales of shares. | Y | The Company's Representative has attended the Engineer's Briefing on February 12 to 13, 2019 in Tokyo, Japan. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2019/12/Engineers-Briefing_Final-</u> <u>Agenda-and-Instructions.pdf</u> |
| D.6.4 | Media briefings /press conferences | | Y | Newspaper Articles are as follows: From The Manila Times: https://www.manilatimes.net/2019/10/01/business/busi ness-top/pga-sompo-earns-am-best-good- ratings/624408/ From Manila Bulletin: https://mb.com.ph/2019/09/30/am-best-assigns-pga- sompo-good-ratings-in-financial- strength/#:~:text=PGA%20Sompo%20Insurance%20Corp |

| | | oration%20earned,on%20the%20insurance%20industry% 20worldwide. |
|--|--|---|
| | | |

| D.7 | Timely filing/release of annual/fi | nancial reports | | |
|-------|--|--|---|---|
| D.7.1 | Are the audited annual financial report / statement released within 120 days from the financial year end? Is the annual report released within 120 days from the financial year end? | OECD Principle V (C) OECD Principle V (E) OECD Principle V-(A). ICGN 7.2 Timely disclosure ICGN 7.3 Affirmation of financial statements The board of directors and the corporate officers of the company should affirm at least annually the accuracy of the company's financial statements or financial accounts. | N | The Audited Financial Statement was not released within 120 days from the financial year by reason of travel restrictions/ban and/or temporary suspension of business operations due to COVID-19 Pandemic. https://www.pgasompo.com.ph/wp- content/uploads/2019/12/PGA-SOMPO_2019-Audited- Financial-Statements.pdfThe Annual Report was not released within 120 days from the financial year by reason of travel restrictions/ban and/or temporary suspension of business operations due to COVID-19 Pandemic.https://www.pgasompo.com.ph/wp- content/uploads/2020/07/PGA-Sompo-Annual-Report- 2019_opt.pdf |
| D.7.3 | Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the board of directors/commissioners and/or the relevant officers of the company? | | Y | Please see page 2 of the Audited Financial Statement. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2019/12/PGA-SOMPO_2019-Audited-</u> <u>Financial-Statements.pdf</u> |

| D.8 | Company website | | | | |
|---|---------------------|----------------------|---|--|--|
| Does the company have a website disclosing up-to-date information on the following: | | | | | |
| D.8.1 | Business operations | OECD Principle V (A) | Y | Details of the Products and updates on the Business Operations are posted at the Company's website. | |
| | | OECD Principle V (E) | | | |

| | | ICGN 7.1 Transparent and open communication ICGN 7.2 Timely disclosure | | https://www.pgasompo.com.ph/personal-insurance/ https://www.pgasompo.com.ph/media/news-and- updates/ |
|-------|---|---|---|--|
| D.8.2 | Financial statements/reports (current and prior years) | | Y | Financial Statements for current and prior years are posted at the Company's website. Please see <u>https://www.pgasompo.com.ph/</u> under Corporate Governance. |
| D.8.3 | Materials provided in briefings to analysts and media | | Y | Newspaper Articles are as follows: From The Manila Times: https://www.manilatimes.net/2019/10/01/business/busi ness-top/pga-sompo-earns-am-best-good- ratings/624408/ From Manila Bulletin: https://mb.com.ph/2019/09/30/am-best-assigns-pga- sompo-good-ratings-in-financial- strength/#:~:text=PGA%20Sompo%20Insurance%20Corp oration%20earned,on%20the%20insurance%20industry% 20worldwide. |
| D.8.4 | Shareholding structure | | Y | Pages 6 to 8 and Annex A of the 2020 General Information Sheet disclosed the identity of the beneficial owners holding 5% shareholdings or more. <u>https://www.pgasompo.com.ph/wp-</u> <u>content/uploads/2020/07/PGA-SOMPO_2020-General-</u> <u>Information-Sheet.pdf</u> |

| D.8.5 | Group corporate structure | | Please see pages 49 to 52 of the 2019 Annual Report. |
|-------|---|---|---|
| | | Y | https://www.pgasompo.com.ph/wp- content/uploads/2020/07/PGA-Sompo-Annual-Report- 2019 opt.pdf |
| D.8.6 | Downloadable annual report | Y | https://www.pgasompo.com.ph/wp- content/uploads/2020/07/PGA-Sompo-Annual-Report- 2019_opt.pdf |
| D.8.7 | Notice of AGM and/or EGM | Y | https://www.pgasompo.com.ph/news-and- updates/notice-of-annual-stockholders-meeting-of-pga- sompo/ |
| D.8.8 | Minutes of AGM and/or EGM | Y | https://www.pgasompo.com.ph/wp- content/uploads/2019/12/PGA- SOMPO MINUTES Annual-Stockholders- Meeting 2020_05_28.pdf |
| D.8.9 | Company's constitution (company's by-laws, memorandum and articles of association) | Y | The Company's By-Laws and Articles of Incorporation ar posted at the Company's website. https://www.pgasompo.com.ph/wp- content/uploads/2019/12/PGA-SOMPO 2017-Amended Articles-of-Incorporation.pdf https://www.pgasompo.com.ph/wp- content/uploads/2019/12/PGA-SOMPO 2015-Amended By-Laws.pdf |

| D.9.1 | Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer / office responsible for investor relations? | ICGN 7.1 Transparent and open communication | Y | https://www.pgasompo.com.ph/contact-us/ | |
|-------|--|---|---|---|--|
|-------|--|---|---|---|--|