

BONUS				
ITEM NO.	GOVERNING STANDARD	APPLICABLE PRINCIPLE	RESPONSES	REFERENCE/SOURCE DOCUMENT
<b>A. Rights of shareholders</b>				
<b>A.1</b>	<b>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.</b>			
A.1.1(B)	Does the company allow the use of secure electronic voting in absentia at the general meetings of shareholders?	<b>OECD Principle II (C)</b> (4) Shareholders should be able to vote in person or in absentia, and equal effect should be given to votes whether cast in person or in absentia.	Y	<a href="https://www.pgasompo.com.ph/wp-content/uploads/2020/05/Revised-Notice-of-Annual-Stockholders-Meeting-May-28.pdf">https://www.pgasompo.com.ph/wp-content/uploads/2020/05/Revised-Notice-of-Annual-Stockholders-Meeting-May-28.pdf</a>
<b>B. Equitable treatment of shareholders</b>				
<b>B.1</b>	<b>Notice of AGM</b>			

B.1.1(B)	Does the company release its notice of AGM (with detailed agendas and explanatory circulars), as announced to the Exchange, at least 28 days before the date of the meeting?	<p><b>OECD Principle II (C)</b>  (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting.  (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.</p> <p><b>OECD Principle III (A)</b></p> <p><b>ICGN 8.3.2 Shareholder participation in governance</b>  Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors on an individual basis and also the right to appoint external auditors.</p> <p><b>ICGN 8.4.1 Shareholder ownership rights</b>  The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder vote.</p> <p><b>CLSA-ACGA (2010) CG Watch 2010 - Appendix 2.</b>  <b>(I) CG rules and practices</b>  (25) Do company release their AGM notices (with detailed agendas and explanatory circulars) at least 28 days before the date of the meeting?</p>	Y	<p>The Annual Stockholders’ Meeting (“ASM”) was scheduled on May 28, 2020. The Notice of the ASM was released to the Stockholders on April 30, 2020 or twenty-eight (28) days before the scheduled ASM.</p> <p><a href="https://www.pgasompo.com.ph/wp-content/uploads/2020/05/Revised-Notice-of-Annual-Stockholders-Meeting-May-28.pdf">https://www.pgasompo.com.ph/wp-content/uploads/2020/05/Revised-Notice-of-Annual-Stockholders-Meeting-May-28.pdf</a></p>
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C. Roles of Stakeholders	
C.1	The rights of stakeholders that are established by law or through mutual agreements are to be respected

C.1.1 (B)	Does the company practice integrated report on its annual reports?	<p><b>International &lt;IR&gt; Framework - DRAFT ,IIRC Council Item 3b Meeting of 5 December 2013</b></p> <p>“Integrated Reporting &lt;IR&gt; promotes a more cohesive and efficient approach to corporate reporting and aims to improve the quality of information available to providers of financial capital to enable a more efficient and productive allocation of capital. The IIRC’s vision is a world in which integrated thinking is embedded within mainstream business practice in the public and private sectors, facilitated by &lt;IR&gt; as the corporate reporting norm.”</p>	N	
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<b>D. Disclosure and transparency</b>				
<b>D.1 Quality of Annual Report</b>				
D.1.1 (B)	Are the audited annual financial report /statement released within 60 days from the financial year end?	<p><b>OECD Principle V (C)</b>  <b>OECD Principle V (E)</b>  <b>ICGN 7.2 Timely disclosure</b>  <b>ICGN 7.3 Affirmation of financial statements</b></p> <p>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.</p>	N	<p>The Audited Annual Financial Report Statements was not released within 6 days from the financial year end because of travel restrictions/ban and/or temporary suspension of business operations due to COVID-19 Pandemic.</p> <p><a href="https://www.pgasompo.com.ph/wp-content/uploads/2019/12/PGA-SOMPO_2019-Audited-Financial-Statements.pdf">https://www.pgasompo.com.ph/wp-content/uploads/2019/12/PGA-SOMPO_2019-Audited-Financial-Statements.pdf</a></p>
D.1.2 (B)	Does the company disclose details of remuneration of the CEO?		Y	Key Management Personnel of the Company includes the CEO. Salaries of Key Management

				Personnel are disclosed in page 51 of the Audited Financial Statements.  <a href="https://www.pgasompo.com.ph/wp-content/uploads/2019/12/PGA-SOMPO_2019-Audited-Financial-Statements.pdf">https://www.pgasompo.com.ph/wp-content/uploads/2019/12/PGA-SOMPO_2019-Audited-Financial-Statements.pdf</a>
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<b>E. Responsibilities of the Board</b>				
<b>E.1 Board Competencies and Diversity</b>				
E.1.1(B)	Does the company have at least one female independent director/commissioner?	<b>ICGN 2.4.1 Skills and experience</b> The board should consist of directors with the requisite range of skills, competence, knowledge, experience and approach, as well as a diversity of perspectives, to set the context for appropriate board behaviours and to enable it to discharge its duties and responsibilities effectively.	Y	Please see pages 35 to 36 of the Annual Report.  <a href="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/2020/07/PGA-Sompo-Annual-Report-2019_opt.pdf</a>
<b>E.2 Nominating Committee</b>				
E.2.1(B)	Does the Nominating Committee comprise entirely of independent directors/commissioners?	<b>ICGN 2.4.4 Composition of board committees</b> The members of these key board committees should be solely non-executive directors, and in the case of the audit and remuneration committees, solely independent directors. All members of the nominations committee should be independent from management and at least a majority should be independent from dominant owners.	Y	Please see page 46 of the Annual Report.  <a href="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/2020/07/PGA-Sompo-Annual-Report-2019_opt.pdf</a>
E.2.2(B)	Does the Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions?		Y	Please see page 45 of the Annual Report.  <a href="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/2020/07/PGA-Sompo-Annual-Report-2019_opt.pdf</a>
<b>E.3 Board Appointments and Re-Election</b>				

E.3.1(B)	Does the company use professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors/commissioners?	<b>WORLD BANK PRINCIPLE 6</b> (VI.I.21) Are boards known to hire professional search firms when proposing candidates to the board?	N	
<b>E.4 Board Structure &amp; Composition</b>				
E.4.1(B)	Do independent non-executive directors/commissioners make up more than 50% of the board of directors/commissioners?		N	<p>The Company has four (4) Independent Directors in compliance with Section 22 of the Revised Corporation Code and Circular Letter No. 2019-36 of the Insurance Commission which provide that the board of Corporations vested with public interest shall have independent directors constituting at least twenty percent (20%) of such board.</p> <p>Please see page 4 of the 2020 General Information Sheet.</p> <p><a href="https://www.pgasompo.com.ph/wp-content/uploads/2020/07/PGA-SOMPO_2020-General-Information-Sheet.pdf">https://www.pgasompo.com.ph/wp-content/uploads/2020/07/PGA-SOMPO_2020-General-Information-Sheet.pdf</a></p>
<b>E.5 Board Performance</b>				

E.5.1(B)	Does the company have a separate level Risk Committee?	<p>International Financial Corporation’s Global Corporate Governance Forum Publication: When Do Companies Need a Board-level Risk Management Committee?(Volume 31, pp.11, March 2013)</p> <p>Benefits of a Board Level Risk Committee:</p> <ol style="list-style-type: none"> <li>1. elevate risk oversight to the highest level in the company;</li> <li>2. strengthen the quality of risk management;</li> <li>3. inculcate a risk culture and risk-management environment to mitigate and manage risks effectively across the organization;</li> <li>4. establish a platform for continuous assessment of risks in light of the changing internal and external environments;</li> <li>5. improve communication among the board, management, and other stakeholders about risk management; and</li> <li>6. demonstrate to internal and external stakeholders the company’s commitment to risk management</li> </ol>	N	
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