

D.1 Transparent ownership structure		Y/ N	Reference/ Source document
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	Y	DEFAULT
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?	Y	DEFAULT
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?	Y	DEFAULT
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?	Y	DEFAULT
D.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?	Y	DEFAULT

D.2 Quality of Annual Report				
Does the company's annual report disclose the following items:				
D.2.1	Key risks	<p>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 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.</p> <p>OECD Principle V (E): Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users.</p>	Y	<p>Governance Report of the 2018 Annual Report, pages 25-27 http://www.afpmbai.com.ph/acgs/2019/AFPMBAI_Annual_Report_2018.pdf#page=25</p>
D.2.2	Corporate objectives	<p>ICGN 2.4 Composition and structure of the board ICGN 2.4.1 Skills and experience ICGN 2.4.3 Independence</p> <p>ICGN 5.0 Remuneration ICGN 5.4 Transparency</p> <p>UK Corporate Governance Code (2010) A.1.2 - the number of meetings of the board and those committees and individual attendance by directors.</p> <p>CLSA-ACGA (2010) CG Watch 2010 - Appendix 2 (I) CG rules and practices (19) Disclose the exact remuneration of individual directors.</p>	Y	<p>Governance Report of the 2018 Annual Report, page 18 http://www.afpmbai.com.ph/acgs/2019/AFPMBAI_Annual_Report_2018.pdf#page=18</p> <p>On 21-22 September 2018, the Board of Trustees had their annual Board Retreat to review the Association's Mission, Vision, and Corporate Objectives, as well as the action plans of each Strategic Business Unit. Significant inputs were given by the Board members to improve the strategic direction being envisioned by Management, and place AFPMBAI on top of its members' mind for insurance products and other related services.</p>

D.2.3	Financial performance indicators		Y	2018 Audited Financial Statement (http://afpbai.com.ph/wp-content/uploads/2019/04/AFPMBAI-Financial-Statement-2018.pdf)
D.2.4	Non-financial performance indicators		Y	President's Report on the 2018 Annual Report, pages 9-10 (http://www.afpbai.com.ph/acgs/2019/AFPMBAI_Annual_Report_2018.pdf#page=9)
D.2.5	Dividend policy		Y	<i>As a mutual benefit association, dividends are not applicable to Class 5 entities. Moreover, AFPMBAI is a non-stock and non-profit corporation, formed primarily to foster brotherhood and mutual help and benefit among members; provide financial or material assistance to members and their families in case of death, losses, necessities or distress, as well as promote the general welfare of the members and their families. As a mutual benefit association, our members are the owners of the company, but they do not own stock certificates and therefore not entitled to stock dividends. "No income or asset accrues to or benefits any member or specific person" (BIR RMC No. 51-14).</i>
D.2.6	Details of whistle-blowing policy		Y	Governance Report of the 2018 Annual Report, pages 28 (http://www.afpbai.com.ph/acgs/2019/AFPMBAI_Annual_Report_2018.pdf#page=28) Whistleblower Policy <i>Employees, stakeholders and members are encourage to report in writing unethical practices to the concerned immediate superior or Head, HRD or AFPMBAI's Chief Corporate Services Officer, respectively, as most problems in this area can be resolved swiftly. The said offices, through an open-door policy, will accomodate problems on ethic. All of us are responsible for preventing violations of law and for acting as whistleblowers if we see possible breaches of internal policies, rules and regulations.</i>
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	Governance Report of the 2018 Annual Report, page 12-15 (http://www.afpbai.com.ph/acgs/2019/AFPMBAI_Annual_Report_2018.pdf#page=12); Summary of Minutes for the 2019 AGM (page 5) (http://afpbai.com.ph/acgs/2019/Summary_of_Minutes_of_2019_AGM.pdf#page=5) Excerpt from the Summary of Minutes of the 2019 AGM: Election of the Board of Trustees for 2019-2020 (page 5) "At this point of the meeting, Chairman Madrigal turned the floor over to the Chairman of the Committee on Election (COMELEC), the Judge Advocate General of the AFP, BGen Ser-Me L Ayuyao AFP. BGen Ayuyao informed the body that fifteen (15) members of the Board of Trustees would be elected in accordance with Article VI, Section 3 of the 2019 Bylaws, and that only regular members are qualified to be nominated and be voted upon with each member being entitled to one (1) vote regardless of the number of his insurance policies or amount of coverage (Article V, Section 5 of the Bylaws). The Chairman of the Nomination Committee, MGen Erickson R Gloria AFP, then nominated fifteen (15) nominees that have been deemed qualified by the Committee and presented their qualifications onscreen."
D.2.8	Training and/or continuing education programme attended by each director/commissioner		Y	Excerpt from the Governance Report of the 2018 Annual Report, page 16 (http://www.afpbai.com.ph/acgs/2019/AFPMBAI_Annual_Report_2018.pdf#page=16). Excerpt from the Governance Report of the 2018 Annual Report: Continuing Education Program As with previous years, the Association gives an orientation on the operations of AFPMBAI when newly-elected trustees first assumed their positions in the Board. It is also part of the Association's good governance best practices for all new trustees to undergo the Corporate Governance Orientation Program (CGOP) offered by the Institute of Corporate Directors (ICD). A number of the trustees, particularly MGen Robert M Arevalo AFP, PGen Alfred S Corpus, and MGen Romeo de Vera Poquiz AFP (Ret) have also undertaken the Professional Development Program of the ICD, including the Corporate Secretary, Atty Renato A David. For 2018, with Investment Management as its theme and as part of the Association's Continuing Education Program (CEP) for all its Trustees, the Corporate Secretary and key members of Management, the Association invited representatives from the Insurance Commission, from the banking industry, and a notable investment manager to help the participants understand the volatility in the investment market at the time. Mr Edelwino C Bernales, Officer-in-Charge of IC's Investment Services Division enlightened the members of our Board and Management with the latest developments and trends in the insurance and mutual benefit association industry. He was joined by Mr Camilo Carl I Roque, Supervising Insurance Specialist. Their talk was followed by an economic briefing and lecture on financial markets conducted by a representative from one of the Association's trusted partners, BDO Trust and Investments Group's Senior Manager and Investment Officer, Ms Anna Patricia C San Diego. Essentially, Ms San Diego asked the Board and Management to stay calm and ride the volatility of the market after presenting their outlook on the Global and Philippine Economy, and providing valuable advice on how the Association may manage its largely liquid investment portfolio. Ms San Diego's talk was followed by an intensive lecture by Mr Marvin Fausto, Founding President of the Fund Managers' Association of the Philippines being only one among his illustrious credentials, on the investment management process. Mr Fausto also devoted a part of his lecture on how the Association may educate its individual members on how to be in charge of their personal finances and how they may be empowered to be self-sufficient by the time of their retirement. The CEP for 2018 was largely successful and the knowledge gained by AFPMBAI's Trustees and Management was used in the day-to-day operations of the company and in the decision-making process employed by the Trustees at the Board level.

D.2.9	Number of board of directors/commissioners meetings held during the year		Y	Governance Report of the 2018 Annual Report, page 17 (http://www.afpmbai.com.ph/acgs/2019/AFPMBAI_Annual_Report_2018.pdf#page=17)
D.2.10	Attendance details of each director/commissioner in respect of meetings held		Y	Governance Report of the 2018 Annual Report, page 17 (http://www.afpmbai.com.ph/acgs/2019/AFPMBAI_Annual_Report_2018.pdf#page=17)
D.2.11	Details of remuneration of each member of the board of directors/commissioners		Y	AFPMBAI 2019 New Bylaws Article VI (Board of Trustees) (http://afpmbai.com.ph/wp-content/uploads/2019/04/2019-By-Laws.pdf#page=5), Section 12 which states: Section 12. Remuneration. The members of the Board of Trustees shall not receive any compensation or remuneration for their services as such, except for reasonable allowance and per diem.
Corporate Governance Confirmation Statement				
D.2.12	Does the Annual Report contain a statement confirming the company's full compliance with the code of corporate governance and where there is non-compliance, identify and explain reasons for each such issue?	<p>OECD PRINCIPLE V (A) (8)</p> <p>UK CODE (JUNE 2010): Listing Rules</p> <p>9.8.6 R (for UK incorporated companies) and 9.8.7 R (for overseas incorporated companies) state that in the case of a company that has a Premium listing of equity shares, the following items must be included in its Annual Report and accounts: a statement of how the listed company has applied the Main Principles set out in the UK CG Code, in a manner that would enable shareholders to evaluate how the principles have been applied; a statement as to whether the listed company has complied throughout the accounting period with all relevant provisions set out in the UK CG Code; or not complied throughout the accounting period with all relevant provisions set out in the UK CG Code, and if so, setting out:</p> <p>(i) those provisions, if any, it has not complied with;</p> <p>(ii) in the case of provisions whose requirements are of a continuing nature, the period within which, if any, it did not comply with some or all of those provisions; and</p> <p>(iii) the company's reasons for non-compliance.</p> <p>ASX CODE:</p> <p>Under ASX Listing Rule 4.10.3, companies are required to provide a statement in their Annual Report disclosing the extent to which they have followed the Recommendations in the reporting period. Where companies have not followed all the Recommendations, they must identify the Recommendations that have not been followed and give reasons for not following them. Annual Reporting does not diminish the company's obligation to provide disclosure under ASX Listing Rule 3.1.</p>	Y	Governance Report of the 2018 Annual Report, page 11 (http://www.afpmbai.com.ph/acgs/2019/AFPMBAI_Annual_Report_2018.pdf#page=11) <i>"These efforts of the Association have been well documented in its improving ACGS rating. For 2018, AFPMBAI has achieved its best score yet and the Association is committed to improving itself further in the years to come...."</i>

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	Risk Management and Related Party Transaction Committee (RMRPTC) Charter pages 2-3 (http://afpmbai.com.ph/acgs/2018/Revised_RMRPTC_Charter.pdf#page=2)
D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?		Y	Governance Report of the 2018 Annual Report, pages 20 (http://www.afpmbai.com.ph/acgs/2019/AFPMBAI_Annual_Report_2018.pdf#page=20). Risk Management and Related Party Transaction Committee <i>The Risk Management and Related Party Transactions Committee deliberated on developments with the Association's integrated information system, Accedata, and the Organizational Transformation Change Management (OTCM) initiatives being undertaken to support it. Its most significant achievements for the year include the recommendations regarding the Business Continuity Management Policy, tax management, conglomerate structure, and material related party transactions conducted on an arms' length basis without conflict of interest with AFPGen, its wholly-owned subsidiary.</i>
D.3.3	Does the company disclose the nature and value for each material/significant RPT?		Y	Governance Report of the 2018 Annual Report, pages 27 (http://www.afpmbai.com.ph/acgs/2019/AFPMBAI_Annual_Report_2018.pdf#page=27). <i>"The Association established the Related Party Transactions Policy in compliance with Insurance Commission Circular No. 2017-29 in order to ensure that transactions between related parties are undertaken on an arm's length basis, fair, without conflict of interest, and serves the best interest of the AFPMBAI.</i> <i>The Risk Management and Related Party Transactions Committee (RMRPTC) of the AFPMBAI Board evaluates the dealings and guarantees that the appropriate disclosure is made, and/or information on the nature and value of each material/significant RPT is provided to regulating and supervising authority relating to the RPT exposures."</i>

D.4 Directors and commissioners dealings in shares of the company				
D.4.1	Does the company disclose	OECD Principle V (A):	Y	DEFAULT

D.5 External auditor and Auditor Report				
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 all material respects.	Y	Summary of the Minutes of the 18 May 2019 AGM, page 5 (http://afpmbai.com.ph/acgs/2019/Summary_of_Minutes_of_2019_AGM.pdf#page=5).
	Where the same audit firm is engaged for both audit and non-audit services			
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) 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/A	<i>There are no non-audit fee/s because the External Auditor did not render any other service aside from Financial Audit.</i>
D.5.3	Does the non-audit fee exceed the audit fees?		N/A	<i>There are no non-audit fee because the External Auditor did not render any other service aside from Financial Audit.</i>

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.	Y	"Quarterly publication of the Mutual - pictures" (http://www.afpmbai.com.ph/acgs/2019/the_mutual_2019.jpg)
D.6.2	Company website		Y	"Website screenshot" (http://www.afpmbai.com.ph/acgs/2019/website_screen.jpg)
D.6.3	Analyst's briefing	ICGN 7.1 Transparent and open communication Every company should aspire to transparent and open communication about its aims, its challenges, its achievements and its failures.	N/A	DEFAULT
D.6.4	Media briefings /press conferences		Y	"PAF Interview screenshot and video" (http://www.afpmbai.com.ph/acgs/2019/afpmbai_paf_radio.jpg)

D.7 Timely filing/release of annual/financial reports				
D.7.1	Are the audited annual financial report / statement 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	Y	2018 Audited Financial Statement with BIR stamp, page 55 (http://www.afpmbai.com.ph/acgs/2019/AFPMBAI_Annual_Report_2018.pdf#page=55)
D.7.2	Is the annual report released within 120 days from the financial year end?	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	
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	Statement of management responsibility (http://www.afpmbai.com.ph/acgs/2019/D.7.3_Statement_of_Management_Responsibility.pdf) The management of Armed Forces and Police Mutual Benefit Association, Inc. (the "Association"), is responsible for the preparation of the consolidated and separate financial statements including the schedules attached therein, as at and for the years ended December 31, 2018 and 2017, in accordance with the prescribe financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error. In preparing the consolidated and separate financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so. The Board of Trustees ("Board") is responsible for overseeing the Association's financial reporting process. The Board reviews and approves the financial statements including the schedules attached therein, and submits the same to the members. R.G. Manabat & Co., the independent auditor, appointed by the Board, has audited the consolidated and separate financial statements of the Association in accordance with Philippine Standards on Auditing, and in its report to the Board, has expressed its opinion on the fairness of presentation upon completion of such audit.

D.8 Company website				
<i>Does the company have a website disclosing up-to-date information on the following:</i>				
D.8.1	Business operations	OECD Principle V (A)	Y	Screenshot of Product and Services (http://www.afpmbai.com.ph/acgs/2019/afpmbai_products.jpg)
D.8.2	Financial statements/reports (current and prior years)	OECD Principle V (E) ICGN 7.1 Transparent and open communication ICGN 7.2 Timely disclosure	Y	2018 Audited Financial Statement, pages 55-62 (http://www.afpmbai.com.ph/acgs/2019/AFPMBAI_Annual_Report_2018.pdf#page=55)
D.8.3	Materials provided in briefings to analysts and media		Y	Sample News Articles on Website (http://afpmbai.com.ph/news-and-updates/)
D.8.4	Shareholding structure		Y	Website screenshot of footer with different branches of service (http://www.afpmbai.com.ph/acgs/2019/branch_of_service_footer.jpg)
D.8.5	Group corporate structure		Y	Organizational Structure (http://www.afpmbai.com.ph/acgs/2019/D.8.5_Organizational_Structure.pdf)
D.8.6	Downloadable annual report		Y	Screenshot of Downloadables Annual Report (http://afpmbai.com.ph/governance/) (http://afpmbai.com.ph/acgs/2019/annual_downloadables.jpg)
D.8.7	Notice of AGM and/or EGM		Y	Notice of 2019 AGM published in the AFPMBAI Website (http://afpmbai.com.ph/2019-notice-of-annual-general-membership-meeting/)
D.8.8	Minutes of AGM and/or EGM		Y	Summary of Minutes of the 2019 AGM (http://afpmbai.com.ph/acgs/2019/Summary_of_Minutes_of_2019_AGM.pdf)
D.8.9	Company's constitution (company's by-laws, memorandum and articles of association)		Y	2019 Amended Articles of Incorporation (http://afpmbai.com.ph/wp-content/uploads/2019/04/2019_Amended_Articles_of_Incorporation.pdf) and 2019 Bylaws (http://afpmbai.com.ph/wp-content/uploads/2019/04/2019-By-Laws.pdf) in the AFPMBAI Website

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