Col Bonny Serrano Road cor. EDSA, Camp Aguinaldo, Quezon City, 1110
Trunkline: +63 (2) 8822-MBAI (6224) | Email: mail@afpmbai.ph
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29 May 2025

ATTY. REYNALDO AVERILLA REGALADO

Insurance Commissioner
Office of the Insurance Commission
1071 United Nations Avenue
Ermita, Manila



SUBJECT: Submission of AFPMBAI 2024 Annual Corporate Governance Report (ACGR)

Dear Commissioner Regalado:

In accordance with Insurance Commission Circular Letter No. 2020-72 and CL No. 2021-36, we have attached two (2) hard copies of the notarized and duly completed AFPMBAI 2024 Annual Corporate Governance Report (ACGR). Additionally, the supporting documents have been saved onto a USB drive for convenient transport and to avoid bulky physical documents. Moreover, as stipulated in the Circular Letter, all submitted files will be uploaded to the company website within five (5) business days.

Respectfully submitted.

Very truly yours.

VADM EDUARDO D FABRICANTE PCG (RET)

Compliance Officer



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Web: www.afpmbai.com.ph | Facebook: AFPMBAI

ANNUAL CORPORATE GOVERNANCE REPORT OF

ARMED FORCES AND POLICE MUTUAL BENEFIT ASSOCIATION, INCORPORATED (AFPMBAI)

1. For the fiscal year ended: 31 December 2024

2. Certificate Authority Number: Mutual Benefit Association's License

No. 2025-07-R issued by the Insurance Commission

3. Province, Country or other jurisdiction

of incorporation or organization:

Metro Manila, Philippines

4. Address of Principal Office, Postal Code: AFPMBAI Building, Col Bonny Serrano Road corner

Epifanio Delos Santos Avenue, Quezon City, 1110

5. Company's telephone number, including

area code:

(+632)8822-6224

6. Company's official website: www.afpmbai.com.ph

7. Former name, former address, and former

fiscal year, if changed since last report:

N.A.

| ANNUAL CORPORATE GOVERNANCE REPORT | | | | |
|---|---------|---|------------------|--|
| COMPLIANT/ N | ION-COM | IPLIANT ADDITIONAL INFORMATION | EXPLANATION | |
| | | The Board's Governance Responsibilities | | |
| Principle 1: The company should be headed by a competent, objectives and the long-term best interests of its shareholders a | | board to foster the long- term success and sustainability of the corporation in a manner consistent wir r stakeholders. | th its corporate | |
| Recommendation 1.1 | | | | |
| Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector. | | 2024 GOVERNANCE REPORT Profile of AFPMBAI Board Members, pages 26-40 | | |
| Board has an appropriate mix of competence and expertise | | NOMINATION AND ELECTION POLICY (Amended MCG Annex A) Nomination and Screening Process, p2-5 | | |
| 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. | С | | | |
| Recommendation 1.2 | | | | |
| Board is composed of a majority of non-executive directors. | | 2024 GOVERNANCE REPORT Profile of AFPMBAI Board Members, pages 26-40 | | |
| | | 2024 ANNUAL REPORT (uploaded in the company website on 30 Apr 2025) The Board of Trustees, pages 28-30 | | |
| Recommendation 1.3 | | | | |
| Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors. | | AMENDED MANUAL OF CORPORATE GOVERNANCE IV. Board of Trustees: H. Trustees' Training, p13-14 | | |
| Company provides in its Board Charter or Manual on Corporate Governance an orientation program for first time directors. | | 2024 GOVERNANCE REPORT Continuing Education Program, pages 10-11 | | |
| Company has relevant annual continuing training for all directors. | С | Profile of AFPMBAI Board Members, pages 26-40 | | |
| Recommendation 1.4 | | | | |
| Board has a policy on board diversity. | | AMENDED MANUAL OF CORPORATE GOVERNANCE IV. Board of Trustees: E. Composition of the Board of Trustees and Board Diversity Policy, p9 | | |
| | | 2024 GOVERNANCE REPORT Board Independence and Diversity, page 9 Profile of AFPMBAI Board Members, pages 26-40 | | |

| Decommondation 1.5 | | | | | | |
|--|---|---|--|--|--|--|
| Recommendation 1.5 | | | | | | |
| Board is assisted in its duties by a Corporate Secretary. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE | | | | |
| 2. Corporate Secretary is a separate individual from the | С | VII. Corporate Officers: E. Corporate Secretary, p23-24 | | | | |
| Compliance Officer. | | 2024 GOVERNANCE REPORT | | | | |
| 3. Corporate Secretary is not a member of the Board of Directors. | С | Profile of the Corporate Secretary, page 41 | | | | |
| 4. Corporate Secretary attends training/s on corporate | С | Continuing Education Program, pages 10-11 | | | | |
| governance. | | | | | | |
| 3 | | 2024 ANNUAL REPORT (uploaded in the company website on 30 Apr 2025) | | | | |
| | | Corporate Officers, page 31 | | | | |
| D 1.5 4.0 | | | | | | |
| Recommendation 1.6 | | | | | | |
| Board is assisted by a Compliance Officer. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE | | | | |
| 2. Compliance Officer has a rank of Vice President or an | С | VIII. Control Function Heads: B. Compliance Officer, p25-26 | | | | |
| equivalent position with adequate stature and authority in the | | 2024 GOVERNANCE REPORT | | | | |
| corporation. | | Profile of the Corporate Secretary, page 41 | | | | |
| Compliance Officer is not a member of the Board. | С | Continuing Education Program, pages 10-11 | | | | |
| 4. Compliance Officer attends training/s on corporate governance | С | | | | | |
| annually. | | 2024 ANNUAL REPORT (uploaded in the company website on 30 Apr 2025) | | | | |
| | | Corporate Officers, page 31 | | | | |
| Data data On The Colorian and a second data | | f the Decoder and the least the least the consequence of the condition and the classical and conditions are the conditions and the conditions are | | | | |
| Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and | | | | | | |
| guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders. | | | | | | |
| Recommendation 2.1 | | | | | | |
| 1. Directors act on a fully informed basis, in good faith, with due | | 2024 GOVERNANCE REPORT | | | | |
| diligence and care, and in the best interest of the company. | С | Board and Board Committee Accomplishments, pages 12-20 | | | | |
| | | | | | | |
| Recommendation 2.2 | | | | | | |
| Board oversees the development, review and approval of the | С | 2024 GOVERNANCE REPORT | | | | |
| company's business objectives and strategy. | | Board and Board Committee Accomplishments, pages 12-20 | | | | |
| 2. Board oversees and monitors the implementation of the | С | | | | | |
| company's business objectives and strategy in order to sustain | | | | | | |
| the company's long-term viability and strength. | | | | | | |
| Recommendation 2.3 | _ | | | | | |
| Board is headed by a competent and qualified Chairperson. | С | 2024 GOVERNANCE REPORT | | | | |
| 1. Board to floaded by a competent and qualified offdirperson. | • | Profile of AFPMBAI Board Members, page 26 | | | | |
| | | | | | | |
| | | I | | | | |

| Recommendation 2.4 | | | |
|--|---|---|--|
| 1. Board ensures and adopts an effective succession planning program for directors, key officers and management. | С | BY-LAWS Article VI. Board of Trustees, Section 5. Term | |
| Board adopts a policy on the retirement for directors and key officers. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE IV. Board of Trustees: E. Composition of the Board of Trustees and Board Diversity Policy, pages 9-11 IV. Board of Trustees: O. Vacancies, page 17 2024 GOVERNANCE REPORT Board Independence and Diversity, page 9 EXCERPT FROM AFPMBAI MC NO. 009-2021: SUCCESSION PLANNING POLICY (II. Policy Statement) "It shall be the policy of the Association to ensure Business Continuity and implement a Corporate Governance best practice of readying its high-potential employees through structured developmental interventions like training, coaching, and mentoring to be ready to succeed the key positions in the Association. It shall provide guidelines and step by step procedures – from nomination to development to evaluation and selection of the best candidate for a certain target key position." (VI. General Guidelines) | |
| Recommendation 2.5 | | | |
| Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE IV. Board of Trustees: L. Trustees' Benefits, p15 | |
| 2. Board aligns the remuneration of key officers and board members with the long-term interests of the company. | O | 2024 GOVERNANCE REPORT Policy on Board Per Diem and Allowances, page 25 | |
| Directors do not participate in discussions or deliberations involving his/her own remuneration. | С | SUMMARY OF MINUTES OF 2024 AGM Board Per Diem and Allowances, p5-6 SUMMARY OF MINUTES OF 2025 AGM (posted in the company website on 19 May 2025) XIV. Membership Resolution No. 04-2025: Policy on Board Per Diem and Allowances, page 6 | |

| Re | commendation 2.6 | | | |
|----------|--|---|--|--|
| 1. | Board has a formal and transparent board nomination and | С | AMENDED NOMINATION AND ELECTION POLICY (Amended MCG Annex A) | |
| | election policy. | • | | |
| 2. | Board nomination and election policy is disclosed in the | С | AMENDED MANUAL OF CORPORATE GOVERNANCE | |
| | company's Manual on Corporate Governance. | | IV. Board of Trustees: E. Composition of the Board of Trustees and Board Diversity Policy, p9-11 | |
| 3. | Board nomination and election policy includes how the | С | 2024 GOVERNANCE REPORT | |
| | company accepts nominations from minority shareholders. | | Governance Report, page 2-3 | |
| 4. | Board nomination and election policy includes how the board | С | Board Independence and Diversity, page 9 | |
| | reviews nominated candidates. | | | |
| 5. | Board nomination and election policy includes an assessment | С | | |
| | of the effectiveness of the Board's processes in the nomination, | | | |
| | election, or replacement of a director. | | | |
| 6. | Board has a process for identifying the quality of directors that | С | | |
| | is aligned with the strategic direction of the company. | | | |
| Re | commendation 2.7 | | | |
| 1. | Board has overall responsibility in ensuring that there is a | С | 2024 GOVERNANCE REPORT | |
| | group-wide policy and system governing related party | | Report on Material Related Party Transactions (RPT), pages 53-55 | |
| | transactions (RPTs) and other unusual or infrequently | | AMENDED RISK OVERSIGHT AND RELATED PARTY TRANSACTION COMMITTEE (RORPTC) CHARTER | |
| <u> </u> | occurring transactions. | | (Amended MCG Annex J) | |
| 2. | RPT policy includes appropriate review and approval of | С | VI. Responsibilities: B. Related Party Transactions, p3-4 | |
| | material RPTs, which guarantee fairness and transparency of | | | |
| | the transactions. | _ | | |
| 3. | RPT policy encompasses all entities within the group, taking | С | | |
| | into account their size, structure, risk profile and complexity of | | | |
| | operations. | | | |
| Re | commendation 2.8 | | AMENDED MANUAL OF CORPORATE COMEDIANCE | |
| 1. | The Board is primarily responsible for approving the selection | С | AMENDED MANUAL OF CORPORATE GOVERNANCE | |
| | of Management led by the Chief Executive Officer (CEO) and | | VII. Corporate Officers, p20-24 VIII. Control Function Heads, p24-27 | |
| | the heads of the other control functions (Chief Risk Officer, | | viii. Ootiliot i unduoti riedus, p24-21 | |
| | Chief Compliance Officer and Chief Audit Executive). | | 2024 ANNUAL REPORT (uploaded in the company website on 30 Apr 2025) | |
| | | | The Management, page 32 | |
| | | | | |
| | | | 2024 GOVERNANCE REPORT | |
| | | | Performance Assessment of Control Function Heads, page 49 | |
| | | | 1 | |

| 2. | The 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) | С | AMENDED MANUAL OF CORPORATE GOVERNANCE IV. Board of Trustees: M. Performance Assessment of Trustees; President and Chief Executive Officer, p16-17 VIII. Control Function Heads, p24-27 2024 GOVERNANCE REPORT Performance Assessment of Trustees and Corporate Officers, pages 24-25 Performance Assessment of Control Function Heads, page 49 | |
|----|---|---|--|--|
| Re | commendation 2.9 | | | |
| 1. | Board establishes 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. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE IV. Board of Trustees: M. Performance Assessment of Trustees, p15-17 2024 GOVERNANCE REPORT Performance Assessment of the Board of Trustees, pages 21-24 | |
| 2. | Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior | С | Performance Assessment of Trustees and Corporate Officers, pages 24-25 Performance Assessment of Control Function Heads, page 49 | |
| | Management. | | EXCERPT FROM MC NO. 2024-001 PERFORMANCE MANAGEMENT AND DEVELOPMENT SYSTEM | |
| Re | commendation 2.10 | | | |
| 1. | Board oversees that an appropriate internal control system is in place. | С | AMENDED AUDIT COMMITTEE (AUDCOM) CHARTER (Amended MCG Annex I) | |
| 2. | The internal control system includes mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders. | С | INTERNAL AUDIT OFFICE CHARTER (Amended MCG Annex N) 2024 GOVERNANCE REPORT | |
| 3. | Board approves the Internal Audit Charter. | С | Audit Committee, pages 14-15 2024 SUSTAINABILITY REPORT, page 38 | |
| | | | 2024 000 TAINABLETT RELIGION, page 30 | |
| Re | commendation 2.11 | | | |
| 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. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE VIII. Control Function Heads: C. Risk Officer, p26-27 AMENDED RISK OVERSIGHT AND RELATED PARTY TRANSACTION COMMITTEE (RORPTC) CHARTER | |
| 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. | С | (Amended MCG Annex J) 2024 GOVERNANCE REPORT Risk Oversight and Related Transaction Committee, page 16 Report on Material Related Party Transactions (RPT), pages 53-55 2024 SUSTAINABILITY REPORT, page 37 | |

| | commendation 2.12 | | | |
|-----------|--|---|--|--|
| | Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE ANNEXES: Annex H: Amended Governance Committee Charter Annex I: Amended Audit Committee Charter Annex J: Amended Risk Oversight and Related Party Transaction Committee Charter | |
| 2. | Board Charter serves as a guide to the directors in the performance of their functions. | С | Annex K: Revised Investment Committee Charter Annex L: Membership Committee Charter | |
| 3. | Board Charter is publicly available and posted on the company's website. | С | Annex M: Amended Social Services Program Committee Charter | |
| par be | y transactions, and other key corporate governance conce contained in a publicly available Committee Charter. | | e to support the effective performance of the Board's functions, particularly with respect to audit, risk mach as nomination and remuneration. The composition, functions and responsibilities of all committees | |
| | commendation 3.1 | | | |
| 1. | Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE VI. Board Committees, p18-19 A. Governance Committee (Annex H) B. Audit Committee (Annex I) C. Risk Oversight and Related Party Transaction Committee (Annex J) D. Investment Committee (Annex K) E. Membership Committee (Annex L) F. Social Services Program Committee (Annex M) | |
| | commendation 3.2 | | | |
| | Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations. | С | AMENDED AUDIT COMMITTEE (AUDCOM) CHARTER (Amended MCG Annex I) V. Responsibilities, p2-7 | |
| | Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman, is independent. | O | AMENDED AUDIT COMMITTEE (AUDCOM) CHARTER (Amended MCG Annex I) VI. Membership, p7 | |
| | All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance. | С | 2024 GOVERNANCE REPORT Audit Committee, pages 14-15 Profile of AFPMBAI Board Members, pages 26-40 | |
| 4. | The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee. | С | | |
| Red | commendation 3.3 | | | |
| 1. | Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee. | С | AMENDED GOVERNANCE COMMITTEE (GOVCOM) CHARTER (Amended MCG Annex H) | |

| Corporate Governance Committee three members, majority of whom directors. | n should be independent | С | 2024 GOVERNANCE REPORT Governance Committee, pages 13-14 Profile of AFPMBAI Board Members, pages 26-40 | |
|---|---|---|---|--|
| Chairman of the Corporate Gove independent director. | ernance Committee is an | С | AMENDED GOVERNANCE COMMITTEE (GOVCOM) CHARTER (Amended MCG Annex H) VII. Membership, p4 2024 GOVERNANCE REPORT Profile of AFPMBAI Board Members, pages 26-40 | |
| Recommendation 3.4 | | | | |
| Board establishes a separate Board (BROC) that should be responsite company's Enterprise Risk Manage functionality and effectiveness. | ole for the oversight of a ement system to ensure its | С | AMENDED RISK OVERSIGHT AND RELATED PARTY TRANSACTION COMMITTEE (RORPTC) CHARTER Amended MCG Annex J | |
| BROC is composed of at least three whom should be independent Chairman. | directors, including the | С | AMENDED RISK OVERSIGHT AND RELATED PARTY TRANSACTION COMMITTEE (RORPTC) CHARTER Amended MCG Annex J | |
| 3. The Chairman of the BROC is not or of any other committee. | | С | 2024 GOVERNANCE REPORT Risk Oversight and Related Transaction Committee, page 16 | |
| 4. At least one member of the BRC knowledge and experience on risk a | | С | Profile of AFPMBAI Board Members, pages 26-40 | |
| Recommendation 3.5 | | | | |
| The Board establishes a Related Committee, which is tasked with reparty transactions of the company. | viewing all material-related | С | AMENDED RISK OVERSIGHT AND RELATED PARTY TRANSACTION COMMITTEE (RORPTC) CHARTER Amended MCG Annex J | |
| RPT Committee is composed of at directors, majority of whom should the Chairman. | | С | AMENDED RISK OVERSIGHT AND RELATED PARTY TRANSACTION COMMITTEE (RORPTC) CHARTER Amended MCG Annex J 2024 GOVERNANCE REPORT Risk Oversight and Related Transaction Committee, page 16 Profile of AFPMBAI Board Members, pages 26-40 | |
| Recommendation 3.6 | | | | |
| All established committees have Co plain terms their respective structures, operations, reporting pro- relevant information. | purposes, memberships, ocess, resources and other | С | AMENDED MANUAL OF CORPORATE GOVERNANCE IV. Board of Trustees: M. Performance Assessment of Trustees; President and Chief Executive Officer, p15-17 VIII. Control Function Heads, p24-27 | |
| Committee Charters provide star performance of the Committees. | ndards for evaluating the | С | Annex H: Amended Governance Committee Charter Annex I: Amended Audit Committee Charter Annex J: Amended Risk Oversight and Related Party Transaction Committee Charter Annex K: Revised Investment Committee Charter Annex L: Membership Committee Charter Annex M: Amended Social Services Program Committee Charter | |

| | | 2024 GOVERNANCE REPORT | |
|--|----------|---|-----------|
| | | Survey on Board Performance, page 8 | |
| | | Performance Assessment of the Board of Trustees, pages 21-24 Performance Assessment of Trustees and Corporate Officers, pages 24-25 | |
| | | Performance Assessment of Trustees and Corporate Officers, pages 24-25 | |
| Committee Charters were fully disclosed on the company's website. | С | BOARD COMMITTEE CHARTERS | |
| | | Annex H: Amended Governance Committee Charter | |
| | | Annex I: Amended Audit Committee Charter | |
| | | Annex J: Amended Risk Oversight and Related Party Transaction Committee Charter | |
| | | Annex K: Revised Investment Committee Charter Annex L: Membership Committee Charter | |
| | | Annex M: Amended Social Services Program Committee Charter | |
| Principle 4: To show full commitment to the company, the dire | ectors s | hould devote the time and attention necessary to properly and effectively perform their duties and respons | ihilities |
| including sufficient time to be familiar with the corporation's bu | | media de l'ele dille dille didentien necessary le property dille encouvery personn dien delice dille respons | |
| Recommendation 4.1 | 5.71000. | | |
| The Directors attend and actively participate in all meetings of | С | AMENDED PROTOCOL FOR BOARD MEETINGS (Amended MCG Annex F) | |
| the Board, Committees, and shareholders in person or through | | Quorum and Attendance, p1-2 | |
| tele/video conferencing conducted in accordance with the rules | | AMENDED PROTOCOL FOR BOARD COMMITTEE MEETINGS (Amended MCG Annex G) | |
| and regulations of the Commission. | | Quorum and Attendance, p1 | |
| | | add and an | |
| | | 2024 GOVERNANCE REPORT | |
| | | Profile of AFPMBAI Board Members, pages 26-40 | |
| 2. The directors review meeting materials for all Board and | С | AMENDED PROTOCOL FOR BOARD MEETINGS (Amended MCG Annex F) | |
| Committee meetings. | | Distribution of Board Meeting Materials, p3 | |
| J 3. | | | |
| | | AMENDED PROTOCOL FOR BOARD COMMITTEE MEETINGS (Amended MCG Annex G) | |
| | | <u>Distribution of Board Meeting Materials, p2</u> | |
| 3. The directors ask the necessary questions or seek clarifications | | TWO (2) MINUTES OF BOT/BOARD COMMITTEE MEETINGS | |
| and explanations during the Board and Committee meetings. | С | SSPC Meeting – 12 July 2024 | |
| | | SSPC Meeting – 13 Sept 2024 | |
| Recommendation 4.2 | | | |
| 1. Non-executive directors concurrently serve as directors to a | С | AMENDED MANUAL OF CORPORATE GOVERNANCE | |
| maximum of five Insurance Commission Regulated Entities | | IV. Board of Trustees: N. Multiple Board Seats, p17 | |
| (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. | | | |
| Recommendation 4.3 | | | |
| The directors notify the company's board where he/she is an | С | AMENDED MANUAL OF CORPORATE GOVERNANCE | |
| incumbent director before accepting a directorship in another | | IV. Board of Trustees: F. Qualifications of a Trustee, p9-11 | |
| company. | | 17. Bould of Tradeout T. Qualifoldion of a Tradeou, po T1 | |
| | l . | 1 | |

| Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs. | | | | |
|--|---|--|--|--|
| Recommendation 5.1 | | | | |
| The Board is composed of at least twenty percent (20%) independent directors. | С | 2024 GOVERNANCE REPORT Board Independence and Diversity, page 9 Profile of AFPMBAI Board Members, pages 26-40 | | |
| Recommendation 5.2 | | | | |
| The independent directors possess all the necessary qualifications and none of the disqualifications to hold the position. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE IV. Board of Trustees: G. Independent Trustees, p12-13 2024 GOVERNANCE REPORT Profile of AFPMBAI Board Members, pages 26-40 | | |
| Recommendation 5.3 | | Tollie of Al T WibAl Board McMibers, pages 20-40 | | |
| The independent directors serve for a maximum cumulative term of nine years. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE IV. Board of Trustees: I. Term of Office, p14 | | |
| 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. | | 2024 GOVERNANCE REPORT Profile of AFPMBAI Board Members, pages 26-40 | | |
| 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. | | | | |
| The company bars an independent director from serving in such capacity after the term limit of nine years. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE IV. Board of Trustees: I. Term of Office, p14 AMENDED BY-LAWS Article VI. Board of Trustees - Section 4. Independent Trustee - Section 5. Term | | |
| 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. | С | AMENDED BY-LAWS Article VI. Board of Trustees - Section 4. Independent Trustee - Section 5. Term There is no instance that we accept an Independent Director serving for nine (9) years or more. | | |
| Recommendation 5.4 | | | | |
| The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE VII. Corporate Officer A. Chairman of the Board, p20-21 B. xxx C. President and CEO, p21-22 | | |

| | | 2024 GOVERNANCE REPORT Profile of AFPMBAI Board Members, pages 26-40 2024 ANNUAL REPORT (uploaded in the company website on 30 Apr 2025) Corporate Officers, page 31 | |
|---|---|--|--|
| The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE VII. Corporate Officer: A. Chairman of the Board, p20-21 B. xxx C. President and CEO, p21-22 | |
| Recommendation 5.5 | | | |
| 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. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE VII. Corporate Officer: A. Chairman of the Board, p20-21 2024 GOVERNANCE REPORT Profile of AFPMBAI Board Members, pages 26-40 2024 ANNUAL REPORT (uploaded in the company website on 30 Apr 2025) Corporate Officers, page 31 | |
| Recommendation 5.6 | | | |
| Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations for the same. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE IV. Board of Trustees: D. Responsibilities of the Board, p14 AMENDED RISK OVERSIGHT AND RELATED PARTY TRANSACTION COMMITTEE (RORPTC) CHARTER (Amended MCG Annex J) VI. Responsibilities: B. Related Party Transactions, p2-4 | |
| Recommendation 5.7 | | | |
| 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 directors present to ensure that proper checks and balances are in place within the corporation. | С | 2024 GOVERNANCE REPORT Board and Board Committee Accomplishments, page 12 AMENDED PROTOCOL FOR BOARD MEETINGS (Amended MCG Annex F) Meetings, p1 | |
| 2. The meetings are chaired by the lead independent director. | С | | |

| 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. | | | | | |
| Recommendation 6.1 | | | | | | |
| The Board conducts an annual assessment of its performance as a whole. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE IV. Board of Trustees: M. Performance Assessment of Trustees, p15 | | | | |
| The performance of the Chairman is assessed annually by the Board. | С | 2024 GOVERNANCE REPORT Survey on Board Performance, page 8 | | | | |
| 3. The performance of the individual member of the Board is assessed annually by the Board. | С | Performance Assessment of the Board of Trustees, pages 21-24 Performance Assessment of Trustees and Corporate Officers, pages 24-25 | | | | |
| 4. The performance of each committee is assessed annually by the Board. | С | ICD Certificate for Third Party Assessment of Board Performance | | | | |
| 5. Every three years, the assessments are supported by an external facilitator. | С | 2024 GOVERNANCE REPORT Performance Assessment of the Board of Trustees, pages 23-24 | | | | |
| | | ICD Certificate for Third Party Assessment of Board Performance | | | | |
| Recommendation 6.2 | | | | | | |
| Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees. The system allows for a feedback mechanism from the shareholders. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE IV. Board of Trustees: M. Performance Assessment of Trustees, p15-17 SUMMARY OF THE MINUTES OF THE 2024 AGM XVII. Other Matters, p8-9 SUMMARY OF MINUTES OF 2025 AGM (posted in the company website on 19 May 2025) XVIII. Other Matters, pages 8-9 2024 GOVERNANCE REPORT Survey on Board Performance, page 8 Performance Assessment of the Board of Trustees, pages 21-24 Performance Assessment of Trustees and Corporate Officers, pages 24-25 | | | | |
| | gh ethic | cal standards, taking into account the interests of all stakeholders. | | | | |
| Recommendation 7.1 | | | | | | |
| Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company. | С | CODE OF CONDUCT CODE OF ETHICS | | | | |
| The Code is properly disseminated to the Board, senior management and employees. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE IV. Board of Trustees: H. Trustees' Training, p13-14 | | | | |
| 3. The Code is disclosed and made available to the public through the company website. | С | CODE OF CONDUCT CODE OF ETHICS | | | | |

| Recommendation 7.2 | | | |
|---|-----------|--|--|
| Board ensures the proper and efficient implementation and | С | AMENDED AUDIT COMMITTEE (AUDCOM) CHARTER (Amended MCG Annex I) | |
| monitoring of compliance with the Code of Business Conduct | | VIII. Conflict(s) of Interest, p8 | |
| and Ethics. | | AMENDED MANUAL OF CORPORATE GOVERNANCE | |
| 2. Board ensures the proper and efficient implementation and | С | XI. Cultivating Synergistic Relationship with the Stakeholders: A. Access of Information, p29 | |
| monitoring of compliance with company internal policies. | | | |
| | | 2024 SUSTAINABILITY REPORT, page 36 | |
| | | CODE OF CONDUCT | |
| | | CODE OF ETHICS | |
| | | Disclosure and Transparency | |
| | ıre polic | cies and procedures that are practical and in accordance with best practices and regulatory expectations | |
| Recommendation 8.1 | | | |
| 1. Board establishes corporate disclosure policies and | С | AMENDED MANUAL OF CORPORATE GOVERNANCE | |
| procedures to ensure a comprehensive, accurate, reliable and | | IX. Financial Reporting, p27 | |
| timely report to shareholders and other stakeholders that gives | | 2024 ANNUAL REPORT (uploaded in the company website on 30 Apr 2025) | |
| a fair and complete picture of a company's financial condition, | | 2024 GOVERNANCE REPORT | |
| results and business operations. | | 2024 SUSTAINABILITY REPORT | |
| Recommendation 8.3 | | | |
| 1. Board fully discloses all relevant and material information on | С | 2024 GOVERNANCE REPORT | |
| individual board members to evaluate their experience and | | Profile of AFPMBAI Board Members, pages 26-40 | |
| qualifications, and assess any potential conflicts of interest that | | | |
| might affect their judgment. | | | |
| 2. Board fully discloses all relevant and material information on | С | 2024 GOVERNANCE REPORT | |
| key executives to evaluate their experience and qualifications, | | Profile of AFPMBAI Board Members, pages 26-40 President and CEO, page 28 | |
| and assess any potential conflicts of interest that might affect | | Profile of the Corporate Secretary, page 41 | |
| their judgment. | | Profile of Senior Vice Presidents, pages 42-45 | |
| Recommendation 8.4 | | | |
| 1. Company provides a clear disclosure of its policies and | С | AMENDED BY-LAWS | |
| procedure for setting Board remuneration, including the level | | Article VI. Board of Trustees, Section 12. Remuneration | |
| and mix of the same in the Annual Corporate Governance | | 2024 GOVERNANCE REPORT | |
| Report consistent with ASEAN Corporate Governance | | Policy on Board Per Diem and Allowances, page 25 | |
| Scorecard (ACGS) and the Revised Corporation Code. | | SUMMARY OF MINUTES OF 2024 AGM | |
| | | Board Per Diem and Allowances, p5-6 | |
| | | | |
| | | SUMMARY OF MINUTES OF 2025 AGM (posted in the company website on 19 May 2025) | |
| | | XIV. Membership Resolution No. 04-2025: Policy on Board Per Diem and Allowances, page 6 | |
| | | | |

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|---|---|----|---|---|
| | 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. | С | EXCERPT FROM AFPMBAI MEMORANDUM CIRCULAR NO. 011-97: WAGE AND SALARY ADMINISTRAT (V. Guidelines) "A. All jobs in the Association have been classified into various pay classes wherein a minimum and maximur each class have been fixed and established in accordance with the Job Classification." | |
| | Company discloses the remuneration on an individual basis, including termination and retirement provisions. | NC | AMENDED BY-LAWS Article VI. Board of Trustees Section 3. Composition - The Board of Trustees shall consist of fifteen (15) members, all of whom shall be elected during the Annual Membership Meeting from among the regular members of the Association" Section 4. Independent Trustees Section 5. Term - The members of the Board shall serve for a term of one (1) year or until their successors are elected and qualified: provided that no trustee shall serve for more than three (3) consecutive terms, provided further that no trustee shall serve for more than five (5) cumulative terms. Section 6. Vacancy - Any vacancy in the Board of Trustees other than by removal or expiration of term may be filled by the vote of at least a majority of the remaining trustees, if still constituting a quorum, in a regular or special meeting called for the purpose." Section 7. Organizational Meeting - Within fifteen (15) days after the annual membership meeting and election of the trustees, the Board of Trustees shall elect the officers of the Association and organize such committees as it deems necessary. A majority vote of all the members of the Board is needed in the election of officers of the Association" 2024 GOVERNANCE REPORT Policy on Board Per Diem and Allowances, page 25 SUMMARY OF MINUTES OF 2024 AGM Board Per Diem and Allowances, p5-6 SUMMARY OF MINUTES OF 2025 AGM (posted in the company website on 19 May 2025) XIV. Membership Resolution No. 04-2025: Policy on Board Per Diem and Allowances, page 6 | Director remuneration is not applicable to the AFPMBAI as a non-stock non-profit corporation. The By-Laws only allows reasonable allowances and per diem. Likewise, the By-Laws specifies the Term of Office for Trustees. There is no retirement because they are not employees. The CEO, being an elected officer and an executive trustee also observes the provisions of the By-Laws. He may be re-elected for succeeding terms during the AGM, but not exceeding the mandatory retirement age of 60 years. Amounts received individually by trustees as well as the remuneration of the CEO are not disclosed due to data privacy. |
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| December delian 0 E | | | | | | |
|---------------------|--|--------|--|------------------|--|--|
| Ke | Recommendation 8.5 1. Company discloses its policies governing Related Party C 2024 GOVERNANCE REPORT | | | | | |
| 1. | Company discloses its policies governing Related Party | С | Risk Oversight and Related Transaction Committee, page 16 | | | |
| | Transactions (RPTs) and other unusual or infrequently | | Report on Material Related Party Transactions (RPT), pages 53-55 | | | |
| | occurring transactions. | | Troport of Material Polates Fairly Haribacilotis (11 1), pages 55 55 | | | |
| 2. | Company discloses material or significant RPTs in its Annual | С | AMENDED RISK OVERSIGHT AND RELATED PARTY TRANSACTION COMMITTEE (RORPTC) CHARTER | | | |
| | Company Report or Annual Corporate Governance Report, | | (Amended MCG Annex J) | | | |
| | reviewed and approved by the Board, and submitted for | | | | | |
| | confirmation by majority vote of the stockholders in the annual | | | | | |
| | stockholders' meeting during the year. | | | | | |
| | , | | | | | |
| Re | commendation 8.7 | | | | | |
| 1. | Company's corporate governance policies, programs and | С | AMENDED MANUAL OF CORPORATE GOVERNANCE | | | |
| | procedures are contained in its Manual on Corporate | | MCG is one of the references uploaded on the <u>website</u> | | | |
| | Governance (MCG). | | | | | |
| 2. | Company's MCG is posted on its company website. | С | | | | |
| Pri | ncinle 9. The company should establish standards for the a | nnronr | iate selection of an external auditor, and exercise effective oversight of the same to strengthen the ext | ternal auditor's | | |
| | ependence and enhance audit quality. | рргорг | tate beloation of all oxionial additor, and oxionico onocavo overlagit of the barne to buongulor the oxi | omar additor o | | |
| | commendation 9.1 | | | | | |
| | Audit Committee has a robust process for approving and | С | AMENDED AUDIT COMMITTEE (AUDCOM) CHARTER (Amended MCG Annex I) | | | |
| ١. | | C | V. Responsibilities: 8. External Auditors, p5-6 | | | |
| | recommending the appointment, reappointment, removal, and | | - Transfer of Entertain Additional policy | | | |
| | fees of the external auditors. | | EXCERPT FROM AFPMBAI MEMORANDUM CIRCULAR NO. 007-2024 | | | |
| 2 | The appointment, reappointment, removal, and fees of the | С | 7.0 Procedure, p7-10 | | | |
| 2. | ··· | U | | | | |
| | external auditor is recommended by the Audit Committee, | | 2024 GOVERNANCE REPORT | | | |
| | approved by the Board and ratified by the shareholders. | | Audit Committee, pages 14-15 | | | |
| 3 | For removal of the external auditor, the reasons for removal or | С | SUMMARY OF MINUTES OF 2023 AGM | | | |
| 3. | , | U | X. Approval of the Selection of the External Auditor for CY 2023 and CY 2024 Statutory Audit, p4 | | | |
| | change are disclosed to the regulators and the public through | | 7. Approval of the defection of the External Addition of 2023 and of 2024 Statutory Addit, p4 | | | |
| | the company website and required disclosures. | | SUMMARY OF MINUTES OF 2025 AGM (posted in the company website on 19 May 2025) | | | |
| | | | Report of the Audit Committee | | | |
| | | | Membership Resolution No. 02-2025: Appointment of External Auditor for Statutory Audit Covering CY 2025 and CY | | | |
| | | | 2026 | | | |
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| Recommendation 9.2 | | | | |
|---|---------|--|--|--|
| Audit Committee Charter includes the Audit Committee's responsibility on: i. Assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and . iii. Exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. | С | AMENDED AUDIT COMMITTEE (AUDCOM) CHARTER (Amended MCG Annex I) | | |
| Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis. | С | AMENDED AUDIT COMMITTEE (AUDCOM) CHARTER (Amended MCG Annex I) | | |
| Recommendation 9.3 | | | | |
| 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. | С | AMENDED AUDIT COMMITTEE (AUDCOM) CHARTER (Amended MCG Annex I) V. Responsibilities: 8. External Auditors, p5-6 There was no non-audit service performed by the same external auditor handling the statutory audit in CY2024. 2024 GOVERNANCE REPORT Audit Committee, pages 14-15 | | |
| Audit Committee stays 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. | С | AMENDED AUDIT COMMITTEE (AUDCOM) CHARTER (Amended MCG Annex I) There was no non-audit service performed by the same external auditor handling the statutory audit in CY2024. | | |
| Principle 10: The company should ensure that the material and | d repor | rtable non-financial and sustainability issues are disclosed. | | |
| 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. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE III. Commitment to Good Governance and Sustainability, p6 2024 SUSTAINABILITY REPORT | | |
| Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE III. Commitment to Good Governance and Sustainability, p6 SUSTAINABILITY FRAMEWORK 2024 SUSTAINABILITY REPORT | | |

| Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision- | | | | |
|---|--|--|------------------|--|
| making by investors, stakeholders and other interested users. | | | | |
| Recommendation 11.1 The company should have a website to ensure a comprehensive, cost efficient, transparent, and timely manner of disseminating relevant information to the public. | C | Communication channels used by the company: Company website | | |
| | | ontrol System and Risk Management Framework | | |
| Principle 12: To ensure the integrity, transparency and proper risk management framework. | gover | nance in the conduct of its affairs, the company should have a strong and effective internal control system | m and enterprise | |
| Recommendation 12.1 | | | | |
| Company has an adequate and effective internal control system in the conduct of its business. | С | AMENDED AUDIT COMMITTEE (AUDCOM) CHARTER (Amended MCG Annex I) 2024 GOVERNANCE REPORT Audit Committee, pages 14-15 2024 SUSTAINABILITY REPORT, page 38 | | |
| Company has an adequate and effective enterprise risk management framework in the conduct of its business. | C AMENDED RISK OVERSIGHT AND RELATED PARTY TRANSACTION COMMITTEE (RORPTC) CHARTI MCG Annex J) 2024 GOVERNANCE REPORT Risk Oversight and Related Transaction Committee, page 16 Risk Management, pages 46-48 Report on Material Related Party Transactions (RPT), pages 53-55 2024 SUSTAINABILITY REPORT, pages 37-38 | | | |
| Recommendation 12.2 | | | | |
| Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations. | C INTERNAL AUDIT OFFICE CHARTER (Amended MCG Annex N) VI. Scope of Internal Audit Activities | | | |
| Recommendation 12.3 1. The company has a qualified Chief Audit Executive (CAE) appointed by the Board. | С | | | |

| CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider. | С | INTERNAL AUDIT OFFICE CHARTER (Amended MCG Annex N) 2024 ANNUAL REPORT (uploaded in the company website on 30 Apr 2025) The Management, page 32 | |
|---|----|--|--|
| In case of a fully outsourced internal audit activity, qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity. | С | 2024 ANNUAL REPORT (uploaded in the company website on 30 Apr 2025) AFPMBAI Organizational Structure, pages 18-19 The Management, page 32 INTERNAL AUDIT OFFICE CHARTER (Amended MCG Annex N) The internal audit activity is performed fully within the Association. It is not being outsourced. | |
| Recommendation 12.4 | | The internal addition to performed tally water the recooldater. The first being edicedreed. | |
| The company has a separate risk management function to identify, assess and monitor key risk exposures. | С | AMENDED RISK OVERSIGHT AND RELATED PARTY TRANSACTION COMMITTEE (RORPTC) CHARTER (Amended MCG Annex J) 2024 GOVERNANCE REPORT Risk Oversight and Related Transaction Committee, page 16 | |
| | | Risk Management, pages 46-48 Report on Material Related Party Transactions (RPT), pages 53-55 | |
| | | 2024 SUSTAINABILITY REPORT, page 37 | |
| Recommendation 12.5 | | | |
| 1. In managing the company's Risk Management System, the | С | AMENDED MANUAL OF CORPORATE GOVERNANCE | |
| company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM). | | VIII. Control Function Heads: c. Risk Officer, p26-27 | |
| CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities | С | 2024 GOVERNANCE REPORT Profile of Senior Vice Presidents, pages 42-43 | |
| | Cu | Itivating a Synergic Relationship with Shareholders | |
| Principle 13: The company should treat all shareholders fairly | | uitably, and also recognize, protect and facilitate the exercise of their rights. | |
| Recommendation 13.1 | | | |
| 1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE X. Upholding the Rights of AFPMBAI Members, pages 27-28 | |
| Board ensures that basic shareholder rights are disclosed on the company's website. | С | 2024 GOVERNANCE REPORT Governance Report, page 2-3 | |
| | | Since members/shareholders are also insurance policyholders, the <u>Bill of Rights of Policyholders</u> are disclosed in the company website. | |

| Recommendation 13.2 | | | | |
|--|---|---|--|--|
| 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. | С | 2024 GOVERNANCE REPORT Publication of Notice of Meeting, page 4 NOTICE OF THE 2024 ANNUAL MEETING (published in the Manila Bulletin and in the People's Journal on April 13, 2024) NOTICE OF THE 2025 ANNUAL MEETING (published in the Manila Bulletin and People's Journal on 07 Apr 2025) | | |
| Recommendation 13.3 | | | | |
| 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. | С | 2024 GOVERNANCE REPORT Membership Participation, pages 4-8 SUMMARY OF MINUTES OF 2024 AGM (uploaded on 20 May 2024) SUMMARY OF MINUTES OF 2025 AGM (uploaded on 19 May 2025) | | |
| Minutes of the Annual and Special Shareholders' Meetings are available on the company website within five business days from the end of the meeting. | С | SUMMARY OF MINUTES OF 2024 AGM (uploaded on 20 May 2024) SUMMARY OF MINUTES OF 2025 AGM (uploaded on 19 May 2025) | | |
| Recommendation 13.4 | | | | |
| Board has an alternative dispute mechanism to resolve intra- corporate disputes in an amicable and effective manner | С | AMENDED MANUAL OF CORPORATE GOVERNANCE XI. Cultivating Synergistic Relationship with the Stakeholders; B. Alternative Dispute Policy, 29 | | |
| The alternative dispute mechanism is included in the company's Manual on Corporate Governance. | С | AMENDED MANUAL OF CORPORATE GOVERNANCE XI. Cultivating Synergistic Relationship with the Stakeholders; B. Alternative Dispute Policy, 29 | | |
| Duties to Stakeholders | | | | |
| Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights. | | | | |
| Recommendation 14.1 | | | | |
| Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability. | С | 2024 SUSTAINABILITY REPORT Social Sustainability Pillar, pages 16-24 | | |

| Recommendation 14.2 | | | | |
|--|--------|--|-----------|--|
| 1. Board establishes clear policies and programs to provide a | С | CODE OF ETHICS | | |
| mechanism on the fair treatment and protection of | | | | |
| stakeholders. | | 2024 SUSTAINABILITY REPORT | | |
| Recommendation 14.3 | | Social Sustainability Pillar, pages 16-24 | | |
| | С | 2024 SUSTAINABILITY REPORT, page 36 | | |
| Board adopts a transparent framework and process that allow Adoles to a prove in the with the company and to a basic Adoles to a prove in the with the company and to a basic Adoles to a prove in the with the company and to a basic Adoles to a prove in the with the company and to a basic Adoles to a prove in the with the company and to a basic Adoles to a prove in the with the company and to a basic Adoles to a prove in the with the company and the basic Adoles to a prove in the with the company and the basic Adoles to a prove in the with the company and the basic Adoles to a prove in the with the company and the basic Adoles to a prove in the with the company and the basic Adoles to a prove in the with the company and the basic Adoles to a prove in the with the company and the basic Adoles to a prove in the with the company and the basic Adoles to a prove in the with the company and the basic Adoles to a prove in the with the company and the basic Adoles to a prove in the with the prove in the with the company and the basic Adoles to a prove in the with the with the prove in the with | C | 2024 SUSTAINABILITY REPORT, page 30 | | |
| stakeholders to communicate with the company and to obtain | | CODE OF ETHICS | | |
| redress for the violation of their rights. | | Whistleblower Policy, page 7 | | |
| | | | | |
| | | The Association has a website, and various social media accounts where members can reach/contact in case of concerns/queries/complaints. | | |
| | | | | |
| Principle 15: A mechanism for employee participation should processes. | be dev | eloped to create a symbiotic environment, realize the company's goals and participate in its corporate go | overnance | |
| Recommendation 15.1 | | | | |
| | С | 2024 SUSTAINABILITY REPORT | | |
| encourage employees to actively participate in the realization | | Social Sustainability Pillar | | |
| of the company's goals and in its governance. | | - Employee Engagement, pages 17-18 | | |
| grand somponing a grand and a more grand and | | - Rewards Policy, page 18 - Employee Climate Survey, pages 18-19 | | |
| Recommendation 15.2 | | - Employee Climate Survey, pages 10-15 | | |
| Board sets the tone and makes a stand against corrupt | С | 2024 SUSTAINABILITY REPORT | | |
| practices by adopting an anti-corruption policy and program in | | Anti-Corruption Program, page 36 | | |
| its Code of Conduct. | | CODE OF CONDUCT | | |
| | | Anti-Corruption Program & Procedures, p7-17 | | |
| | | CODE OF ETHICS | | |
| | | Anti-Bribery & Anti-Corruption Policy, page 7 | | |
| | | | | |
| 2. Board disseminates the policy and program to employees | С | 2024 SUSTAINABILITY REPORT | | |
| across the organization through trainings to embed them in the | | Social Sustainability Pillar | | |
| company's culture. | | - Employee Engagement, pages 17-18 - Rewards Policy, page 18 | | |
| | | - Employee Climate Survey, pages 18-19 | | |
| | | | | |

| Recommendation 15.3 | | | | |
|---|---|--|--|--|
| Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation. | C CODE OF ETHICS Whistleblower Policy, page 7 CODE OF CONDUCT Investigation Rules and Procedure, pages 22-27 2024 SUSTAINABILITY REPORT, page 36 | | | |
| Board establishes 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. | C CODE OF ETHICS Whistleblower Policy, page 7 2024 SUSTAINABILITY REPORT, page 36 | | | |
| Board supervises and ensures the enforcement of the whistleblowing framework. | C CODE OF CONDUCT The Association follows the provisions of the Code of Conduct in handling reports on any infractions on internal policies. Depending on the nature of the allegation, the Association may need to create an Investigation Board to be appointed by the President. In the absence of an actual implementing guidelines on whistleblowing, our Management will handle such, as any report of possible violations in the Code of Conduct. If the need arises, elevating the matter to the Board thru concerned Committees shall be observed. - AudCom - matters involving results of Audits - GovCom - matters involving governance, organization, and policy implementation as well as appointments, people management, remuneration 2024 SUSTAINABILITY REPORT, page 36 | | | |
| Principle 16: 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. Recommendation 16.1 | | | | |
| 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. | C 2024 SUSTAINABILITY REPORT Environmental Sustainability Pillar, pages 13-15 Social Sustainability Pillar, pages 16-24 Corporate Social Responsibility Report, pages 25-34 | | | |



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Republic of the Philippines) Quezon City, Metro Manila) S.S.

CERTIFICATION

| 1 | The undersigned certify that the responses a Governance Report are true, complete and correct of o | ur own per | ations set forth in the above Company's Annual Corporate sonal knowledge and/or based on authentic records. |
|---|--|---|---|
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| 1 | TEN DOMEO O DE DAMANTO ID DA | | |
| / | GEN ROMEO S BRAWNER JR PA CHAIRPERSON OF THE BOARD | | MGEN WILBUR C MAMAWAG PA (RET) INDEPENDENT TRUSTEE |
| | TIN | | TIN |
| | Issued at BIR | | Issued at BIR |
| | 9 (/ | | /) |
| | | | / 14 |
| | COMMO LUZYIMINDA A CAMACHO PN (RET) | | COL ALEXANDER F TUPRIO PA (RET) |
| | INDEPENDENT TRUSTEE | | INDEPENDENT TRUSTEE |
| | TIN Issued at BIR | | TIN ssued at BIR |
| | a.ha. | | 11. |
| | RADM DORVIN JOSÉ L (EGASEVPN (RET) | | 4/12/12 |
| | PRESIDENT AND CEO | | ATTY JONAS B CALLEJA CORPORATE SECRETARY |
| | TIN | | IN |
| | Issued at BIR | | Issued at BIR |
| | | | |
| | | | |
| | VADM EDUARDO FABRICANTE PCG (RET) | | |
| | CORPORATE GOVERNANCE COMPLIANCE OFFICER | | |
| | TIN | | |
| | Issued at BIR | MAY | 2 9 202 5 |
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| L | SUBSCRIBED AND SWORN to before me t | his | 2025, by the following who are all personally |
| ľ | anown to me (or whom i have identified through comp | betent evic | ence of identity) and who exhibited to me their respective |

Witness my hand and seal.

identification document as written below their names.

Page No. UY
Book No. XXX
Series of 2025.

ATTY RIZAL JOSE F VALMORES

NOTARY PUBLIC

UNTIL BECEMBER 31, 2026

ADM MATTER NO 003

PTR NO. 7016197 / 01-02-2025/ Q C

IBP NO. 472850 / 10-23-2024 / Q C

ROLL NO. 28435

MCLE NO. VIII-0008500 / 05-07-2024

Add. #473 Boni Serrano Road, Barangay