

D. Disclosure and Transparency		Guiding Reference	Assessor's Remarks
D.1 Transparent ownership structure			
D.1.1	<p>Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?</p> <p>Response: Schedule D- General Information Sheet (GIS) dated July 6, 2023 page 4 - 5 and Letter from Insurance Commission registration of Philippine British Assurance Corporation as Controlled Insurer.</p>	<p>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.</p> <p>ICGN 7.6 Disclosure of ownership ... the disclosure should include a description of the relationship of the company to other companies in the corporate group, data on major shareholders and any other information necessary for a proper understanding of the company's relationship with its public shareholders.</p>	
D.1.2	<p>Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?</p> <p>Response: Reference- Schedule D- General Information Sheet dated July 6, 2023 page 5 - 10 .</p>		
D.1.3	<p>Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?</p> <p>Response: Schedule D- Refer to General Information Sheet dated July 6, 2023 page4 - 5.</p>		
D.1.4	<p>Does the company disclose the direct and indirect (deemed) shareholdings of senior management?</p> <p>Response: Reference: Schedule D- General Information Sheet dated July 6, 2023 pages 4-5.</p>		
D.1.5	<p>Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?</p> <p>Response: Schedule P - Registration of PBAC as Controlled Insurer - Letter from the Insurance - RE: Registration of Philippine British Assurance Company, Inc, as Controlled Insurer. NIL Report for details of subsidiaries, associates, joint ventures and special purpose entrprises/vehicles - reference: General Insormation Sheet dated July 6, 2023.</p>		

D.2 Quality of Annual Report				
Does the company's annual report disclose the following items:				
D.2.1	<p>Key risks</p> <p>Response: Reference: Schedule R - Audited Financial Statement - Notes to Financial Statements - Management of Insurance Risks, Financial Risk and Capital , pages 27 to 37 and the Enterprise Risk Management (ERM) Committee pages 2</p>	<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>		
D.2.2	<p>Corporate objectives</p> <p>Response: Schedule T - Reference: (1) 2021 PBAC Objectives - The short term goal is clear: We need to make Php1.3 billion in net worth by end 2022; (2) PBAC Corporate Profile : We commit to providing a customer experience that is of the highest standards, a customer experience that is Frictionless, Transparent, and Responsive, attributes that will help encourage trust with all our stakeholders; (3) Enterprise Risk Management (ERM) - We aim to generate wealth and maximize return for our shareholders by pursuing opportunities</p>			
D.2.3	<p>Financial performance indicators</p> <p>Response: Schedule Q - The Annual Synopsis approved by the Insurance Commission for the year 2020 and 2021 ; Schedule R - Audited Financial Statement for the Years 2022 and 2021 - Notes to Financial Statements Sch. 6 Fair Value Measurement of Investments, Real Properties; Sch. 7 - Management of Insurance Risk , Financial Risk and Capital - Complied Net Worth requirement for Years 2019- Php 900,000,000 and year 2022 - Php 1,300,000,000.00 , 2023- 1,300,000,000.00 , RBC ratio -as required by the Insurance Commission is 100% to be maintained at all times. For PBAC RBC Ratio for Year 2020- 281% , 2021 - 516% and 2022 - 472% - and</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> <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>	
D.2.4	<p>Non-financial performance indicators</p> <p>Response: Ref: Schedule E Regular and Special Meetings of the Board of Director Certification Issued by the Corporate Secretary for the completeness of the Minutes of the Board and the Stockholders Meetings as January 1, 2023 to December 31, 2023.</p>		<p>CLSA-ACGA (2010) CG Watch 2010 - Appendix 2 (I) CG rules and practices (19) Disclose the exact remuneration of individual directors.</p>	

D.2.5	<p>Dividend policy -</p> <p>Response: Schedule C- Reference: By-Laws Article VIII - Dividends and Finance Section 2 : Corporate Governance Manual - Section VII - Shareholder's Benefits -A. Investors' Rights and Protection Item 2.2 Rights to Dividends- page 20 For year 2021 , 2022 and 2023 no dividend declared from the unrestricted retained earnings as the Company need to meet the minimum net worth requirement for the years 2019 to 2023- Minimum NW requirement is- for year 2019 php 900,000,000.00 and for year 2021 to 2023 onward is- minimum NW requirement of Php 1,300,000,000.00.</p>		
D.2.6	<p>Details of whistle-blowing policy -</p> <p>Response: Schedule G - PhilBritish Objectives- The objective is to set down the Company's policy on employees who report illegal or wrongful acts committed in the course of or in relation to the business operation of the Company. The Whistleblowing Policy sets the guidelines the reportable reportable misconduct or incident of wrongdoing , in view of the whistleblower acting in good faith; role of the management committee, human resources department ,procedures and where to submit a report of the complaint anonymously and the confidentiality of whistleblower. Refer to <u>Whistleblowing Policy</u></p>		
D.2.7	<p>Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners</p> <p>Response: Schedule O -Biographical Data and resume of the Board of Directors Chairman of the Board - Rosario W. Cuyegkeng , President and Chief Operating Officer - Ian Philippe W. Cuyegkeng, Vice-President Christopher Karl W. Cuyegkeng, Member -Ernest Kenneth S. Cuyegkeng, Independent Director - Jose Z. Clement, Independent Director - Atty. Dianne Lynne B. Natividad, Corporate Secretary - Atty. Peter</p>		

D.2.8	<p>Training and/or continuing education programme attended by each director/commissioner</p> <p>Response: Schedule O -Reference -Biographical Data of the Board of Directors Note: Limited information on the updated training and/or continuing education programme as contained in the individual biographical data of the</p>		
D.2.9			
D.2.10	<p>Attendance details of each director/commissioner in respect of meetings held</p> <p>Response: No summary provided for the attendance of the Board of Directors that attended the Special Meeting .</p>		
D.2.11	<p>Details of remuneration of each member of the board of directors/commissioners -</p> <p>Response: Schedule C -By-Laws -Article VI Section 10 - Compensation - All executive officers of the Corporation shall receive such reasonable salaries or reimbursement as may be determined by the Board of Directors. We respect the Company decision that remuneration given to the Board of Directors</p>		
Corporate Governance Confirmation Statement			

D.2.12	<p>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> <p>Response: Schedule R -Audited Financial Statment for Year 2023 - PhilBritish issued the Statement of Management Responsibility for Financial Statements, for Annual Income Tax Return, the report of the Independent Public Accountant- R.R. Tan Associates, CPAs for the unqualified report of the financial position as of December 31, 2023, 2022 and 2021 and the Independent Report on Other Regulatory Requirements.</p>	<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: (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.</p>	
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D.3. Disclosure of related party transactions (RPT)			
D.3.1	<p>Does the company disclose its policy covering the review and approval of material/significant RPTs?</p> <p>Response: Schedule R - Audited Financial Statement for the Year 2023- No related party transactions during the year 2023.</p>		
D.3.2	<p>Does the company disclose the name of the related party and relationship for each material/significant RPT?</p> <p>Response: Schedule R- Audited Financial Statement - for Year 2023 - Nil report for the material or significant report for the related party transaction.Reference: 2023 Audited Financial Statements prepared by R.R. Tan and</p>		

D.3.3	<p>Does the company disclose the nature and value for each material/significant RPT?</p> <p>Response: Schedule R - Audited Financial Statement for the Year 2023 -NIL Report and no disclosure made for the nature and value for each material or significant related party</p>		
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D.4 Directors and commissioners dealings in shares of the company			
D.4.1	<p>Does the company disclose trading in the company's shares by insiders?</p> <p>Response: Schedule C- Reference: (1) By-Laws Article II - Shares of Stocks and Transfer Sections 2- Transfer of Stocks ; Section 4 -Lost, Destroyed and Mutilated Certificates; Section 5 Closing of Transfer Books and Section 6 Subscriptions ; Manual on Corporate Governance - Section VII Shareholders' Benefits -Item A=Investors' Right and Protection 1. Rights of investor s and Minority interests on power of inspection; right to information whereby the shareholders shall have access to any and all information relating to management accountable for.</p>	<p>OECD Principle V (A): (3) Major share ownership and voting rights</p> <p>ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities.</p> <p>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.</p>	

D.5 External auditor and Auditor Report			
D.5.1	<p>Are audit fees disclosed? Response: Schedule M - Yes, the audit fees is part of the engagement letter with R.R. Tan and Associates CPAs. Refer to engagement letter with the external auditor. The external audit fee is Php350,000.00 exclusive of value-added tax.</p>	<p>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.</p>	
Where the same audit firm is engaged for both audit and non-audit services			
D.5.2	<p>Are the non-audit fees disclosed?</p> <p>Response: Refer to Schedule M Yes, non-audit fees, such as Actuarial Valuation of Liability Reserves with AMI Actuarial Consultants Philippines, Inc. .The actuarial fees for the year per engagement letter was Php303,000.00 exclusive of the 12% VAT.</p>	<p>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.</p> <p>ICGN 6.5 Ethical standards (Audit)</p>	

D.5.3	<p>Does the non-audit fee exceed the audit fees?</p> <p>Response: Reference : Schedule M - Engagement Letter from the external auditor -R.R.Tan amd AMI Actuarial Consultants, Philippines, Inc. - the non-audit fee is lower than the external audit fee. The audit fee from R.R.Tan is Php 350,000.00 exclusive of value-added tax, while AMI Actuarial Consultant is Php303,000.00 exclusive of value-added tax. For the IFRS 17 getting ready for IFRS 17 - the fee is Php600,000.00 plus VAT for years 2023 and 2024 Financial Statements.</p>	<p>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.</p>	
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D.6 Medium of communications			
Does the company use the following modes of communication?			
D.6.1	<p>Quarterly reporting</p> <p>Response - For Management Reporting - Monthly report of the Profit and Loss Statement, Monthly Cash Flow Statement, Balance Sheet and the Summary of Collections for the year to date and report for the large losses paid and outstanding, and the brief summary of production report per class of business. For regulatory reports - for Insurance Commission refer to the summary of the monthly, quarterly , semi-annually and annual reporting requirements. For Bureau of Internal Revenue - the transactional taxes are paid monthly and for income tax return quarterly and annual <u>submission of tax return.</u></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> <p>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.</p> <p>ICGN 7.2 Timely disclosure Companies should disclose relevant and material 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.</p>	
D.6.2	<p>Company website</p> <p>Response - The PhilBritish company website : www.pbac.com - Posted in the PhilBritish website is the PBAC Company Profile , the Corporate Governance Reports, Audited Financial Reports and other required reports in relation to annual corporate governance as required by the Insurance Commission.</p>		
D.6.3	Analyst's briefing		DEFAULT
D.6.4	<p>Media briefings /press conferences</p> <p>Response : There was an event held by the Company for the re-branding/change of logo and tag-line, invitees are our agents nationwide held at Manila Golf located at <u>Harvard Rd. July 26, 2023</u></p>		

D.7 Timely filing/release of annual/financial reports			
D.7.1	<p>Are the audited annual financial report / statement released within 120 days from the financial year end?</p> <p>Response: Reference : Schedule R - Audited Financial Statements Yes, the Audited Financial Report for the Year -Ending December 31, 2023 was released by R. R. Tan and Associates CPAs last April 6, 2024.</p>	<p>OECD Principle V (C)</p> <p>OECD Principle V (E) OECD Principle V-(A).</p> <p>ICGN 7.2 Timely disclosure</p> <p>ICGN 7.3 Affirmation of financial statements</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>	
D.7.2	<p>Is the annual report released within 120 days from the financial year end?</p> <p>Response: Refer to Schedule U - The 2023 Annual Report was received by the Insurance Commission by online submission dated April 30, 2024 Reference: Email of Ms. Zendy Espinosa of the IC Insurance Specialist II Non-Life Division . The order of payment are as follows: Annual Filing Fee - Php 40,400.00.</p>		
D.7.3	<p>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?</p> <p>Response: Schedule R - Page 1 of the Audited Financial Statement - The Statement of Management Responsibility for Annual Tax Return and for Financial Statements were signed by the Chairman of the Board - Rosario W. Cuyegkeng and by the President - Ian Philippe W. Cuyegkeng , and Treasurer Milagros O. Diaz. For the 2023 Annual Report submitted to the Insurance Commission signed by the President Rosario W. Cuyegkeng and the Vice-President - Accounting Division Mary Therese Helen Y. Yu. Reference: 2023 Audited Financial Statements and a copy of the signed page on the 2023</p>		

D.8 Company website			
<i>Does the company have a website disclosing up-to-date information on the following:</i>			
D.8.1	<p>Business operations</p> <p>Response: www.PhilBritish. com includes brief history of PBAC, leadership, corporate governance, product lines...</p>	<p>OECD Principle V (A)</p> <p>OECD Principle V (E)</p> <p>ICGN 7.1 Transparent and open communication</p>	

D.8.2	<p>Financial statements/reports (current and prior years)</p> <p>Response: Schedule R - 2023-2022 Audited Financial Statement and 2022-2021 Audited Financial Statement; 2022-2021-2020 Approved Annual Synopsis.</p>	ICGN 7.2 Timely disclosure	
D.8.3	<p>Materials provided in briefings to analysts and media</p> <p>Response: Schedule T PhilBritish Company Profile</p>		
D.8.4	<p>Shareholding structure</p> <p>Response: Schedule D General Information Sheet dated July 6, 2023 and May 17, 2024.</p>		
D.8.5	<p>Group corporate structure</p> <p>Response: Schedule N. Refer to PhilBritish Organizational Chart</p>		
D.8.6	<p>Downloadable annual report</p> <p>Response: Schedule R 2023-2022, 2022-2021 Audited Financial Statement</p>		
D.8.7	<p>Notice of AGM and/or EGM</p> <p>Response: Refer to Schedule E - PBAC Notice of Agenda dated March 1, 2023.</p>		
D.8.8	<p>Minutes of AGM and/or EGM</p> <p>Response: Refer to Schedule E - Minutes of Stockholders' Meeting and Minutes of the Meeting of the Board of Director, dated April 20, 2023.</p>		
D.8.9	<p>Company's constitution (company's by-laws, memorandum and articles of association)</p> <p>Response: Schedule B and C Refer to Amended Articles of Incorporation and By-Laws</p>		

D.9	Investor relations
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D.9.1	Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer / office responsible for investor relations? Response: Schedule T- PBAC Company Profile Reference - the website of PhilBritish - posted the contact details at "contact us" - www.philbritish.com. Telephone nos. 88904051	ICGN 7.1 Transparent and open communication	DEFAULT
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