

2015 ASEAN Corporate Governance Scorecard for National Reinsurance Corporation of the Philippines

Order	Category	Question	Score	Remarks
Director Appraisal				
LEVEL 2 - BONUS				
F-A Rights of shareholders				
A.1 Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting.				
180	F	A.1.1(B) Does the company allow the use of secure electronic voting in absentia at the general meetings of shareholders?	No	
F-B Equitable treatment of shareholders				
181	F	B.1 Notice of AGM B.1.1(B) Does the company release its notice of AGM (with detailed agendas and explanatory circulars), as announced to the Exchange, at least 28 days before the date of the meeting?	Yes	The Company initially disclosed the schedule of the ASM meeting to the Exchange four (4) months, March 20, 2015, prior to Stockholders' Meeting of July 13, 2015. The Preliminary Information Statement, with detailed agenda, was disclosed May 18, 2015, 56 days before the date of the meeting. Source: Notice of Annual Stockholders' Meeting 2015 Preliminary Information Statement Notice of the Annual Meeting, PDF Page 2
F-C Roles of Stockholders				
182	F	C.1 The rights of stakeholders that are established by law or through mutual agreements are to be respected. C.1.1(B) Does the company practice integrated report on its annual reports?	Yes	NRCP SEC Form 17-A 2015 Annual Report

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F-D Disclosure and transparency				
183	F	D.1.1(B) Are the audited annual financial report / statement released within 60 days from the financial end?	No	
184	F	D.1.2(B) Does the Company disclose details of remuneration of the CEO?	Yes	NRCP SEC Form 17-A 2015 Annual Report Executive Compensation, Item 10, Page 35
F-E Responsibilities of the Board				
185	E	E.1 Board Competencies and Diversity E.1.1(B) Does the company have at least one female independent director/commissioner?	No	No female Independent Director.
186	F	E.2 Nominating Committee E.2.2 (B) Does the Nominating Committee undertake the process of indentifying the quality of directors aligned with the Company's strategic directions?	Yes	NRCP Disclosures dated 17 May 2012 re Cash Dividend and Election & Nomination Rules
187	F	E.3 Board Appointments and Re-Election E.3.2(B) Does the company use professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors/commissioners?	No	

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188	F	E.4 Board Structure & Composition E.4.1(B) Do independent non-executive directors / commissioners make up more than 50% of the board of directors / commissioners?	No	
189	F	E.5 Board Appraisal E.5.1(B) Does the company have a separate level Risk Committee?	Yes	The Company has its own Risk Oversight Committee PhilNaRe Website / About Us / Committees
G-A Rights of shareholders				
190	G	A.1 Basic shareholder rights A.1.1(P) Did the company fail or neglect to offer equal treatment for share repurchases to all shareholders?	No	DEFAULT
191	G	A.2 Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse. A.2.1(P) Is there evidence of barriers that prevent shareholders from communicating or consulting with other shareholders?	No	
192	G	A.3 Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting. A.3.1(P) Did the company include any additional and unannounced agenda item into the notice of AGM/EGM?	No	

DEFAULT

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193	G	<p>A.4 Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.</p> <p>A.4.1(P) Did the company fail to disclose the existence of:</p> <p style="padding-left: 40px;">Shareholders agreement?</p>	No	No Shareholder Agreement.
194	G	A.4.2(P) Voting cap?	No	DEFAULT
195	G	A.4.3(P) Multiple voting rights?	No	DEFAULT
196	G	<p>A.5 Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.</p> <p>A.5.1(P) Is a pyramid ownership structure and/ or cross holding structure apparent?</p>	No	
G-B. Equitable treatment of shareholders				
197	G	<p>B.1 Insider trading and abusive self-dealing should be prohibited.</p> <p>B.1.1(P) Has there been any conviction of insider trading involving directors/commissioners, management and employees in the past three years?</p>	No	No Conviction of Insider Trading.

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198	G	<p>B.2 Protecting minority shareholders from abusive action</p> <p>B.2.1(P) Has there been any cases of non compliance with the laws, rules and regulations pertaining to significant or material related party transactions in the past three years?</p>	No	
G-C. Role of stakeholders				
199	G	<p>C.1 The rights of stakeholders that are established by law or through mutual agreements are to be respected.</p> <p>C.1.1(P) Have there been any violations of any laws pertaining to labour/employment/ consumer/insolvency/ commercial/competition or environmental issues?</p>	No	
200	G	<p>C.2 Where stakeholders participate in the corporate governance process, they should have access to relevant, sufficient and reliable information on a timely and regular basis.</p> <p>C.2.1(P) Has the company faced any sanctions by regulators for failure to make announcements within the requisite time period for material events?</p>	No	
G-D. Disclosure and transparency				
201	G	<p>D.1 Sanctions from regulator on financial reports</p> <p>D.1.1(P) Did the company receive a "qualified opinion" in its external audit report?</p>	No	

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202	G	D.1.2(P) Did the company receive a "adverse opinion" in its external audit report?	No	
203	G	D.1.3(P) Did the company receive a "disclaimer opinion" in its external audit report?	No	
204	G	D.1.4(P) Has the company in the past year revised its financial statements for reasons other than changes in accounting policies?	No	
G- E. Responsibilities of the Board				
205	G	E.1 Compliance with listing rules, regulations and applicable laws E.1.1(P) Is there any evidence that the company has not complied with any listing rules and regulations over the past year apart from disclosure rules?	No	
206	G	E.1.2(P) Have there been any instances where non-executive directors/commissioner have resigned and raised any issues of governance-related concerns?	No	
207	G	E.2 Board Appraisal A E2.1(P) Does the Company have any independent directors/commissioners who have served for more than nine years?	No	
208	G	E2.2(P) Did the company fail to identify who are the independent director(s) /	No	

Order	Category	Question	Score	Remarks
		commissioner(s)?		
209	G	E2.3(P) Does the Company have any independent directors / non-executive/commissioners who serve on a total of more than five boards of publicly-listed companies?	No	
210	G	E.3 External Audit E.3.1(P) Is any of the directors or senior management a former employee or partner of the current external auditor (in the past 2 years)?	No	
211	G	E.4 Board Structure and Composition E.4.1 Has the chairman been the company CEO in the last three years?	No	