

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

Order	Category	Question	Score	Remarks
E. Responsibilities of the Board				
E.1 Clearly defined board responsibilities and corporate governance policy				
106	E	E.1.1 Does the company disclose its corporate governance policy / board charter?	Yes	<p>The company disclosed its Manual of Corporate Governance in its website, annual report and information statement.</p> <p>Source: Revised Manual of Corporate Governance (June 30, 2014)</p> <p>Board Committee Charters PhilNaRe Website / Investor Relations / Other Corporate Information / Board Committee Charters</p>
107	E	E.1.2 Are the types of decisions requiring board of directors/commissioners' approval disclosed?	Yes	<p>Source: Amended By-Laws <i>Duties and Powers of the Board of Directors, Article III, Section 9, Document Page 10, PDF Page 13</i></p> <p>Revised Manual of Corporate Governance (June 30, 2014) <i>Board Authority, Duties and Function, Item b.6, PDF Pages 11-12, Document Pages 10-11</i></p>
108	E	E.1.3 Are the roles and responsibilities of the board of directors/commissioners clearly stated?	Yes	<p>The roles and responsibilities of the board of directors are clearly stated.</p> <p>Source: Revised Manual of Corporate Governance (June 30, 2014) <i>Board Authority, Duties and Function, Item b.6, PDF Pages 11-12,</i></p>

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				<p><i>Document Pages 10-11; Specific Duties and Responsibilities of a Director, Item b.7, PDF Pages 12-13, Document Pages 11-12</i></p> <p>SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Board Responsibilities, Item A.1(b), Page 6</p>
Corporate Vision / Mission				
109	E	E.1.4 Does the company have a vision and mission statement?	Yes	PhilNare Website: Mission / Vision / Commitment
110	E	E.1.5 Has the board review the vision and mission / strategy in the last financial year?	Yes	<p>The Board periodically reviews and approves the Corporate Vision and mission.</p> <p>Source: Revised Manual of Corporate Governance (June 30, 2014) <i>Highlights of Mission and General Responsibility of the Board, Item b.5, PDF Pages 10-11, Document Pages 9-10</i></p>
111	E	E.1.6 Does the board of directors monitor / oversee the implementation of the corporate strategy?		<p>The Board of directors monitor / oversee the implementation of the approved corporate strategies and the companies performance vis-à-vis targets and goals thru the monthly board meetings and evidenced by quarterly financial reports submitted under SEC Form 17-Q.</p> <p>Source: Revised Manual of Corporate Governance (June 30, 2014) <i>Highlights of Mission and General Responsibility of the Board, Item b.5, PDF Pages 10, Document Pages 9</i></p>

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E.2 Board Structure - Code of Ethics or Conduct				
112	E	E.2.1 Are the details of the code of ethics or conduct disclosed?	Yes	Code of Ethics and Code of Conduct are properly disclosed. Source: Code of Ethics Code of Conduct
113	E	E.2.2 Does the company disclose that all directors/commissioners, senior management and employees are required to comply with the code?	Yes	Company's code of ethics clarifies responsibilities and proper conduct of its directors, officers and employees. Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Code of Business Conduct and Ethics, Item B.3, Page 22-24</i> Code of Ethics <i>Paragraph 1, Page 1;</i> <i>Implementation and Monitoring of the Code, Item III, Page 4-5</i>
114	E	E.2.3 Does the company disclose how it implements and monitors compliance with the code of ethics or conduct?	Yes	The Company disclosed how it implements and monitors the compliance on the code of ethics through the norms of business conduct. Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Code of Business Conduct and Ethics, Item B.3, Page 22-24</i> Code of Ethics <i>Implementation and Monitoring of the Code, Item III, Page 4-5</i>

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Board Structure & Composition				
115	E	E.2.4 Do independent directors /commissioners make up at least 50% of the board of directors/commissioners?	No	At least three (3) of the thirteen (13) Board of Directors are independent directors under Amended Articles of Incorporation. Source: Amended Articles of Incorporation <i>Article Sixth, PDF Page 8, Document Page 7</i> NRCPC SEC Form 17-A 2015 Annual Report <i>Directors, including Independent Directors and Executive Directors, Item 9.1, Page 35</i>
116	E	E.2.5 Are the independent directors/commissioners independent of management and major/ substantial shareholders?	Yes	Independent Directors are independent of management and is not related in consanguinity or affinity to any officers nor a provider of services to the company. Source: NRCPC SEC Form 17-A 2015 Annual Report <i>Directors, including Independent Directors and Executive Directors, Item 9.1, Page 35</i>
117	E	E.2.6 Does the company have a term limit of nine years or less for its independent directors/commissioners?	Yes	The company follows the SEC's guidelines on setting the term limit for an Independent Director, under the SEC Memorandum Circular 9 Series of 2011 on the <i>Term Limits for Independent Directors</i> , which took effect on January 2, 2012. Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Term Limit of Independent Directors, Page 12</i>
118	E	E.2.7 Has the company set a limit of five board seats in publicly-listed	No	The manual of corporate governance states that the Board may also

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		companies that an individual director/commissioner may hold simultaneously?		consider the adoption of guidelines on the number of directorships that its members can hold. <i>Source:</i> SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Limit on the Number of Board Seats on Other Companies, Item iv, Page 8</i>
119	E	E.2.8 Does the company have any executive directors who serve on more than two boards of listed companies outside of the group?	No	Executive Director, Mr. Augusto Hidalgo, does not serve on more than two boards of publicly-listed companies. <i>Source:</i> Board of Directors <i>PhilNaRe Website/About Us/ Board of Directors</i> SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Directorship in other Listed Companies, 1.d(ii), page 7</i>
Nominating Committee				
120	E	E.2.9 Does the company have a Nominating Committee (NC)?	Yes	The company has its own Nomination Committee. <i>Source:</i> Amended By-Laws <i>Nomination Committee, Section 4, Page 20</i> SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Nomination and Compensation Committee, Committee Members, E.2(c), Page 36</i>
121	E	E.2.10 Does the Nominating Committee comprise of a majority of independent	No	Nomination Committee is consisting of only one independent

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		directors/commissioners?		director. Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Nomination and Compensation Committee, Committee Members, E.2(c), Page 36</i>
122	E	E.2.11 Is the chairman of the Nominating Committee an independent director/commissioner?	No	The Chairman of the Nomination Committee is not an independent director. Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Nomination and Compensation Committee, Committee Members, E.2(c), Page 36</i>
123	E	E.2.12 Does the company disclose the terms of reference/ governance structure/charter of the Nominating Committee?	Yes	The company clearly disclosed the responsibilities of the Nominating Committee. Source: Amended By-Laws <i>Nomination Committee, Section 4, Page 20</i> Revised Manual of Corporate Governance (June 30, 2014) Nomination Committee, Item 2, PDF Page 16, Document Page 15
124	E	E.2.13 Did the Nominating Committee meet at least twice during the year?	No	There is one meeting held in 2015 to review the nominees for the 2015-2016 directorships. Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015

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				<i>Nomination and Compensation Committee, Committee Members, E.2(c), Page 36</i>
125	E	E.2.14 Is the attendance of members at Nominating Committee meetings disclosed?	Yes	<p>Nomination Committee members attendance is properly disclosed.</p> <p>Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Nomination and Compensation Committee, Committee Members, E.2(c), Page 36</i></p>
Remuneration Committee / Compensation Committee				
126	E	E.2.15 Does the company have a Remuneration Committee?	Yes	<p>Nomination and Compensation Committee are consolidated.</p> <p>Source: Amended By-Laws <i>Compensation Committee, Section 5, PDF Pages 20-21, Document Pages 17-18</i></p> <p>SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Nomination and Compensation Committee, Committee Members, E.2(c), Page 36</i></p>

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127	E	E.2.16 Does the Remuneration Committee comprise of a majority of independent directors/commissioners?	No	Comprised of one independent director only. Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Nomination and Compensation Committee, Committee Members, E.2(c), Page 36</i>
128	E	E.2.17 Is the chairman of the Remuneration Committee an independent director/commissioner?	No	The Chairman of Compensation Committee is not an independent director. Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Nomination and Compensation Committee, Committee Members, E.2(c), Page 36</i>
129	E	E.2.18 Does the company disclose the terms of reference/ governance structure/ charter of the Remuneration Committee?	Yes	The Company disclosed the responsibilities of the Remuneration Committee. Source: Amended By-Laws <i>Compensation Committee, Section 5, Pages 20-21</i> Revised Manual of Corporate Governance (June 30, 2014) <i>Compensation Committee, Item 3, PDF Page 16, Document Page 15</i>
130	E	E.2.19 Did the Remuneration Committee meet at least twice during the year?	No	There is one meeting held in 2015 to review the nominees for the 2015-2016 directorships.

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				<p>Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Nomination and Compensation Committee, item E.2(c), Page 36</p>
131	E	E.2.20 Is the attendance of members at Remuneration Committee meetings disclosed?	Yes	<p>The Company disclosed the attendance of the members of Compensation Committee</p> <p>Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Nomination and Compensation Committee, item E.2(c), Page 36</p>
Audit Committee				
132	E	E.2.21 Does the company have an Audit Committee?	Yes	<p style="text-align: center;">DEFAULT</p> <p>The Company has an Audit Committee.</p> <p>Source: Amended By-Laws <i>Audit Committee, Section 3, PDF Page 20, Document Page 17</i></p> <p>SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Audit Committee, Item E.2(b), Page 35</i></p>
133	E	E.2.22 Does the Audit Committee comprise entirely of non-executive directors/commissioners with a majority of independent directors/commissioners?	Yes	<p>All members of Audit Committee are independent Directors.</p> <p>Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Audit Committee, Item E.2(b), Page 35</i></p>
134	E	E.2.23 Is the Chairman of Audit Committee an independent director /	Yes	<p>The Chairman of the Audit Committee is independent director.</p>

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		commissioner?		<p>Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Audit Committee, Item E.2(b), Page 35</p>
135	E	E.2.24 Does the company disclose the terms of reference/governance structure/charter of the Audit Committee?	Yes	<p>Source: Amended By-Laws <i>Audit Committee, Article V, Section 3, PDF Page 20, Document Page 17</i></p> <p>SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Audit Committee Charter, Number of Members, Functions and Responsibilities, Item E.1, Page 33</p> <p>Audit Committee Charter</p>
136	E	E.2.25 Does the Annual Report disclose the profile or qualifications of the Audit Committee members?	Yes	<p>Audit Committee Member’s profile are properly disclosed.</p> <p>Source: NRCPC SEC Form 17-A 2014 Annual Report ACGR Section <i>Audit Committee Members Profile or Qualifications, Item E.2(b), PDF Page 77-78, Document Pages 34-35</i></p> <p>SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Audit Committee Members Profile or Qualifications, Item E.2(b), Pages 35</p>
137	E	E.2.26 Does at least one of the independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)?	Yes	<p>Independent Directors, Messrs. Napa and Nera, have accounting expertise.</p>

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				<p>Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Audit Committee Members Profile or Qualifications, Item E.2(b), Pages 35</p>
138	E	E.2.27 Did the Audit Committee meet at least four times during the year?	Yes	<p>The Company disclosed that the Audit Committee held five (5) meetings during the year.</p> <p>Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Audit Committee, Item E.2(b), Page 35</p>
139	E	E.2.28 Is the attendance of members at Audit Committee meetings disclosed?	Yes	<p>The Company disclosed the attendance of the members of Audit Committee on the meetings held.</p> <p>Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Audit Committee, Item E.2(b), Page 35</p> <p>NRCP Board Attendance in 2015 Board Meetings</p>

Order	Category	Question	Score	Remarks
140	E	E.2.29 Does the Audit Committee have primary responsibility for recommendation on the appointment, re-appointment and removal of the external auditor?	Yes	<p>The Audit Committee is responsible in the appointment, reappointment and removal of external auditor.</p> <p>Source: (1) Amended By-Laws Audit Committee, Article V, Section 3, PDF Page 20, Document Page 17 (2) SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Audit Committee’s Responsibilities Relative to External Auditors, Page 33 Audit Committee, Work Done and Issues Addressed, Item E.4, Pages 37-38 (3) Audit Committee Charter</p>
E.3 Board Processes				
Board Meetings and Attendance				
141	E	E.3.1 Are the board of directors meeting scheduled before the start of financial year?	Yes	<p>During the annual organizational meeting held right after the annual stockholders’ meeting, schedule of monthly board meeting is already set, which is currently held every third Thursday of the month.</p> <p>Source: Results of the 2016 Annual Stockholders’ Meeting Results of the 2016 Organizational Meeting SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Board of Directors’ Meeting Schedule, Item C.1, Page 26-27</p>

Order	Category	Question	Score	Remarks
				NRCP Directors Attendance at the 2015 Board Meetings
142	E	E.3.2 Does the board of directors/commissioners meet at least six times per year?	Yes	Board Performance shows the attendance record of the directors throughout the meetings held during the year. They meet 12 times a year. Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Attendance of Directors, Item C.2, Pages 26-27 NRCP Directors Attendance at the 2015 Board Meetings
143	E	E.3.3 Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year?	No	Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Attendance of Directors, Item C.2, Pages 26-27 NRCP Directors Attendance at the 2015 Board Meetings
144	E	E.3.4 Does the company require a minimum quorum of at least 2/3 for board decisions?	Yes	Majority number of the directors is required to constitute a quorum. Source: Amended By-Laws Quorum, Article II, Section 4, PDF Page 8, Pages 8
145	E	E.3.5 Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present?	Yes	On the average, executive session is done at least twice a year or even more as the need arises. Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Non-executive directors' meeting , Item C.3, Page 27
Access to Information				

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146	E	E.3.6 Are board papers for board of directors/commissioners meetings provided to the board at least five business days in advance of the board meeting?	Yes	Board papers are required to be sent to the members of the Board of Directors at least three days prior to the date of the meeting. <i>Source:</i> SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Board Papers, Item C.5(a), Page 27
147	E	E.3.7 Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	Yes	The Corporate Secretary has its own roles and responsibilities to the Board. <i>Source:</i> Amended By-Laws Corporate Secretary, Section 7, PDF Pages 18-19, Document Pages 15-16 Revised Manual of Corporate Governance (June 30, 2014) <i>The Corporate Secretary, Item G.2, PDF Page 25, Document Page 24</i>
148	E	E.3.8 Is the company secretary trained in legal, accountancy or company secretarial practices?	Yes	Corporate Secretary is equipped with such qualifications. <i>Source:</i> NRCP SEC Form 17-A 2015 Annual Report Noel A. Laman, Corporate Secretary, Page 33 Ma. Pilar M. Pilares-Gutierrez, Assistant Corporate Secretary, Page 33 Revised Manual of Corporate Governance (June 30, 2014) <i>The Corporate Secretary, Item G.2, PDF Page 25, Document Page 24</i>

Order	Category	Question	Score	Remarks
Board Appointments and Re-Election				
149	E	E.3.9 Does the company disclose the criteria used in selecting new directors/commissioners?	Yes	The company disclosed the process followed in appointing new directors. <i>Source:</i> NRCP Disclosures dated 17 May 2012 re Cash Dividend and Election Rules <i>Nomination and Election Rule, PDF Pages 2-22, Document Page 1-21</i>
150	E	E. 3.10 Does the company disclose the process followed in appointing new directors/commissioners?	Yes	The company disclosed the qualification in selecting new directors. <i>Source:</i> NRCP Disclosures dated 17 May 2012 re Cash Dividend and Election Rules <i>Nomination and Election Rule, PDF Pages 2-22, Document Page 1-21</i>
151	E	E.3.11 Are all the directors/commissioners subject to re-election at least once every three years?	Yes	DEFAULT NRCP Disclosures dated 17 May 2012 re Cash Dividend and Election Rules <i>Nomination and Election Rule, PDF Pages 2-22, Document Page 1-21</i>
Remuneration Matters				
152	E	E.3.12 Does the company disclose its remuneration (fees, allowances, benefit-in-kind and other emoluments) policy (i.e. the use of short term and long term	Yes	The company disclosed the salary, bonus and other compensation of the executive directors and CEO.

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		incentives and performance measures) for its executive directors and CEO?		<p>Source:</p> <p>SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Remuneration Policy and Structure for the Executive and Non-Executive Directors, Item D.2, Pages 30-31</p>
153	E	E.3.13 Is there disclosure of the fee structure for non-executive directors/commissioners?	Yes	<p>The Company disclosed the fee structure of non-executive directors.</p> <p>Source:</p> <p>SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Remuneration Policy and Structure for the Executive and Non-Executive Directors, Item D.2, Pages 30-32</p>
154	E	E.3.14 Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?	Yes	<p style="text-align: center;">DEFAULT</p> <p>Directors' compensation is subject to approval of stockholders representing at least of majority of the outstanding capital stock.</p> <p>Source:</p> <p>SEC Form ACGR – Consolidated Chages in the ACGR for 2015 Remuneration Policy and Structure for the Executive and Non-Executive Directors, Item D.2, Pages 30-32</p>
155	E	E.3.15 Do independent non-executive directors/commissioners receive options, performance shares or bonuses?	No	<p>Source:</p> <p>SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Remuneration Process, Item D.2, Page 30</p>
Internal Audit				

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156	E	E.3.16 Does the company have a separate internal audit function?	Yes	The company has a separate internal audit function. <i>Source:</i> SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Internal Audit, Item G.2, Pages 45-49
157	E	E.3.17 Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?	Yes	The Company disclosed the name of the internal audit head, Claudia Karen Fidelino in 2015. <i>Source:</i> SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Internal Audit, Item G.2, Pages 45-47
158	E	E.3.18 Does the appointment and removal of the internal auditor require the approval of the Audit Committee?	Yes	Appointment and removal of the internal auditor is the responsibility of the Audit Committee. <i>Source:</i> Amended By-Laws <i>Audit Committee, Article V, Section 3, PDF Page 20, Document Page 17</i> SEC Form ACGR – Consolidated Changes i the ACGR for 2015 Internal Audit, Appointment / Removal of Internal Auditor, Item G.2(b), Pages 47 Audit Committee Charter
<i>Risk Oversight</i>				
159	E	E.3.19 Does the company disclose the internal control procedures/risk management systems it has in place?	Yes	Internal control and risk management system are in place. <i>Source:</i>

Order	Category	Question	Score	Remarks
				SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Internal Control System, Item G.1, Page 45 Risk Management System, Item F, Pages 41-44
160	E	E.3.20 Does the Annual Report disclose that the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?	Yes	The Company disclosed the review of internal control and risk management system. Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Internal Control System – Review of the Effectiveness of the Internal Control System, Item G.1(b), Page 45; and Risk Management System – Review of the Effectiveness of the Risk Management System, Item F.1(b), Page 41
161	E	E.3.21 Does the company disclose how key risks are managed?	Yes	The company generally disclosed how key risk is managed. Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Risk Management Review, Item F.1(d), Page 42
162	E	E.3.22 Does the Annual Report contain a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems?	Yes	2014 Annual Report Posted July 2015 Report of the Audit Committee, PDF Page 7, Document Page 11
E.4 People on the Board				
Board Chairman				
163	E	E.4.1 Do different persons assume the roles of chairman and CEO?	Yes	The Chairman and CEO are different persons to ensure an appropriate balance of power. Source:

Order	Category	Question	Score	Remarks
				SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Chairman and CEO, Board Matters, Item A.2, Page 9 NRCPC SEC Form 17-A 2015 Annual Report <i>Directors, including Independent Directors and Executive Directors, Item 9.1, Page 35</i>
164	E	E.4.2 Is the chairman an independent director/commissioner?	No	The Chairman is not an independent director. <i>Source:</i> Board of Directors <i>PhilNaRe Website/About Us/ Board of Directors</i> <i>Helen Y. D, Chairperson of the Board, Director of the Corporation</i>
165	E	E.4.3 Is any of the directors a former CEO of the company in past two years.	No	No Director is a former CEO of the company in the past two years <i>Source:</i> Board of Directors <i>PhilNaRe Website/About Us/ Board of Directors</i> NRCPC SEC Form 17-A 2015 Annual Report <i>Terms of Office, Directors, including Independent Directors and Executive Directors, Item 9.1, Page 36-41</i>
166	E	E.4.4 Are the role and responsibilities of the chairman disclosed?	Yes	The role and responsibilities of the chairman is properly disclosed. <i>Source:</i> SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Roles, Responsibilities and Deliverables of Chairman and CEO, Item A.2(b), Pages 9-10

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Skills and Competencies				
167	E	E.4.5 Does at least one non-executive director/commissioner have prior working experience in the major sector that the company is operating in?	Yes	There are directors who have prior working experience in the major industry of insurance. Source: Board of Directors <i>PhilNaRe Website/About Us/ Board of Directors</i>
168	E	E.4.6 Does the company disclose a board of directors/commissioners diversity policy?	Yes	Amended By-Laws <i>Qualification of Directors, Section 2, PDF Page 11</i>
E.5 Board Performance				
Directors Development				
169	E	E.5.1 Does the company have orientation programmes for new directors/commissioners?	Yes	The company does not have a formal orientation program, however, new directors are provided with reference reading materials to assist them in understanding better the business and operations of the company. Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Orientation Program for New Directors, Item 6(a), Page 18</i>
170	E	E.5.2 Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional	Yes	We believe that all directors have high level of knowledge to execute their functions and they are competent enough to be seated in the board. The SEC requires the Directors and Key Officers to

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		education programmes?		attend the Corporate Governance Training annually, thru SEC Memo Circular No. 20, S2013. <i>Source:</i> SEC Memo Circular No. 20, Series of 2013 SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Orientation and Education Program, Continuing Education Program for Directors and Key Officers, Item 6.c, Pages 18-22
CEO/Executive Management Appointments and Performance				
171	E	E.5.3 Does the company disclose how the board of directors/commissioners plans for the succession of the CEO/Managing Director/President and key management?	Yes	The Board adopts an effective succession planning program for management. <i>Source:</i> SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>Succession Planning for President and CEO, Item A.3, Page 10</i>
172	E	E.5.4 Does the board of directors/commissioners conduct an annual performance assessment of the CEO/Managing Director/President?	Yes	The CEO's performance is evaluated by the Nomination and Compensation Committee before renewal. <i>Source:</i> SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>CEO/ President Performance Assessment, Item M, Page 64</i>
E.14 Board Appraisal				
173	E	E.5.5 Is an annual performance assessment conducted of the board of	Yes	Audit Committee is conducting annual performance self-evaluation to assess its strength and weaknesses and identify areas for

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		directors/commissioners?		improvement. <i>Source:</i> SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Board Committees, Item M, Page 64
174	E	E.5.6 Does the company disclose the process followed in conducting the board assessment?	Yes	<i>Source:</i> SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Board, Director, Committee and CEO Appraisal, Item M, Page 64
175	E	E.5.7 Does the company disclose the criteria used in the board assessment?	Yes	The company follows the Guidelines for the assessment of the performance of the Audit Committee of Companies Listed on the Exchange. <i>Source:</i> SEC Form ACGR – Consolidated Changes in the ACGR for 2015 Board, Director, Committee and CEO Appraisal, Item M, Page 64
Director Appraisal				
176	E	E.5.8 Is an annual performance assessment conducted of the board of directors/commissioners?	No	No formal performance evaluation is in place for individual director. <i>Source:</i> SEC Form ACGR – Consolidated Changes in the ACGR for 2015 CEO/ President Performance Assessment, Item M, Page 64
177	E	E.5.9 Does the company disclose the process followed in conducting the director/commissioner assessment?	No	No formal performance evaluation is in place for individual director.

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				<p>Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>CEO/ President Performance Assessment, Item M, Page 64</i></p>
178	E	E.5.10 Does the company disclose the criteria used in the director/commissioner assessment?	No	<p>No formal performance evaluation is in place for individual director.</p> <p>Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>CEO/ President Performance Assessment, Item M, Page 64</i></p>
E.16 Committee Appraisal				
179	E	E.5.11 Is an annual performance assessment conducted of the board of directors/commissioners committees?	Yes	<p>Audit Committee is conducting annual performance self-evaluation to assess its strength and weaknesses and identify areas for improvement.</p> <p>Source: SEC Form ACGR – Consolidated Changes in the ACGR for 2015 <i>CEO/ President Performance Assessment, Item M, Page 64</i></p>