

ANNUAL CORPORATE GOVERNANCE REPORT OF
ETIQA LIFE AND GENERAL ASSURANCE PHILIPPINES, INC.

1. For the fiscal year ended 2020
2. Certificate of Authority Number 2019/15-R-A
3. Metro Manila, Philippines
Province, Country or other jurisdiction of incorporation or organization
4. 3F Morning Star Center, 347 Sen. J. Puyat Avenue, Makati City, Metro Manila 1209
Address of principal office Postal Code
5. (+632) 8890-1758 / 0928-503-1160
Company's telephone number, including area code
6. <https://www.etiqa.com.ph/>
Company's official website
7. N/A
Former name, former address, and former fiscal year, if changed since last report.

ANNUAL CORPORATE GOVERNANCE REPORT

	COMPLIANT/ NON-COMPLIANT	EXPLANATION FOR NON- COMPLIANCE/CURRENT PRACTICE	ADDITIONAL INFORMATION / ACTION PLANS TO ADDRESS THE GAP	SOURCE DOCUMENTS
The Board's Governance Responsibilities				
Principle 1. <u>Establishing a Competent Board</u>: The company should be headed by a competent, working Board to foster the long-term success and sustainability of the corporation in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.				
Recommendation 1.1				
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT		Please refer to the Consolidated Profiles of the Elected Members of the ELGAP Board to see the expertise and experience of the members of the ELGAP Board.	<ul style="list-style-type: none"> 2020 General Information Sheet of ELGAP 2021 General Information Sheet of ELGAP Consolidated Profiles of Elected Members of ELGAP Board of Directors
2. Board has an appropriate mix of competence and expertise.	COMPLIANT		Please refer to the Consolidated Profiles of the Elected Members of the ELGAP Board to see the competence and expertise of the members of the ELGAP Board.	<ul style="list-style-type: none"> 2020 General Information Sheet of ELGAP 2021 General Information Sheet of ELGAP Consolidated Profiles of Elected Members of ELGAP Board of Directors
3. 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.	COMPLIANT		Members of the ELGAP Board are required to meet the Fit and Proper Criteria as prescribed by the Group.	<ul style="list-style-type: none"> 2020 General Information Sheet of ELGAP 2021 General Information Sheet of ELGAP Consolidated Profiles of Elected Members of ELGAP Board of Directors Group Policy on Fit and Proper Criteria
Recommendation 1.2				
1. Board is composed of a majority of nonexecutive directors.	COMPLIANT		Six of the Seven (6 of 7) Directors are Non-executive	<ul style="list-style-type: none"> 2020 General Information Sheet of ELGAP

			Directors. Only the President/CEO serves as Executive Director.	<ul style="list-style-type: none"> 2021 General Information Sheet of ELGAP
Recommendation 1.3				
1. Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors.	COMPLIANT		The policy is expressly provided under Chapter 1, Part 1, Item 14) and Chapter 1, Part 5, Item 7.2.5 of the Board Charter.	<ul style="list-style-type: none"> ELGAP Board Charter on Corporate Governance (Chapter 1, Part 1, Item 14) (Chapter 1, Part 5, Item 7.2.5)
2. Company provides in its Board Charter or Manual on Corporate Governance an orientation program for first time directors.	COMPLIANT		The policy is expressly provided under Chapter 1, Part 5, Item 12.2 of the Board Charter.	<ul style="list-style-type: none"> ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5, Item 12.2)
3. Company has relevant annual continuing training for all directors.	NON-COMPLIANT	The policy on providing relevant annual trainings for all directors is already in place but not fully implemented. Directors were encouraged but not compelled to attend relevant trainings and seminars provided by the Maybank Group. Updates on some regulations and policies including Anti-Money Laundering Act and Counter-Terrorism Financing, Data Privacy Act, Anti-Bribery and Corruption Policies, etc., however, were regularly provided by the Compliance Officer. The Compliance Officer is in the process of setting up a detailed	The Compliance Officer will schedule a training session within 3 rd Quarter of this year. The Compliance Officer will also set up a detailed continuing training program for the members of Board of Directors. The Compliance Officer will also take advantage of the trainings and seminars provided by the Maybank Group for all the directors of its subsidiary companies, and will require the directors to attend at least 1 to 2 trainings per year. The Compliance officer will also keep a register of all the trainings attended by the	<ul style="list-style-type: none"> Certification of Compliance Officer

		continuing training program for the members of Board of Directors.	directors whether company sponsored or not.	
Recommendation 1.4				
1. Board has a policy on board diversity.	COMPLIANT		As part of the Maybank Group, ELGAP is governed by the Group Policy on Board Gender Diversity.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 1, Item 10) • Group Policy on Board Gender Diversity
Recommendation 1.5				
1. Board is assisted in its duties by a Corporate Secretary.	COMPLIANT		ELGAP By-Laws and Board Charter provides for the functions of the Corporate Secretary. Name of Corporate Secretary is disclosed in the General Information Sheet of the Company.	<ul style="list-style-type: none"> • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP • ELGAP Board Charter on Corporate Governance • ELGAP Amended Articles of Incorporation • ELGAP Amended By-Laws
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT		Kindly refer to the General Information Sheet of the Company. Corporate Secretary is a separate individual from the Compliance Officer.	<ul style="list-style-type: none"> • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT		Kindly refer to the General Information Sheet of the Company. Corporate Secretary is not a Board member.	<ul style="list-style-type: none"> • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT		Corporate Secretary attended all trainings conducted by the Compliance Officer on laws, regulations,	<ul style="list-style-type: none"> • Certification of Compliance Officer

			and policies which affect corporate operations and governance.	
Recommendation 1.6				
1. Board is assisted by a Compliance Officer.	COMPLIANT		Kindly refer to the General Information Sheet of the Company and Board Charter to check the appointment and functions of the Compliance Officer.	<ul style="list-style-type: none"> • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP • ELGAP Board Charter on Corporate Governance
2. Compliance Officer has a rank of Vice President or an equivalent position with adequate stature and authority in the corporation.	NON-COMPLIANT	ELGAP's Compliance Officer was hired last June 2020. Current Rank is Senior Assistant Vice President.	Performance appraisal and evaluation are regularly conducted every quarter. ELGAP will assess and determine Compliance Officer's fitness for a possible promotion. Discussion is set by 4Q 2020.	
3. Compliance Officer is not a member of the Board.	COMPLIANT		Kindly refer to the General Information Sheet of the Company. Compliance Officer is not a Board member.	<ul style="list-style-type: none"> • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP
4. Compliance Officer attends training/s on corporate governance annually.	COMPLIANT		Compliance Officer attended trainings on laws, regulations, and policies which affect corporate operations and governance.	<ul style="list-style-type: none"> • Relevant Trainings of Compliance Officer
Principle 2. Establishing Clear Roles and Responsibilities of the Board. 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 shareholders and other stakeholders.				
Recommendation 2.1				

<p>1. Directors act on a fully informed basis in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>COMPLIANT</p>		<p>As part of the Maybank Group, ELGAP is governed by the Policy and Procedure on Access to Device.</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Group Policy and Procedure on Access to Advice • ELGAP Amended Articles of Incorporation • ELGAP Amended By-Laws
<p>Recommendation 2.2</p>				
<p>1. Board oversees the development, review and approval of the company's business objectives and strategy.</p>	<p>COMPLIANT</p>		<p>Strategic Plans and Initiatives are part of the annual meeting agenda of the ELGAP Board.</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • 2020 ELGAP Board Annual Meeting Agenda • 2021 ELGAP Board Annual Meeting Agenda • ELGAP Amended Articles of Incorporation • ELGAP Amended By-Laws
<p>2. Board oversees and monitors the implementation of the company's business objectives and strategy in order to sustain the company's long-term viability and strength.</p>	<p>COMPLIANT</p>		<p>Performance Review, Strategic Plans and Initiatives are part of the annual meeting agenda of the ELGAP Board.</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • 2020 ELGAP Board Annual Meeting Agenda • 2021 ELGAP Board Annual Meeting Agenda • ELGAP Amended Articles of Incorporation • ELGAP Amended By-Laws
<p>Recommendation 2.3</p>				
<p>1. Board is headed by a competent and qualified Chairperson.</p>	<p>COMPLIANT</p>		<p>Kindly refer to the profile of Chairman Kamaludin Bin Ahmad to check his competence and qualification.</p>	<ul style="list-style-type: none"> • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP • Consolidated Profiles of Elected Members of ELGAP Board of Directors
<p>Recommendation 2.4</p>				
<p>1. Board ensures and adopts an effective succession planning program for directors, key officers and management.</p>	<p>COMPLIANT</p>		<p>Succession Plan is part of the annual meeting agenda of the ELGAP Board.</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • 2020 ELGAP Board Annual Meeting Agenda • 2021 ELGAP Board Annual Meeting Agenda

				<ul style="list-style-type: none"> • Group Policy on Tenure of Directorship • Group Policy on Fit and Proper Criteria • ELGAP Amended Articles of Incorporation • ELGAP Amended By-Laws
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT		As part of the Maybank Group, ELGAP is governed by the policy on Tenure of Directorships.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Group Policy on Tenure of Directorship
Recommendation 2.5				
1. Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members.	COMPLIANT		Policy is expressly provided under Chapter 1, Part 5, Item 9 of the Board Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5, Item 9)
2. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT		Policy is expressly provided under Chapter 1, Part 5, Item 9 of the Board Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5, Item 9)
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT		Policy is expressly provided under Chapter 1, Part 5, Item 9 of the Board Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5, Item 9)
Recommendation 2.6				
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT		Policy is provided under the Board Charter. As part of the Maybank Group, ELGAP is governed by the Policy on Nomination Process.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter) • Group Policy on Nomination Process • ELGAP Amended By-Laws
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT		Policy is provided under the Board Charter and Policy on Nomination Process.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5, Item 4)

<p>3. Board nomination and election policy includes how the company accepts nominations from minority shareholders.</p>	<p>COMPLIANT</p>		<p>Policy is provided under the Board Charter, Corporate Governance Committee Charter, and Policy on Nomination Process.</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter) • Group Policy on Nomination Process • ELGAP Amended By-Laws
<p>4. Board nomination and election policy includes how the board reviews nominated candidates.</p>	<p>COMPLIANT</p>		<p>Policy is provided under the Board Charter, Corporate Governance Committee Charter, and Policy on Nomination Process.</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter) • Group Policy on Nomination Process
<p>5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p>	<p>COMPLIANT</p>		<p>Policy is provided under the Board Charter and Corporate Governance Committee Charter.</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 1. Item 19) • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter)
<p>6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.</p>	<p>COMPLIANT</p>		<p>Policy is provided under the Board Charter, Corporate Governance Committee Charter, and Policy on Nomination Process. As part of the Maybank Group, ELGAP is governed by the Policy on Fit and Proper Criteria.</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter) • Group Policy on Nomination Process • Group Policy on Fit and Proper Criteria
<p>Recommendation 2.7</p>				
<p>1. Board has overall responsibility in ensuring that there is a group-wide</p>	<p>COMPLIANT</p>		<p>Policy is provided under the Board Charter, Related Party</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 4)

policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.			Transaction Committee Charter, and Group RPT Policy.	<ul style="list-style-type: none"> • Related Party Transaction Committee Charter • Group RPT Policy
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT		Policy is provided under the Board Charter, Related Party Transaction Committee Charter, and Group RPT Policy.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 4) • Related Party Transaction Committee Charter • Group RPT Policy
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT		Policy is provided under the Board Charter, Related Party Transaction Committee Charter, and Group RPT Policy.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 4) • Related Party Transaction Committee Charter • Group RPT Policy
Recommendation 2.8				
1. Board is primarily responsible for approving the selection 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).	COMPLIANT		Policy is provided under the ELGAP Board Charter and By-Laws.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Audit Committee of the Board (ACB) Charter • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter) • Group Policy on Nomination Process • Group Policy on Fit and Proper Criteria • ELGAP Amended By-Laws
2. 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).	COMPLIANT		Policy is provided under the Board Charter. Assessments done were provided in the Extracts of Meetings of ELGAP Board and ACB.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Audit Committee of the Board (ACB) Charter • Extract of Minutes of 21 May 2020 ELGAP Board of Directors' Meeting • Extract of Minutes of 16 March 2021 ELGAP Board of Directors' Meeting

				<ul style="list-style-type: none"> • Extract of Minutes of 10 February 2021 ELGAP Audit Committee of the Board Meeting • ELGAP Amended By-Laws
Recommendation 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.	COMPLIANT		Assessment of PCEO performance and review of financial performance are part of the annual meeting agenda of the ELGAP Board. Policy is provided under the Board Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • 2020 ELGAP Board Annual Meeting Agenda • 2021 ELGAP Board Annual Meeting Agenda • ELGAP Amended By-Laws
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 Management.	COMPLIANT		Assessment of PCEO performance and review of financial performance are part of the annual meeting agenda of the ELGAP Board. Policy is provided under the Board Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • 2020 ELGAP Board Annual Meeting Agenda • 2021 ELGAP Board Annual Meeting Agenda • ELGAP Amended By-Laws
Recommendation 2.10				
1. Board oversees that an appropriate internal control system is in place,	COMPLIANT		Policy is provided under the Board Charter and ACB Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 2, Part 2) • Audit Committee of the Board (ACB) Charter
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT		Policy is provided under the Board Charter, ACB Charter, and Internal Audit Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 2, Part 2) • Audit Committee of the Board (ACB) Charter • ELGAP Internal Audit Charter
3. Board approves the Internal Audit Charter.	COMPLIANT		Policy is provided under the Board Charter, ACB Charter, and Internal Audit Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Audit Committee of the Board (ACB) Charter • ELGAP Internal Audit Charter

Recommendation 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.	COMPLIANT		ELGAP has adopted its Risk Management Framework.	<ul style="list-style-type: none"> • ELGAP Risk Management Framework • ELGAP Board Charter on Corporate Governance
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.	COMPLIANT		Kindly refer to Risk Management Framework of ELGAP.	<ul style="list-style-type: none"> • ELGAP Risk Management Framework • ELGAP Board Charter on Corporate Governance
Recommendation 2.12				
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	COMPLIANT		Kindly refer to the ELGAP Board Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT		Kindly refer to the ELGAP Board Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT		Kindly refer to the Company Website.	<ul style="list-style-type: none"> • Company Website • ELGAP Board Charter on Corporate Governance
Principle 3. Establishing Board Committees. Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.				
Recommendation 3.1				
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT		Establishment of Board Committees are provided under Chapter 1, Part V of the Board Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Audit Committee of the Board (ACB) Charter

				<ul style="list-style-type: none"> • Related Party Transaction Committee Charter • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter)
Recommendation 3.2				
1. 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.	COMPLIANT		Kindly refer to the ELGAP Board Charter and ACB Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Audit Committee of the Board (ACB) Charter • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT		Current ACB is composed of two independent directors and one non-independent, non-executive director. Ms. Ma. Victoria C. Vinas (ID) is the current chairperson of ACB.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Audit Committee of the Board (ACB) Charter • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT		Kindly refer to the Consolidated Profiles of the ACB members.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Audit Committee of the Board (ACB) Charter • Consolidated Profiles of Elected Members of ELGAP Board of Directors
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	COMPLIANT		Ms. Ma. Victoria C. Vinas (ID) is not a chairperson of other committees. Kindly refer to the General Information Sheet of ELGAP.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Audit Committee of the Board (ACB) Charter • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP

Recommendation 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.	COMPLIANT		Kindly refer to the ELGAP Board Charter and Corporate Governance Committee Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter) • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP
2. Corporate Governance Committee is composed of at least three members, majority of whom should be independent directors.	COMPLIANT		Current Corporate Governance Committee is composed of two independent directors and one non-independent, non-executive director. Mr. Ricardo Nicanor N. Jacinto (ID) is the current chairperson of CGC.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter) • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT		Mr. Ricardo Nicanor N. Jacinto is an independent director. Kindly refer to the General Information Sheet of ELGAP.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter) • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP
Recommendation 3.4				
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise	NON-COMPLIANT	Risk Oversight functions are currently undertaken by ELGAP's Risk Management Committee (management-	ELGAP commits to create and establish BROC by 4 th Quarter of the current fiscal year. In the meantime, ELGAP has	

<p>Risk Management system to ensure its functionality and effectiveness.</p>		<p>level committee, not a board-level committee), which regularly reports to the ELGAP Board. At present, ELGAP is in the process of searching for a new independent director who will chair the separate Board Risk Oversight Committee (BROC), which will be created by 4th Quarter of the current fiscal year.</p>	<p>started the search and selection process for the appointment of new independent director who will chair the separate BROC. The Company is also coordinating with its parent company regarding the drafting of BROC's terms of reference. ELGAP will update IC on the creation of BROC.</p>	
<p>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>NON-COMPLIANT</p>	<p>Risk Oversight functions are currently undertaken by ELGAP's Risk Management Committee (management-level committee, not a board-level committee), which regularly reports to the ELGAP Board. At present, ELGAP is in the process of searching for a new independent director who will chair the separate Board Risk Oversight Committee (BROC), which will be created by 4th Quarter of the current fiscal year.</p>	<p>ELGAP commits to create and establish BROC by 4th Quarter of the current fiscal year. In the meantime, ELGAP has started the search and selection process for the appointment of new independent director who will chair the separate BROC. The Company is also coordinating with its parent company regarding the drafting of BROC's terms of reference. ELGAP will update IC on the creation of BROC.</p>	
<p>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</p>	<p>NON-COMPLIANT</p>	<p>Risk Oversight functions are currently undertaken by ELGAP's Risk Management Committee (management-level committee, not a board-level committee), which regularly reports to the ELGAP</p>	<p>ELGAP commits to create and establish BROC by 4th Quarter of the current fiscal year. In the meantime, ELGAP has started the search and selection process for the appointment of new</p>	

		Board. At present, ELGAP is in the process of searching for a new independent director who will chair the separate Board Risk Oversight Committee (BROC), which will be created by 4 th Quarter of the current fiscal year.	independent director who will chair the separate BROC. The Company is also coordinating with its parent company regarding the drafting of BROC's terms of reference. ELGAP will update IC on the creation of BROC.	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	NON-COMPLIANT	Risk Oversight functions are currently undertaken by ELGAP's Risk Management Committee (management-level committee, not a board-level committee), which regularly reports to the ELGAP Board. At present, ELGAP is in the process of searching for a new independent director who will chair the separate Board Risk Oversight Committee (BROC), which will be created by 4 th Quarter of the current fiscal year.	ELGAP commits to create and establish BROC by 4 th Quarter of the current fiscal year. In the meantime, ELGAP has started the search and selection process for the appointment of new independent director who will chair the separate BROC. The Company is also coordinating with its parent company regarding the drafting of BROC's terms of reference. ELGAP will update IC on the creation of BROC.	
Recommendation 3.5				
1. The Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company,	COMPLIANT		Kindly refer to the ELGAP Board Charter and Related Party Transaction Committee Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Related Party Transaction Committee Charter • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP
2. RPT Committee is composed of at least three non-executive directors,	COMPLIANT		Current Related Party Transaction Committee is	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5)

majority of whom should be independent, including the Chairman.			composed of two independent directors and one non-independent, non-executive director. Mr. Ricardo Nicanor N. Jacinto (ID) is the current chairperson of RPT Committee.	<ul style="list-style-type: none"> • Related Party Transaction Committee Charter • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP
Recommendation 3.6				
1. All established committees have a Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT		Kindly refer to the ELGAP Board Charter, ACB Charter, Corporate Governance Committee Charter, and Related Party Transaction Committee Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Audit Committee of the Board (ACB) Charter • Related Party Transaction Committee Charter • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter)
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT		Kindly refer to the ELGAP Board Charter, ACB Charter, Corporate Governance Committee Charter, and Related Party Transaction Committee Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Audit Committee of the Board (ACB) Charter • Related Party Transaction Committee Charter • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter)
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT		Kindly refer to the Corporate Governance Page of the Company Website.	<ul style="list-style-type: none"> • Company Website • Audit Committee of the Board (ACB) Charter • Related Party Transaction Committee Charter • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter)

				and Remuneration Committee Charter)
Principle 4. Fostering Commitment. To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.				
Recommendation 4.1				
1. The Directors attends and actively participates in all meetings of the Board, Committees and shareholders in person or through tele/videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT		Kindly refer to the Certification of Corporate Secretary regarding the attendance of the Board members, and the sample minutes and extracts of minutes of ELGAP Board and Board Committee Meetings.	<ul style="list-style-type: none"> • Certification of Corporate Secretary • Minutes of 21 May 2020 Annual Stockholders' Meeting • Minutes of 16 March 2021 Annual Stockholders' Meeting • ELGAP Board Charter on Corporate Governance • Extract of Minutes of 21 May 2020 ELGAP Board of Directors' Meeting • Extract of Minutes of 16 March 2021 ELGAP Board of Directors' Meeting • Extract of Minutes of 10 February 2021 ELGAP Audit Committee of the Board Meeting • Extract of Minutes of 09 March 2021 ELGAP Audit Committee of the Board Meeting
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT		Policy is provided under Chapter 2, Part V of the Board Charter. Kindly refer also to the Certification of Corporate Secretary regarding the attendance of the Board members, and the sample minutes and extracts of minutes of ELGAP Board	<ul style="list-style-type: none"> • Certification of Corporate Secretary • Minutes of 21 May 2020 Annual Stockholders' Meeting • Minutes of 16 March 2021 Annual Stockholders' Meeting • ELGAP Board Charter on Corporate Governance (Chapter 2, Part V)

			and Board Committee Meetings.	<ul style="list-style-type: none"> • Extract of Minutes of 21 May 2020 ELGAP Board of Directors' Meeting • Extract of Minutes of 16 March 2021 ELGAP Board of Directors' Meeting • Extract of Minutes of 10 February 2021 ELGAP Audit Committee of the Board Meeting • Extract of Minutes of 09 March 2021 ELGAP Audit Committee of the Board Meeting
3. The directors asks the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT		Kindly refer to sample minutes and extracts of minutes of ELGAP Board and Board Committee Meetings.	<ul style="list-style-type: none"> • Certification of Corporate Secretary • Minutes of 21 May 2020 Annual Stockholders' Meeting • Minutes of 16 March 2021 Annual Stockholders' Meeting • ELGAP Board Charter on Corporate Governance • Extract of Minutes of 21 May 2020 ELGAP Board of Directors' Meeting • Extract of Minutes of 16 March 2021 ELGAP Board of Directors' Meeting • Extract of Minutes of 10 February 2021 ELGAP Audit Committee of the Board Meeting • Extract of Minutes of 09 March 2021 ELGAP Audit Committee of the Board Meeting
Recommendation 4.2				
1. Non-executive directors concurrently serve as directors to a maximum of five Insurance Commission Regulated Entities (ICREs) and publicly-listed	COMPLIANT		Policy is expressly provided under Chapter 1, Part V of the ELGAP Board Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Consolidated Profiles of Elected Members of ELGAP Board of Directors

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.				<ul style="list-style-type: none"> • Directors' Annual Declaration Forms
Recommendation 4.3				
1. The directors notify the company's board where he/she is an incumbent director before accepting a directorship in another company.	COMPLIANT		Maybank Group required all members of the ELGAP Board to submit an annual declaration form.	<ul style="list-style-type: none"> • Directors' Annual Declaration Forms • ELGAP Board Charter on Corporate Governance
Principle 5. Reinforcing Board Independence. The board should endeavor to exercise an objective and independent judgment on all corporate affairs.				
Recommendation 5.1				
1. The Board is composed of at least twenty percent (20%) independent directors.	COMPLIANT		There are two (2) independent directors out of nine (9) board seats in the ELGAP Board. Kindly refer to the By-Laws and General Information Sheet of ELGAP.	<ul style="list-style-type: none"> • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP • Consolidated Profiles of Elected Members of ELGAP Board of Directors • ELGAP Board Charter on Corporate Governance
Recommendation 5.2				
1. The independent directors possess a necessary qualifications and none of the disqualifications to hold the position.	COMPLIANT		Kindly refer to the Consolidated Profiles of the Independent Directors.	<ul style="list-style-type: none"> • Consolidated Profiles of Elected Members of ELGAP Board of Directors • ELGAP Board Charter on Corporate Governance
Recommendation 5.3				
1. The independent directors serve for a maximum cumulative term of nine years. As far as Insurance Companies are concerned, the foregoing term limit shall be reckoned from 02 January	COMPLIANT		Policy is expressly provided under Chapter 1, Part 1, Item 7 of the ELGAP Board Charter. As part of the Maybank Group, ELGAP is also governed of the Policy on Tenure of Directorship.	<ul style="list-style-type: none"> • Consolidated Profiles of Elected Members of ELGAP Board of Directors • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 1, Item 7) • Group Policy on Tenure of Directorship

<p>2015 while the reckoning date for the Pre-Need Companies and Health Maintenance Organizations shall be from 21 September 2016.</p> <p>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.</p>				
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	COMPLIANT		<p>Policy is expressly provided under Chapter 1, Part 1, Item 7 of the ELGAP Board Charter. As part of the Maybank Group, ELGAP is also governed of the Policy on Tenure of Directorship.</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 1, Item 7) • Group Policy on Tenure of Directorship
<p>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.</p>	COMPLIANT		<p>Policy is expressly provided under Chapter 1, Part 1, Item 7 of the ELGAP Board Charter. As part of the Maybank Group, ELGAP is also governed of the Policy on Tenure of Directorship.</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 1, Item 7)
Recommendation 5.4				
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	COMPLIANT		<p>Policy is expressly provided under Chapter 1, Part 1, Item 8 of the ELGAP Board Charter.</p>	<ul style="list-style-type: none"> • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP • Consolidated Profiles of Elected Members of ELGAP Board of Directors

				<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 1, Item 8)
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT		Policy is expressly provided under Chapter 1, Part 1, Item 8 of the ELGAP Board Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 1, Item 8)
Recommendation 5.5				
1. 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.	COMPLIANT		Mr. Ricardo Nicanor N. Jacinto (ID) was elected as the lead director. Kindly refer to the Minutes of the ASM.	<ul style="list-style-type: none"> • Certification of Corporate Secretary • Minutes of 21 May 2020 Annual Stockholders' Meeting • Minutes of 16 March 2021 Annual Stockholders' Meeting
Recommendation 5.6				
1. Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations for the same.	COMPLIANT		Policy is provided under the ELGAP Board Charter. As part of the Maybank Group, ELGAP is governed by the Policy on Conflict of Interest.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Group Policy on Conflict of Interest
Recommendation 5.7				
1. 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.	NOT COMPLIANT	Policy to have separate periodic meetings already in place but not fully implemented. Executive sessions with the external and internal auditors were held but not with Compliance and Risk Officers.	ELGAP commits to conduct separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions by 4 th Quarter of the current fiscal year. ELGAP will update IC on the conduct of separate meetings.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Extract of Minutes of 10 February 2021 ELGAP Audit Committee of the Board Meeting • Extract of Minutes of 09 March 2021 ELGAP Audit Committee of the Board Meeting
2. The meetings are chaired by the lead independent director.	NOT COMPLIANT	Policy to have separate periodic meetings already in place but not fully	ELGAP commits to conduct separate periodic meetings with the external auditor and	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Extract of Minutes of 10 February 2021 ELGAP

		implemented. Executive sessions with the external and internal auditors were held but not with Compliance and Risk Officers.	heads of the internal audit, compliance and risk functions by 4 th Quarter of the current fiscal year. ELGAP will update IC on the conduct of separate meetings.	Audit Committee of the Board Meeting <ul style="list-style-type: none"> • Extract of Minutes of 09 March 2021 ELGAP Audit Committee of the Board Meeting
Principle 6. Assessing Board Performance. 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				
1. The Board conducts an annual assessment of its performance as a whole.	NOT COMPLIANT	Policy to conduct annual assessment already in place but not fully implemented.	ELGAP commits to conduct required assessment by 4 th Quarter of the current fiscal year. The company will prepare a board, committee, and individual director assessment form. ELGAP will also coordinate with its parent company to align with its practices on director evaluations. ELGAP will update IC on the conduct of assessment.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5, Item 10)
2. The performance of the Chairman is assessed annually by the Board.	NOT COMPLIANT	Policy to conduct annual assessment already in place but not fully implemented.	ELGAP commits to conduct required assessment by 4 th Quarter of the current fiscal year. The company will prepare a board, committee, and individual director assessment form. ELGAP will also coordinate with its parent company to align with its practices on director	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5, Item 10)

			evaluations. ELGAP will update IC on the conduct of assessment.	
3. The performance of the individual member of the Board is assessed annually by the Board.	NOT COMPLIANT	Policy to conduct annual assessment already in place but not fully implemented.	ELGAP commits to conduct required assessment by 4 th Quarter of the current fiscal year. The company will prepare a board, committee, and individual director assessment form. ELGAP will also coordinate with its parent company to align with its practices on director evaluations. ELGAP will update IC on the conduct of assessment.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5, Item 10)
4. The performance of each committee is assessed annually by the Board.	NOT COMPLIANT	Policy to conduct annual assessment already in place but not fully implemented.	ELGAP commits to conduct required assessment by 4 th Quarter of the current fiscal year. The company will prepare a board, committee, and individual director assessment form. ELGAP will also coordinate with its parent company to align with its practices on director evaluations. ELGAP will update IC on the conduct of assessment.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5, Item 10)
5. Every three years, the assessments are supported by an external facilitator.	NOT COMPLIANT	Policy to conduct annual assessment already in place but not fully implemented.	ELGAP commits to use an external facilitator in 2023 after having two years'	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5, Item 10)

			experience with director evaluations.	
Recommendation 6.2				
1. 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.	COMPLIANT		Policy is expressly provided under Chapter 1, Part 5, Item 10 of the ELGAP Board Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5, Item 10)
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT		Policy is expressly provided under Chapter 3 of the ELGAP Board Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 3)
Principle 7. <u>Strengthening Board Ethics</u>. Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.				
Recommendation 7.1				
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,	COMPLIANT		Kindly refer to the ELGAP Code of Conduct and Ethics.	<ul style="list-style-type: none"> • ELGAP Code of Conduct and Ethics
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT		Kindly refer to the ELGAP Code of Conduct and Ethics.	<ul style="list-style-type: none"> • ELGAP Code of Conduct and Ethics • Certification of Compliance Officer • Extract of Minutes of 21 May 2020 ELGAP Board of Directors' Meeting • Extract of Minutes of 16 March 2021 ELGAP Board of Directors' Meeting • Extract of Minutes of 10 February 2021 ELGAP Audit Committee of the Board Meeting

				<ul style="list-style-type: none"> • Extract of Minutes of 09 March 2021 ELGAP Audit Committee of the Board Meeting
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT		Kindly refer to the Company Website.	<ul style="list-style-type: none"> • Company Website • ELGAP Code of Conduct and Ethics
Recommendation 7.2				
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT		Policy is expressly provided under Chapter 1, Part 3 of the ELGAP Board Charter.	<ul style="list-style-type: none"> • ELGAP Code of Conduct and Ethics • Certification of Compliance Officer • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 3)
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT		Policy is expressly provided under Chapter 1, Part 3 of the ELGAP Board Charter.	<ul style="list-style-type: none"> • ELGAP Code of Conduct and Ethics • Certification of Compliance Officer • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 3)
Disclosure and Transparency				
Principle 8. Enhancing Company Disclosure Policies and Procedures. The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.				
Recommendation 8.1				
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	COMPLIANT		Policy is expressly provided under Chapter 2 and 3 of the ELGAP Board Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 2 and Chapter 3)
Recommendation 8.3				
1. Board fully discloses all relevant and material information on individual	COMPLIANT		Policy is provided under the ELGAP Board Charter and	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance

board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.			Policy on Conflict of Interest. Disclosures were made in the Annual Declaration Forms of Directors.	<ul style="list-style-type: none"> • Group Policy on Conflict of Interest • Directors' Annual Declaration Forms
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT		Policy is provided under the ELGAP Board Charter and Policy on Conflict of Interest. Disclosures were made in the Annual Declaration Forms of Executives.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Group Policy on Conflict of Interest • Executives' Annual Declaration Forms
Recommendation 8.4				
1. Company provides a clear disclosure of its policies and procedure for setting Board 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.	COMPLIANT		Policy is provided under Chapter 1, Part 5, Item 9 of the ELGAP Board Charter, and Corporate Governance Committee Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5, Item 9) • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter)
2. 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.	COMPLIANT		Policy is provided under Chapter 1, Part 1 and 5 of the ELGAP Board Charter, and Corporate Governance Committee Charter.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 1 and Part 5) • Corporate Governance Committee Charter (formerly Nomination and Remuneration Committee Charter)
3. Company discloses the remuneration on an individual basis, including	NON-COMPLIANT	Individual remuneration of directors and executives are not fully disclosed. Total	ELGAP will consider the disclosure of the remuneration of directors	<ul style="list-style-type: none"> • 2020 General Information Sheet of ELGAP • 2021 General Information Sheet of ELGAP

termination and retirement provisions.		compensation and remuneration of members of Board of Directors is however disclosed in the General Information Sheet of the Company.	and executives on an individual basis, including termination and retirement provisions. This matter will be tabled in the upcoming 4 th Quarter ELGAP Board Meeting.	
Recommendation 8.5				
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions.	COMPLIANT		Kindly refer to the ELGAP Board Charter and RPT Committee Charter. As part of the Maybank Group, ELGAP is governed by the Group RPT Policy.	<ul style="list-style-type: none"> • Group RPT Policy • ELGAP Board Charter on Corporate Governance (Chapter 2, Part 4) • Related Party Transaction Committee Charter
2. Company discloses material or significant RPTs in its Annual Company Report or Annual Corporate Governance Report, reviewed and approved by the Board, and submitted for confirmation by majority vote of the stockholders in the annual stockholders' meeting during the year.	COMPLIANT		Kindly refer to the Report of Material RPTs submitted to the IC, as well as the 2020 Annual Financial Statements of ELGAP.	<ul style="list-style-type: none"> • 2020 Annual Financial Statements of ELGAP • Minutes of 21 May 2020 Annual Stockholders' Meeting • Minutes of 16 March 2021 Annual Stockholders' Meeting • Report of Material RPT's submitted to Insurance Commission
Recommendation 8.7				
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT		Kindly refer to the ELGAP Board Charter and Manual on Corporate Governance.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance • Manual on Corporate Governance
2. Company's MCG is posted on its company website.	COMPLIANT		Kindly refer to the Company website.	<ul style="list-style-type: none"> • Company Website • ELGAP Board Charter on Corporate Governance • Manual on Corporate Governance

Principle 9: Strengthening the External Auditor's Independence and Improving Audit Quality. The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

Recommendation 9.1

<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>COMPLIANT</p>		<p>Policy is provided under Chapter 1, Part 5 of the ELGAP Board Charter, as well as in the ACB Charter.</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Audit Committee of the Board (ACB) Charter
<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p>COMPLIANT</p>		<p>Kindly refer to the Minutes of the Annual Stockholders' Meeting. Policy is also provided under Chapter 1, Part 5 of the ELGAP Board Charter.</p>	<ul style="list-style-type: none"> • Minutes of 21 May 2020 Annual Stockholders' Meeting • Minutes of 16 March 2021 Annual Stockholders' Meeting • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Audit Committee of the Board (ACB) Charter
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	<p>COMPLIANT</p>		<p>Policy is provided under Chapter 1, Part 5 of the ELGAP Board Charter.</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Audit Committee of the Board (ACB) Charter

Recommendation 9.2

<p>1. Audit Committee's Charter includes the Audit Committee's responsibility on :</p> <ul style="list-style-type: none"> i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's 	<p>COMPLIANT</p>		<p>Policy is provided under the ACB Charter, as well as in Chapter 1, Part 5 of the ELGAP Board Charter.</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Audit Committee of the Board (ACB) Charter
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<p>iii. independence and objectivity; and exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>				
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	COMPLIANT		<p>Policy is provided under the ACB Charter, as well as in Chapter 1, Part 5 of the ELGAP Board Charter.</p>	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 1, Part 5) • Audit Committee of the Board (ACB) Charter
Recommendation 9.3				
<p>1. 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,</p>	COMPLIANT		<p>Kindly refer to the 2020 Annual Financial Statements of ELGAP and Policy on Conflict of Interest.</p>	<ul style="list-style-type: none"> • 2020 Annual Financial Statements of ELGAP • Group Policy on Conflict of Interest
<p>2. 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.</p>	COMPLIANT		<p>Kindly refer to the ACB Charter and Policy on Conflict of Interest.</p>	<ul style="list-style-type: none"> • Audit Committee of the Board (ACB) Charter • Group Policy on Conflict of Interest
Principle 10: Increasing Focus on Non-Financial and Sustainability Reporting. The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.				
Recommendation 10.1				
<p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the</p>	COMPLIANT		<p>As part of the Maybank Group, ELGAP is governed by</p>	<ul style="list-style-type: none"> • Group ESG Commitment and Policy

management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.			the Group ESG Commitment and Policy.	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	COMPLIANT		As part of the Maybank Group, ELGAP is governed by the Group ESG Commitment and Policy.	<ul style="list-style-type: none"> • Group ESG Commitment and Policy
Principle 11: Promoting a Comprehensive and Cost-Efficient Access to Relevant Information. 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				
1. The company should have a website to ensure a comprehensive, cost efficient, transparent, and timely manner of disseminating relevant information to the public.	COMPLIANT		Kindly refer to the Company Website.	<ul style="list-style-type: none"> • Company Website
Internal Control System and Risk Management Framework				
Principle 12: Strengthening the Internal Control System and Enterprise Risk Management Framework. To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.				
Recommendation 12.1				
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT		Kindly refer to the Internal Audit Charter, IAC Terms of Reference, ACB Charter, and ELGAP Board Charter.	<ul style="list-style-type: none"> • ELGAP Internal Audit Charter • ELGAP Internal Audit Committee (IAC) Terms of Reference • Audit Committee of the Board (ACB) Charter • ELGAP Board Charter on Corporate Governance
2. Company has an adequate and effective enterprise risk management	COMPLIANT		Kindly refer to Risk Management Policy of ELGAP.	<ul style="list-style-type: none"> • ELGAP Risk Management Framework • ELGAP Board Charter on Corporate Governance

framework in the conduct of its business.				
Recommendation 12.2				
1. 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.	COMPLIANT		Kindly refer to the Internal Audit Charter.	<ul style="list-style-type: none"> • ELGAP Internal Audit Charter • ELGAP Internal Audit Committee (IAC) Terms of Reference • Audit Committee of the Board (ACB) Charter • ELGAP Board Charter on Corporate Governance
Recommendation 12.3				
1. The company has a qualified Chief Audit Executive (CAE) appointed by the Board	COMPLIANT		Kindly refer to the Internal Audit Charter, and IAC Terms of Reference, ACB Charter, and ELGAP Board Charter.	<ul style="list-style-type: none"> • ELGAP Internal Audit Charter • ELGAP Internal Audit Committee (IAC) Terms of Reference • Audit Committee of the Board (ACB) Charter • ELGAP Board Charter on Corporate Governance
2. 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.	COMPLIANT		Kindly refer to the Internal Audit Charter, IAC Terms of Reference, ACB Charter, and ELGAP Board Charter	<ul style="list-style-type: none"> • ELGAP Internal Audit Charter • ELGAP Internal Audit Committee (IAC) Terms of Reference • Audit Committee of the Board (ACB) Charter • ELGAP Board Charter on Corporate Governance
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT		Kindly refer to the Internal Audit Charter, IAC Terms of Reference, ACB Charter, and ELGAP Board Charter	<ul style="list-style-type: none"> • ELGAP Internal Audit Charter • ELGAP Internal Audit Committee (IAC) Terms of Reference • Audit Committee of the Board (ACB) Charter • ELGAP Board Charter on Corporate Governance
Recommendation 12.4				

1. The company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT		Kindly refer to the Risk Management Framework of ELGAP and ELGAP Board Charter.	<ul style="list-style-type: none"> • ELGAP Risk Management Framework • ELGAP Board Charter on Corporate Governance
Recommendation 12.5				
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	COMPLIANT		Kindly refer to the Risk Management Framework of ELGAP and ELGAP Board Charter.	<ul style="list-style-type: none"> • ELGAP Risk Management Framework • ELGAP Board Charter on Corporate Governance
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	COMPLIANT		Kindly refer to the Risk Management Framework of ELGAP and ELGAP Board Charter.	<ul style="list-style-type: none"> • ELGAP Risk Management Framework • ELGAP Board Charter on Corporate Governance
Cultivating a Synergic Relationship with Shareholders				
Principle 13: Promoting Shareholder Rights. The company should treat all shareholders fairly and equitably, 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.	COMPLIANT		Shareholder Rights are disclosed in the Manual on Corporate Governance.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 3) • Manual on Corporate Governance
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT		Kindly refer to the Company Website and the Manual on Corporate Governance.	<ul style="list-style-type: none"> • Company Website • ELGAP Board Charter on Corporate Governance (Chapter 3) • Manual on Corporate Governance
Recommendation 13.2				
1. 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,	COMPLIANT		Kindly refer to the Notice of Annual Shareholders' Meeting.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 3) • Manual on Corporate Governance • Notice of 21 May 2020 Annual Shareholders'

				Meeting (originally set 17 March 2020) <ul style="list-style-type: none"> • Notice of 16 March 2021 Annual Shareholders' Meeting
Recommendation 13.3				
1. 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.	COMPLIANT		Kindly refer to the Minutes of Annual Shareholders' Meeting.	<ul style="list-style-type: none"> • Minutes of 21 May 2020 Annual Stockholders' Meeting • Minutes of 16 March 2021 Annual Stockholders' Meeting
2. Minutes of the Annual and Special Shareholders' Meetings are available on the company website within five business days from the end of the meeting.	NON-COMPLIANT	Minutes of the last Annual Shareholders' Meeting of ELGAP was uploaded and posted on the company website beyond the required five-day period	ELGAP will make sure that the Minutes of the next Annual Shareholders' Meeting in 2022 or any Special Annual Shareholders' Meeting in 2021 and onwards, (including excerpts of the same) will be posted on the company website within five business days from the end of the meeting.	<ul style="list-style-type: none"> • Company Website • Minutes of 21 May 2020 Annual Stockholders' Meeting • Minutes of 16 March 2021 Annual Stockholders' Meeting
Recommendation 13.4				
1. Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner	NON-COMPLIANT	Policy and mechanism not yet incorporated in the Company's Manual on Corporate Governance.	ELGAP commits to adopt an alternative dispute mechanism to resolve intra-corporate disputes by 4 th Quarter of the current fiscal year. ELGAP is currently coordinating with its parent company to align with its practices regarding the matter.	

			ELGAP will update IC on the adoption of this policy.	
2. The alternative mechanism is included in the company's Manual on Corporate Governance.	NON-COMPLIANT	Policy and mechanism not yet in incorporated in the Company's Manual on Corporate Governance.	ELGAP commits to adopt an alternative dispute mechanism to resolve intra-corporate disputes by 4 th Quarter of the current fiscal year. ELGAP is currently coordinating with its parent company to align with its practices regarding the matter. ELGAP will update IC on the adoption of this policy.	
Duties to Stakeholders				
Principle 14: Respecting Rights of Stakeholders and Effective Redress for Violation of Stakeholder's Rights. 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				
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT		Policy is provided under Chapter 3 of the ELGAP Board Charter, as well as in the Manual on Corporate Governance.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 3) • Manual on Corporate Governance
Recommendation 14.2				
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT		Policy is provided under Chapter 3 of the ELGAP Board Charter, as well as in the Manual on Corporate Governance.	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance (Chapter 3) • Manual on Corporate Governance
Recommendation 14.3				
1. Board adopts a transparent framework and process that allow	COMPLIANT		Policy is provided under Chapter 3 of the ELGAP	<ul style="list-style-type: none"> • ELGAP Board Charter on Corporate Governance

stakeholders to communicate with the company and to obtain redress for the violation of their rights.			Board Charter, as well as in the Manual on Corporate Governance.	(Chapter 3) <ul style="list-style-type: none"> • Manual on Corporate Governance
Principle 15: Encouraging Employees' Participation. A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.				
Recommendation 15.1				
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT		Kindly refer to the Employee Handbook and Career Development Program of ELGAP.	<ul style="list-style-type: none"> • Employee Handbook • New Employee Workplace Handbook • Career Development Program • ELGAP Board Charter on Corporate Governance
Recommendation 15.2				
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	COMPLIANT		Kindly refer to the Anti-Bribery and Corruption Policy and Procedures of ELGAP.	<ul style="list-style-type: none"> • ELGAP Anti-Bribery and Corruption (AB&C) Policy • ELGAP Anti-Bribery and Corruption (AB&C) Procedures • Group AB&C Policy • Group AB&C Procedures • Certification of Compliance Officer
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT		Kindly refer to the Certification of Compliance Officer and the Anti-Bribery and Corruption Policy and Procedures of ELGAP.	<ul style="list-style-type: none"> • ELGAP Anti-Bribery and Corruption (AB&C) Policy • ELGAP Anti-Bribery and Corruption (AB&C) Procedures • Group AB&C Policy • Group AB&C Procedures • Certification of Compliance Officer
Recommendation 15.3				
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about	COMPLIANT		Kindly refer to the Certification of Compliance Officer and the Whistleblowing Policy and Procedures of ELGAP.	<ul style="list-style-type: none"> • ELGAP Whistleblowing Policy • ELGAP Whistleblowing Procedures • Group Whistleblowing Policy

illegal or unethical practices, without fear of retaliation.				<ul style="list-style-type: none"> • Group Whistleblowing Procedures • Certification of Compliance Officer
2. 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.	COMPLIANT		Kindly refer to the Certification of Compliance Officer and the Whistleblowing Policy and Procedures of ELGAP.	<ul style="list-style-type: none"> • ELGAP Whistleblowing Policy • ELGAP Whistleblowing Procedures • Group Whistleblowing Policy • Group Whistleblowing Procedures • Certification of Compliance Officer
3. Board supervises and ensures the enforcement of the whistleblowing framework	COMPLIANT		Kindly refer to the Certification of Compliance Officer and the Whistleblowing Policy and Procedures of ELGAP.	<ul style="list-style-type: none"> • ELGAP Whistleblowing Policy • ELGAP Whistleblowing Procedures • Group Whistleblowing Policy • Group Whistleblowing Procedures • Certification of Compliance Officer
Principle 16: Encouraging Sustainability and Social Responsibility. 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				
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.	COMPLIANT		Kindly refer to the CSR Initiatives of ELGAP. As part of the Maybank Group, ELGAP is governed by the Group ESG Commitment and Policy.	<ul style="list-style-type: none"> • Group ESG Commitment and Policy • ELGAP Corporate Social Responsibility (CSR): Free Pneumonia Insurance Initiative • ELGAP Corporate Social Responsibility (CSR): Free PPEs for Medical Frontliners Initiative • ELGAP Corporate Social Responsibility (CSR): Taal Volcano Eruption Relief Distribution Initiative • Wellness Bulletins

CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based on authentic records.

Signed in the City of Makati on the 30th day of July 2021.

(see Corporate Secretary Certification)

Kamaludin Bin Ahmad
Chairman of the Board

Atty. Raul M. Hebron
Corporate Secretary

Ricardo Nicanor N. Jacinto
Independent Director

Rico T. Bautista
President / Chief Executive Officer

Atty. Roselle P. Perez-Bariuan
Compliance Officer

Ma. Victoria C. Viñas
Independent Director

SUBSCRIBED AND SWORN to before me this 30 day of July 2021, by the following who are all personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me their respective identification document as follows:

NAME	ID No.	DATE/PLACE ISSUED
1. Rico T. Bautista	PH Passport No. P3324517B	24 September 2019 DFA NCR Northeast
2. Atty. Raul M. Hebron	PH Passport No. P0404681A	28 September 2016 DFA Angeles City
3. Atty. Roselle P. Perez-Bariuan	Driver's License No. N02-16-032698	01 December 2016 LTO-NCR
4. Ricardo Nicanor N. Jacinto	PH Passport No. P6245151B	09 February 2021 DFA NCR South
5. Ma. Victoria C. Viñas	PH Passport No. P0361955B	23 January 2019 DFA NCR East

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ATTY. JOSHUA P. LAPUZ
Notary Public Makati City
Until Dec. 31, 2021
Appointment No. M-66-(2020-2021)
PTR No. 8531022 Jan. 4, 2021 / Makati
IRP Lifetime No. 04697 Roll No. 45790
MCLF Compliance No. VI-0016505
G. F. Fermin Bldg., 199 Salcedo St.
Legaspi Village, Makati City

CERTIFICATION

This is to certify and attest that Encik Kamaludin Bin Ahmad, Chairman of the Board of Etiqa Life and General Assurance Philippines, Inc., is a permanent resident and citizen of Malaysia.

This Certification is issued for the purpose of availing the exemption under Insurance Commission Circular Letter No. 2021-47, amending the provisions of Insurance Commission Circular Letter No. 2020-72.

Signed in the City of Makati on the ^{JUL 30 2021} ___th day of July 2021.




Atty. Raul M. Hebron
Corporate Secretary

SUBSCRIBED AND SWORN to before me this ^{JUL 30 2021} ___th day of July 2021, by the affiant who is personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me his Philippine Passport with No. P0404681A, issued on 28 September 2016 at DFA Angeles City.

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IBP Lifetime No. 04897 Roll No. 45790
MCLE Compliance No. VI-0010505
G. F. Feriman Bldg., 199 Salcedo St.
Legaspi Village, Makati City