

Country Philippines
Name Philam Equitable Life Assurance Company, Inc.
StockCode
Sector Insurance
Year 2012
Date of Financial Year End

		Source Document/ Location of Information	Yes / No	Point	REMARKS
A Rights of Shareholders					
A.1 Basic Shareholder Rights					
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by annual general meeting (AGM) for final dividends?	By-Laws, Article VIII, Section 2 (p. 16)/Website	Y	1	Article VIII, Section 2 of the By-laws provides the policy on payment of dividends
A.2 Right to participate in decisions concerning fundamental corporate changes.					
Do shareholders have the right to participate in:					
A.2.1	Amendments to the company's constitution?	Articles of Incorporation & By-laws (Website)	Y	1	As prescribed by the Corporation Code of the Philippines, the shareholders are given the right to participate in decisions concerning amendment of the Company's Articles of Incorporation, the authorization of additional shares, and the transfer of all or substantially all assets, if any.
A.2.2	The authorisation of additional shares?		Y	1	- do -
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?		Y	1	- do -
A.3 Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.					
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners?	Agenda of the Stockholders' meeting; Minutes of the Stockholders' meeting	Y	1	Every annual stockholders' meeting of the Company, the stockholders approve the directors' fees, and any increase thereof, of the non-executive and independent directors.
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?	By-Laws, Article III, Section 6 (p. 2)/Website	Y	1	As prescribed by the Company By-Laws, all shareholders, whether controlling or minority), are given the right to nominate candidates for the Board.

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A	Rights of Shareholders					
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?	<ul style="list-style-type: none"> Minutes of Stockholders meeting By-Laws, Article III, Section 6 (p. 2) 	Y	1	As prescribed by the Company By-Laws, in case of election of the Board of Directors, each stockholder is entitled to cumulate his vote in the manner provided by law.	
A.3.4	Does the company disclose the voting and vote tabulation procedures used , declaring both before the meeting proceeds?	<ul style="list-style-type: none"> Minutes of Stockholders meeting By-Laws, Article III, Section 6 (p. 2) 	Y	1	Before the election process, the shareholders are informed of the voting method and vote counting system.	
A.3.5	Do the minutes of the most recent AGM record that there was an opportunity allowing for shareholders to ask questions or raise issues?	Stockholders' minutes	Y	1	The minutes of the Stockholders' meetings of the Company have always amply provide questions and issues raised by the directors and shareholders.	
A.3.6	Do the minutes of the most recent AGM record questions and answers?		N			
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?		Y	1	The minutes of the Stockholders' meetings of the Company have resolutions approved, passed and adopted by the shareholders.	
A.3.8	Does the company disclose the voting results including approving, dissenting, and abstaining votes for each agenda item for the most recent AGM?		Y		The minutes of the Stockholders' meetings of the Company have voting results, including approving, dissenting, and abstaining votes for each proposed resolution.	
A.3.9	Does the company disclose the list of board members who attended the most recent AGM?		Y	1	The minutes of the Stockholders' meetings of the Company have the name of the members of the Board present in the meeting	
A.3.10	Did the chairman of the board of directors/commissioners attend the most recent AGM?		N	0		
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?		Y	1	Mr. Jose Roel V. Teves, President & CEO attended the 2012 Annual Stockholders' Meeting of the Company.	
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		Y	1	Mr. Ernesto R. Lagdameo, Jr., Chairman of the Audit Committee attended the most recent Annual Stockholders' Meeting of the Company.	
A.3.13	Did the company organise their most recent AGM in an easy to reach location?		Notice of Stockholders' meeting	Y	1	The 2012 Annual Stockholders Meeting was held at the 15/F, Ayala-FGU Center, 6811 Ayala Avenue, Makati City
A.3.14	Does the company allow for voting in absentia?		<ul style="list-style-type: none"> Minutes of Stockholders meeting By-Laws, Article III, Section 7 (p. 2) 	Y	1	Per Article III, Section 7 of the Company By-Laws, each stockholder entitled to vote at a meeting of stockholders my vote by proxy, provided the proxy has been appointed in writing by the stockholder himself or by his duly authorized signatory.

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A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	<ul style="list-style-type: none"> Minutes of Stockholders meeting By-Laws, Article III, Section 6 (p. 2) 	Y	1	Per Article III, Section 6 of the Company By Laws, stockholders with voting privileges are entitled to one vote for each share of stock standing in his name on the books of the Company. Thus, all resolutions approved, passed and adopted by the shareholders are voted by poll (one vote for each share of stock held).
A.3.16	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?		N/A	0	For private corporations, there is no legal requirement to appoint such independent party.
A.3.17	Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM for all resolutions?	<ul style="list-style-type: none"> Minutes of Stockholders meeting General Information Sheet 	Y	1	For private corporations, there is no legal and regulatory requirement to disclose by the next working day result of the votes taken during the most recent annual stockholders' meeting for all resolutions. The Company however ensures that the minutes of the stockholders' meeting and the General Information Sheet are submitted to the IC and the SEC, within 30 days from the date of meeting.
A.3.18	Do companies provide at least 21 days notice for all resolutions?	Notice of Stockholders' meeting	Y	1	The Company provided the Notice of Meeting with Agenda Items for Resolution at least 21 days prior to the actual meeting. For the 04 April 2012 Annual Stockholders' Meeting, the notice was sent on 15 February 2012.
A.3.19	Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?	Notice of Stockholders' meeting	N/A	0	The company provides the agenda which requires shareholders' approval in the Notice of the Annual Stockholders' meeting.
A.4 Markets for corporate control should be allowed to function in an efficient and transparent manner.					
A.4.1	In cases of mergers, acquisitions and/or takeovers, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?		N/A	0	
A.5 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.					
A.5.1	Does the company publicly disclose policies to encourage shareholders including institutional shareholders to attend the AGM?		N/A	0	

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A Rights of Shareholders					
A.5.2	Is the share ownership by institutional investors, other than controlling shareholders, greater than 5%?	General Information Sheet (p. 2, 5 & 6)	N	0	PELAC has no institutional investors other than its own controlling shareholder

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