

**Company:** Philam Equitable Life Assurance Company, Inc.

**Sector:** Insurance

**Financial Year End:** 31 December 2014

**Company Structure:** Class 1

B	Equitable Treatment of Shareholders		
B.1	Shares and voting rights		
B.1.1	Do the company's ordinary or common shares have one vote for one share?	Y	Default Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13). Per Article III, Section 6 of the Company By-Laws, stockholders with voting privilege shall be entitled to one (1) vote for each share of stock standing in his name on the books of the Company  Source: By-Laws, Article III, Section 6 (p. 2)/Company Website
B.1.2	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?	Y	Default Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13).
B.2	Notice of AGM		
B.2.1	Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?	Y	As shown in the Notice and Minutes of Annual Stockholders' Meeting, each item for approval of the shareholders is scheduled separately. There is no bundling of several items into the same resolution.  Sources Notice Agenda of Annual Stockholders' Meeting dated 07 March 2014

B.2.2	Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?	Y	The Notice of the Annual Stockholders' Meeting dated 07 March 2014 is written in the English language.  Source: Notice Agenda of Annual Stockholders' Meeting dated 07 March 2014
Does the notice of AGM/circulars have the following details:			
B.2.3	Are the profiles of directors/commissioners (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	Y	The Notice and the Shareholders Package Materials, which include among others the Annual Performance Report, contain the profiles of the director seeking for re-election.  Source: Annual Report , pages 7-11 - Board of Directors Profile
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	Y	The auditors seeking appointment/re-appointment for the year are clearly identified in the Notice of Annual Stockholders' Meeting.  Source: Notice Agenda of the Annual Stockholders' Meeting dated 07 March 2014
B.2.5	Has an explanation of the dividend policy been provided?	N/A	Not Applicable Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13).
B.2.6	Is the amount payable for final dividends disclosed?	N/A	Not Applicable Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13).
B.2.7	Documents required to be proxy/ Were the proxy documents made easily available?	N/A	Not Applicable Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13). Proxy Forms are attached and included to the Notice of Annual Meeting given in advance to the shareholders.
B.3	Insider trading and abusive self-dealing should be prohibited.		
B.3.1	Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?	Y	Default Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13). The Company Code of Conduct and Insider Trading Policies materially contains the policies and reporting requirement of the Company with respect to insider trading and self dealing activities.  Sources: Annual Report, pages 13-14, Operating Philosophy

B.3.2	Are the directors and commissioners required to report their dealings in company shares within <b>3 business days?</b>	N/A	Not Applicable Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13). The Company Code of Conduct and Insider Trading Policies materially contains the policies and reporting requirement of the Company with respect to insider trading and self dealing activities.  Source: Annual Report, pages 13-14, Operating Philosophy
B.4	Related party transactions by directors and key executives.		
B.4.1	Are directors and commissioners required to disclose their interest in transactions and any other conflicts of interest?	Y	Default Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13). Policies are in place and this is being observed by the Company.  Source: Manual of Corporate Governance, p. 13
B.4.2	Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company?	Y	Under the Manual of Corporate Governance of the Company, overlapping interest including any material transaction appertaining thereto shall be disclosed to the Board. Related party transactions shall be disclosed fully to the Board, and prior Board approval must be obtained for RPTs that are material in nature.  Source: Manual of Corporate Governance, p. 13
B.4.3	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?	Y	Default Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13).

B.4.4	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates.	Y	Default Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13).
B.5	Protecting minority shareholders from abusive actions		
B.5.1	Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?	N	The Company has no RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies.  Source: Annual Report Page 13, Related Party Transaction
B.5.2	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	Y	The Company ensures that RPTs are conducted in such a way to ensure that they are fair and at arms' length, and disclose such facts in its Annual Performance Report and the Audited Financial Statements.  Source: Annual Report Page 13, Related Party Transaction