

**COMPANY NAME** : PHILAM EQUITABLE LIFE ASSURANCE COMPANY, INC.  
**COMPANY STRUCTURE** : CLASS 1  
**FINANCIAL YEAR END** : 2016  
**SECTOR** : INSURANCE

**A. Rights of Shareholders**

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<b>A.1</b>	<b>Basic Shareholder Rights</b>	<b>Y/ N</b>	<b>Reference/Source document</b>
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 shareholders at general meetings for final dividends?	N	<p>Not Applicable Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13). Article VIII, Section 2 of the Company By-Laws provides the policy on the payment of dividends.</p> <p><b>Source Document:</b>  <a href="#">Article VIII, Section 2, page 18 of the By-Laws</a></p>
<b>A.2</b>	<b>Right to participate in decisions concerning fundamental corporate changes.</b>		
	<b><i>Do shareholders have the right to participate in:</i></b>		
A.2.1	Amendments to the company's constitution?	Y	<p>Default Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13).</p> <p>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.</p> <p>Under Section 36 of the Corporation Code, the Company has the power and capacity to amend its articles of incorporation in accordance with the provisions of the Code, and adopt by-laws, not contrary to law, morals, or public policy, and to amend or repeal the same in accordance with the Code. Said provision of the law is deemed incorporated into the Charter and By-Laws of the Company.</p> <p><b>Source Documents:</b></p> <ul style="list-style-type: none"> <li>▪ <a href="#">Articles of Incorporation (AOI)</a></li> <li>▪ <a href="#">By-Laws</a></li> </ul>

A.2.2	The authorisation of additional shares?	Y	<p>Default Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13).</p> <p>Under Section 38 of the Corporation Code, no corporation shall increase or decrease its capital stock unless approved by a majority vote of the board of directors and, at a stockholder's meeting duly called for the purpose, two-thirds (2/3) of the outstanding capital stock shall favour the increase or diminution of the capital stock. Said provision of the law is deemed incorporated into the Charter and By-Laws of the Company.</p> <p><b>Source Document:</b>  <a href="#">Corporation Code of the Philippines</a></p>
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	Y	<p>Default Item as per Insurance Commission Guidelines in Compliance with ACGS (Circular Letter No. 2015-13).</p> <p>Under Section 40 of the Corporation Code, subject to the provisions of existing laws on illegal combinations and monopolies, a corporation may, by a majority vote of its board of directors or trustees, sell, lease, exchange, mortgage, pledge or otherwise dispose of all or substantially all of its property and assets, including its goodwill, upon such terms and conditions and for such consideration, which may be money, stocks, bonds or other instruments for the payment of money or other property or consideration, as its board of directors or trustees may deem expedient, when authorized by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock, in a stockholder's or member's meeting duly called for the purpose.</p> <p><b>Source Document:</b>  <a href="#">Corporation Code of the Philippines</a></p>
A.3	<b>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.</b>		

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?	Y	<p>Default Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13).</p> <p>Under the Company's Manual of Corporate Governance, the Compensation/Remuneration Committee has been tasked to assist the Board of Directors to carry out its responsibilities relating to executives' and directors' compensation/remuneration. Every annual stockholders' meeting of the Company, the stockholders approve the directors' fees, and any increase thereof, of the non-executive and independent directors.</p> <p><b>Source Documents:</b></p> <ul style="list-style-type: none"> <li>▪ <a href="#">Notice Agenda of the Stockholders' Meeting</a></li> <li>▪ <a href="#">Minutes of the Stockholders' Meeting</a></li> </ul>
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?	Y	<p>Not Applicable Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13).</p> <p>As prescribed by the Company By-Laws, all shareholders, whether controlling or minority), are given the right to nominate candidates for the Board. In the last annual stockholders' meetings for the year 2016 &amp; 2017, although the minority stockholder was not present, the Corporate Secretary still informed the stockholders that the minority stockholder has the right to nominate member/s of the Board, in accordance with the Company's Articles of Incorporation &amp; By-Laws.</p> <p><b>Source Documents:</b></p> <ul style="list-style-type: none"> <li>▪ <a href="#">By-Laws, Article III, Section 6, page 2</a></li> <li>▪ <a href="#">Minutes of the Annual Stockholders Meeting dated 25 April 2017</a></li> <li>▪ <a href="#">Minutes of the Annual Stockholders Meeting dated 06 April 2017</a></li> </ul>

A.3.3	Does the company allow shareholders to elect directors/commissioners individually?	Y	<p>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.</p> <p><b>Source Documents:</b></p> <ul style="list-style-type: none"> <li>▪ <a href="#">By-Laws, Article III, Section 6 (p. 2)</a></li> <li>▪ <a href="#">Minutes of the Annual Stockholders' Meeting held on 25 April 2016</a></li> <li>▪ <a href="#">Minutes of the Annual stockholders' Meeting held on 06 April 2017</a></li> </ul>
A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?	Y	<p>Not Applicable Item as per Insurance Commission Guidelines in Compliance with ACGS (Circular Letter No. 2015-13).</p> <p>Before the start of the election of the members of the Board of Directors, the Corporate Secretary, in behalf of the Board, informed the stockholders of the voting method and vote counting system, wherein each share of stock entitles the person in whose name it is registered in the books of the Corporation to one vote; voting may be done in person or by proxy. The election of the directors shall be by ballot and each stockholder entitled to vote may cast the votes to which the number of shares he owns entitles him, for as many persons as are to be elected as directors, or he may give to one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of directors to be elected.</p> <p><b>Source Documents:</b></p> <ul style="list-style-type: none"> <li>▪ <a href="#">By-Laws, Article III, Section 6 (p. 2)</a></li> <li>▪ <a href="#">Minutes of the Annual Stockholders' Meeting held on 25 April 2016</a></li> <li>▪ <a href="#">Minutes of the Annual stockholders' Meeting held on 06 April 2017</a></li> </ul>

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?	Y	<p>Not Applicable Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13). The Minutes of the Stockholders' Meetings of the Company have always amply provided the questions and issues raised by the directors and shareholders.</p> <p><b>Source Document:</b>  <a href="#">Minutes of the Annual Stockholders' Meeting held on 06 April 2017</a></p>
A.3.6	Do the minutes of the most recent AGM record questions and answers?	Y	<p>Not Applicable Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13).</p> <p>As stated in the Minutes of the Stockholders' Meeting of the Company, the Chairman encouraged the stockholders present to ask questions and raise issues, if any. Before ending the meeting, the Chairman again asked the stockholders if there were any questions or issues they would like to raise to Management and to the Board, to which the stockholders replied in the negative.</p> <p><b>Source Document:</b>  <a href="#">Minutes of the Annual Stockholders' Meeting held on 06 April 2017</a></p>
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?	Y	<p>As stated in the Minutes of the Stockholders' Meeting of the Company held on 06 April 2017, the stockholders passed and adopted resolutions on the approval of all the acts of Management, the Board of Directors, its standing committees, and the Executive Officers of the Company; the President's Annual Report and the 2016 Audited Financial Statements; and the appointment of the independent auditors.</p> <p>All resolutions adopted during the meeting were approved by the stockholders present.</p> <p><b>Source Document:</b>  <a href="#">Minutes of the Annual Stockholders' Meeting held on 06 April 2017</a></p>

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	<p>As stated in the Minutes of the Stockholders' Meeting of the Company held on 06 April 2017, the stockholders passed and adopted resolutions on the approval of the previous stockholders' meeting minutes; the acts of Management, the Board of Directors, its standing committees, and the Executive Officers of the Company; the President's Annual Report and the 2015 Audited Financial Statements; the appointment of the independent auditors; and the approval of the annual bonus of the independent directors. The minutes contain the voting results, wherein all action items and resolutions, were unanimously approved by the stockholders present.</p> <p><b>Source Document:</b>  <a href="#">Minutes of the Annual Stockholders' Meeting held on 06 April 2017</a></p>
A.3.9	Does the company disclose the list of board members who attended the most recent AGM?	Y	<p>As stated in the Minutes of the Stockholders' Meetings of the Company held on 06 April 2017, all members of the Board were present during the meeting: Mr. Ariel G. Cantos, Mr. Andreas Rosenthal, Mr. Ernesto R. Lagdameo, Jr, Mr. Eric S. Lustre, Mr. Richard Sumner, Ms. Victoria S. Licuanan and Ms. Denise Ann R. Saclag</p> <p><b>Source Document:</b>  <a href="#">Minutes of the Annual Stockholders' Meeting held on 06 April 2017</a></p>
A.3.10	Did the chairman of the board of directors/commissioners attend the most recent AGM?	Y	<p>Mr. A. G. Cantos, Chairman of the Board attended the most recent Annual Stockholders' Meeting of the Company held on 06 April 2017.</p> <p><b>Source Document:</b>  <a href="#">Minutes of the Annual Stockholders' Meeting held on 06 April 2017</a></p>

A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?	Y	<p>Mr. Andreas Rosenthal, Chief Executive Officer of the Company attended the most recent Annual Stockholders' Meeting of the Company held on 06 April 2017.</p> <p><b>Source Document:</b>  <a href="#">Minutes of the Annual Stockholders' Meeting held on 06 April 2017</a></p>
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?	Y	<p>Mr. Ernesto R. Lagdameo, Jr., Audit Committee Chairman, attended the most recent Annual Stockholders' Meeting of the Company.</p> <p><b>Source Document:</b>  <a href="#">Minutes of the Annual Stockholders' Meeting held on 06 April 2017</a></p>
A.3.13	Did the company organise their most recent AGM in an easy to reach location?	Y	<p>The 2017 Annual Stockholders Meeting was held at Philam Life Board Room, 18/F, Philam Life Head Office, Net Lima Building, 5th Avenue corner 26th St., Bonifacio Global City, Taguig 1634</p> <p><b>Source Documents:</b></p> <ul style="list-style-type: none"> <li>▪ <a href="#">Minutes of the Annual Stockholders Meeting held on 06 April 2017</a></li> </ul>
A.3.14	Does the company allow for voting in absentia?	Y	<p>Default Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13). 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.</p> <p><b>Source Documents:</b></p> <ul style="list-style-type: none"> <li>▪ <a href="#">By-Laws, Article III, Section 7, p. 2</a></li> <li>▪ <a href="#">Stockholders' Meeting Minutes by proxy dated 06 April 2017</a></li> </ul>

A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	Y	<p>Not Applicable 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 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).</p> <p><b>Source Documents:</b></p> <ul style="list-style-type: none"> <li>▪ <a href="#">By-Laws, Article III, Section 6, p. 2</a></li> </ul>
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	<p>Not Applicable Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13).</p> <p>PELAC does not require the appointment of an independent party to count or validate the votes at the stockholders' meeting since the Company is 99.99% owned by one shareholder (AIA). It is the Corporate Secretary who performs such function and records all votes and resolutions passed.</p>
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?	N/A	<p>Not Applicable Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13).</p> <p>Philam Life does not disclose by the next working day result of the votes taken during the most recent annual stockholders' meeting for all resolutions. Philam Life 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.</p> <p><b>Source Documents:</b></p> <ul style="list-style-type: none"> <li>▪ <a href="#">Minutes of the Stockholders Meeting submitted to regulator</a></li> <li>▪ <a href="#">General Information Sheet submitted to regulator</a></li> </ul>
A.3.18	Do companies provide at least 21 days notice for all resolutions?	Y	<p>PELAC provided the Notice of Meeting with Agenda Items for Resolution at least 21 days prior to the actual meeting. For the 25 April 2016 Annual Stockholders' Meeting, the notice was sent on 31 March 2016, and for the 06 April 2017 Annual Stockholders' Meeting, the notice was sent on 06 March 2017, or 28 days prior to the actual meeting.</p>



			<b>Source Documents:</b> <ul style="list-style-type: none"> <li>▪ <a href="#">Notice Agenda of Annual Stockholders' Meeting dated 31 March 2016</a></li> <li>▪ <a href="#">Notice Agenda of the Annual Stockholders' Meeting dated 06 March 2017</a></li> </ul>
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?	Y	<p>The Company provides the agenda items which requires shareholders' approval in the Notice of the Annual Stockholders' Meeting.</p> <p><b>Source Documents:</b></p> <ul style="list-style-type: none"> <li>▪ <a href="#">Notice Agenda of Annual Stockholders' Meeting dated 31 March 2016</a></li> <li>▪ <a href="#">Notice Agenda of the Annual Stockholders' Meeting dated 06 March 2017</a></li> </ul>
<b>A.4</b>	<b>Markets for corporate control should be allowed to function in an efficient and transparent manner.</b>		
A.4.1	In cases of mergers, acquisitions and/or takeovers requiring shareholders approval, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?	N/A	<p>Not Applicable Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13).</p> <p>Per PELAC's Manual of Corporate Governance, the Board has the duty to review and approve the strategic and business plans, including operating and capital plans, mergers, acquisitions and takeovers of the Company, and in the performance of such duty, to appoint independent party to evaluate the fairments of the transaction price. However in 2016, no such event transpired to warrant such action.</p>
<b>A.5</b>	<b>The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.</b>		
A.5.1	Does the Company publicly disclose policy/practice to encourage shareholders including institutional shareholders to attend the general meetings or engagement with the Company?	N/A	<p>Not Applicable Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13).</p> <p>PELAC, on a yearly basis, releases its Annual Performance Report which contains among others the financial performance and position, company structure, company activities, marketing efforts, corporate governance policies and all other relevant information necessary for the shareholders as well as other stakeholders.</p>

