Company Name: Philippine AXA Life Insurance Corporation Financial Yearend: 2014

empany Name: nancial Yearend: ctor:		Philippine AXA Life Insurance Corporation 2014 Insurance		Class 3	
1	Equitable Treatment of Shareholders Shares and voting rights	OECD Principle	Yes / No	Reference/Source Document	Links
1.1	Do the company's ordinary or common shares have one vote for one share?	OECD Principle III  (A) All shareholders of the same series of a class should be treated equally.  (1) Within any series of a class, all shares should carry the same rights. All investors should be able to obtain information about the rights attached to all series and		Default	
1.2		classes of shares before they purchase. Any changes in voting rights should be subject to approval by those classes of shares which are negatively affected.  ICGN 8.3.1 Unequal voting rights Companies ordinary or common shares should feature one vote for one share. Divergence from a 'one-share, one-vote' standard which gives certain shareholders power which is disproportionate to their equity ownership should be both disclosed and justified.	Y	Default	
2	Notice of AGM	OFFICE AND ADDRESS OF THE ADDRESS OF			
2.1		OECD Principle II (C) Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern shareholder meetings:  (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting.  (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.	Y	Notice of 2014 Annual Stockholders Meeting	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2F6f926115-b0c6-460e-8fb8-2246d422ee1a 9elsjeavaj.pdf
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	Notice of 2014 Annual Stockholders Meeting	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2F6f926115-b0c6-460e-8fb8-2246d422ee1a_9elsjeavaj.pdf
	Does the notice of AGM/circulars have the following details:				
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?	OECD Principle	N/A Yes / No	Reference/Source Document	Links
	Equitable Treatment of Shareholders				
2.4	Are the auditors seeking appointment/re-appointment clearly identified?	OECD Principle II  (A) All shareholders of the same series of a class should be treat equally.  (4) Impediments to cross border voting should be eliminated.	Y	Corporate Governance Manual (page 17, #4.3)	https://axa-com-ph.cdn.axa-contento-118412.eu/axa-com-ph%2Fe9aa3475-8999-4df2-91be-69a39093d72b 3.pdf
2.5		ICGN 8.3.2 Shareholder participation in governance Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors in an individual basis and also the right to appoint external auditor.	Y N/A	By-Laws (Article I, Section 9) • Corporate Governance Scorecard (Appendix 2)	https://axa-com-ph.cdn.axa-contento-118412.eu/axa-com-ph%2Fe9aa3475-8999-4df2-91be-69a39093d72b 3.pdf
2.7	Were the proxy documents made easily available?  Insider trading and abusive self-dealing should be prohibited.	ICGN 8.4.1 Shareholder ownership rights The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders	Y	Notice of 2014 Annual Stockholders Meeting	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2F6f926115-b0c6-460e-8fb8-2246d422ee1a_9elsjeavaj.pdf
3.1	benefit from knowledge which is not generally available to the market?	OECD Principle III (B) Insider trading and abusive dealing should be prohibited  ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's	Y N/A	Default	
3.2	Are the directors and commissioners required to report their dealings in company shares within <b>3 business</b> days?	own securities. Among other issues, these must seek to ensure individuals do not benefit from knowledge which is not generally available to the market.  ICGN 8.5 Shareholder rights of action Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.	.,		
1	Related party transactions by directors and key executives.				
Equitable Tre	atment of Shareholders  Does the company have a policy requiring	OECD Principle  OECD Principle III	Yes / No	Reference/Source Document  Default	Links
.1	directors/commissioners to disclose their interest in transactions and any other conflicts of interest?	OELD Principle III  (C) Members of the board and key executives should be required to disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the corporation.  ICGN 2.11.1 Related party transactions	Y	Default	
1.2	Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are	Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company		Corporate Governance Manual (Appendix I, page 5)  By-Laws (Article III, Section 8)	https://axa-com-ph.cdn.axa-contento-118412.eu/axa-com-ph%2Fe9aa3475-8999-4df2-91be-69a39093d72b 3.pdf
1.4	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board directors on a particular spands whom they are conflicted?  Does the company have policies on loans to directors	and if so to determine what terms are fair.  ICGN 2.11.2 Director conflicts of interest Companies should have a process for identifying and		Default Default	https://axa-com-ph.cdn.axa-contento-118412.eu/axa-com-ph%2Fe9aa3475-8999-4df2-91be-69a39093d72b_3.pdf
		managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.			
5.1	Protecting minority shareholders from abusive actions  Were there any RPTs that can be classified as financial assistance to entitles other than wholly-owned subsidiary companies?	OECD Principle III  (A) All shareholders of the same series of a class should be treated equally.  (2) Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redness	N		
	Equitable Treatment of Shareholders	OECD Principle	Yes / No	Reference/Source Document	Links

	OECD Principle	Yes / No	Reference/Source Document	Links
Equitable Treatment of Shareholders				
Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	ICGN 2.11.1 Related party transactions Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.  ICGN 2.11.2 Director conflicts of interest Companies should have a process for identifying and managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.  ICGN 8.5 Shareholder rights of action Shareholders should be afforded rights of action and remedies which are readily accessible in order to redress conduct of company which treats them inequitably. Minority shareholders should be afforded pricetoin and remedies against abusive or oppressive conduct.	Y	Corporate Governance Manual (Appendix 2)	https://axa-com-ph.cdn.axa-contento-118412.eu/axa-com-ph%2Fe9aa3475-8999-4df2-91be-69a39093d72b_3.pdf