



CORPORATE PROFILE

WHO WE ARE

AXA is a global leader in financial protection engaged in three main lines of business:







AXA AS GLOBAL BRAND











We now have **171,000** employees worldwide serving **105** million customers in **61** countries.

OUR PHILOSOPHY



EMPOWER PEOPLE TO LIVE A BETTER LIFE



FROM PAYER TO



CUSTOMER FIRST **COURAGE** OUR VALUES ONE AXA

AXA PHILIPPINES

- Established in 1999
- A **joint venture** between AXA (45%) and the Metrobank Group (55%)
- Present in the life insurance general insurance business
- Top 3 player in the Philippine life insurance industry according to the Insurance Commission on a consolidated channels basis.
- One of the first in bancassurance operations in the country
- One of the pioneers and leaders to introduce investment-linked insurance

FINANCIAL HIGHLIGHTS

11.1%*

3.4 B

MARKET SHARE *as of O3 2019 **NET INCOME**

6.8 B

26.5 B

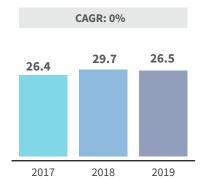
ANNUALIZED PREMIUM EQUIVALENT

GROSS WRITTEN PREMIUMS 790
NO. OF COMPANIES OR ORGANIZATIONS INSURED

1,268,311
NO. OF INVIDUAL CUSTOMERS

GROSS WRITTEN PREMIUMS

IN PHP BILLION



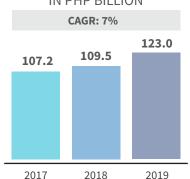
ANNUALIZED PREMIUM EQUIVALENT

IN PHP BILLION



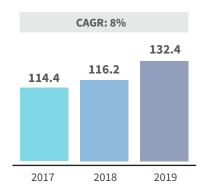
ASSETS UNDER MANAGEMENT

IN PHP BILLION



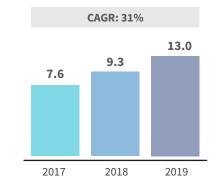
TOTAL ASSETS

IN PHP BILLION



TOTAL EQUITY

IN PHP BILLION

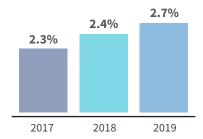


NET INCOME

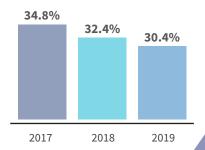
IN PHP BILLION



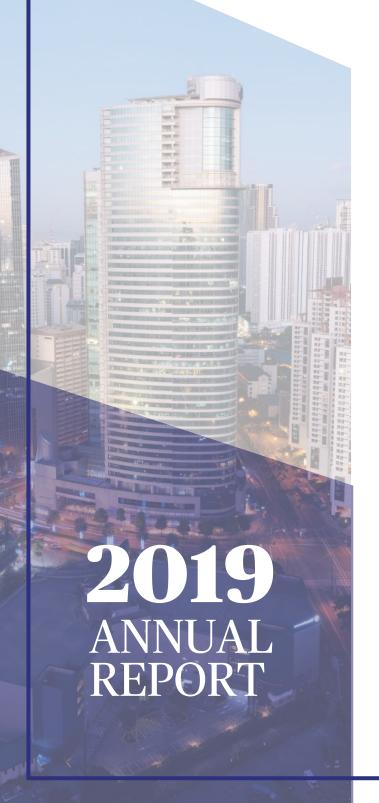
RETURN ON ASSETS



RETURN ON EQUITY









SOLOMON S. CUA CHAIRMAN

Age: 64 years old

Date of first appiontment: 2010 **Length of Service:** 9 years

Directorship in other companies: Charter Ping An Insurance Corporation, Philippine Racing Club, Inc. Grand Titan Holdings, Inc., Philippine Newton Global Solutions, Palm Integrated Commodities, Inc., SC & SSC Holdings, Inc., and Profriends Developer, Inc., Metropolitan Bank and Trust Co.

Relevant experience: Mr. Cua was Vice Chairman of First Metro Investment Corporation from 2005 to 2016, Director of First Metro Investment Corporation from 2001 to 2016, and Director of Metropolitan Bank, China from 2014 to 2016.

Qualifications: Chairman Cua completed his Bachelor of Arts in Economics & Mathematical Science from the University of Melbourne, Bachelor of Law from University of Queensland, and Masters in Law from London School of Economics & Political Science. He was Undersecretary of Department of Finance from 1998 to 2000

Trainings Attended in 2019: Corporate Governance Seminar



ARTHUR V. TYVICE CHAIRMAN / NON-EXECUTIVE DIRECTOR

Age: 53 years old

Date of first appiontment: 2016 **Length of Service:** 3 years

Directorship in other companies: Metropolitan Bank & Trust Company, Metropolitan Bank (China) Ltd., GT Capital Holdings, Inc., First Metro Investment Corporation, Philippine Savings Bank, Charter Ping An Insurance Corporation (2018).

Relevant experience: Mr. Ty is currently the Chairman of Metropolitan Bank & Trust Company, Metropolitan Bank (China) Ltd., and GT Capital Holdings. He is currently the Vice Chairman of First Metro Investment Corporation, and Philippine Savings Bank.

Qualifications: Mr. Ty completed his Bachelor of Science in Economics from University of California, Los Angeles, and Masters in Business Administration from Columbia University, New York.

Trainings Attended in 2019: Advanced Corporate Governance Training Program, Institute of Corporate Directors



FERNAND ANTONIO A. TANSINGCO

VICE CHAIRMAN / NON-EXECUTIVE DIRECTOR

Age: 53 years old

Date of first appiontment: 2010

Length of Service: 9 years

Directorship in other companies: Metrobank (Bahamas) Limited, Charter Ping An Insurance Corporation (2018)

Relevant experience: Mr. Tansingco is currently the Head of the Financial Markets Sector, Senior Executive Vice President and Treasurer, of Metropolitan Bank and Trust Company. Director of Metrobank (China) limited from 2012 to 2016.

Adviser of Metrobank (China) Limited since 2016.

Qualifications: Mr. Tansingco completed his Bachelor of Science in Electrical Engineering from the University of the Philippines. He is a Chart ered Financial Analyst (CFA).

Trainings Attended in 2019: Corporate Governance Seminar



RAHUL HORA MEMBER, PRE SIDENT & CEO

Age: 46 years old

Date of first appiontment: 2016

Length of Service: 3 years

Directorship in other companies: Charter Ping An Insurance Corporation.

Relevant experience: Mr. Hora was the Chief Operating Officer of AXA Philippines from 2015 to 2016, Chief Agency officer from 2009 to 2016, Board member from 2012 to 2014, and Regional Distribution Head of AXA ASIA from 2007 to 2009. He also held different positions in other life insurance companies from 1996 to 2007.

Qualifications: Mr. Hora completed his Bachelor of Science from St. Stephen's College and Post Graduate Degree from Centre of Management Development with MBA Marketing.



GORDON WATSON
MEMBER, NON-EXECUTIVE DIRECTOR

Age: 55 years old

Date of first appiontment: 2018

Length of Service: 1 year

Directorship in other companies: AXA ASIA (2018), AXA China Region Insurance Company (Bermuda) Limited (2018), AXA China Region Insurance Company Limited (2018), AXA Wealth Management (HK) Limited (2018), AXA General Insurance Hong Kong Limited (2018).

Relevant experience: Mr. Watson has been with AIG / AIA for over thirty years and has held many key senior roles based out of London, New York, Nairobi, Dubai, Tokyo, Seoul and Hong Kong. The last 20 years he has been based in Asia. From 2008 to 2010, he was the Regional President for AIG Life Companies in Japan & Korea and then Global Executive Vice Chairman for ALICO responsible for the Japan business and also overseeing the remaining 50 countries for strategy, distribution, corporate solutions, product and marketing. Since 2011, Gordon Watson has been Regional Chief Executive responsible for AIA Group's operations in Hong Kong & Macau, Australia, the Philippines, Vietnam and New Zealand as well as the Group's Corporate Solutions, Healthcare, Partnership and AIA Vitality businesses.

Qualifications: Mr. Watson has an MBA and is both a Fellow of the Chartered Insurance Institute and the Society of Marketing.



NICOLAS FAUVARQUE NON-EXECUTIVE DIRECTOR

Age: 40 years old

Date of first appiontment: 2018

Length of Service: 1 year

Directorship in other companies: Charter Ping An Insurance Corporation

Relevant experience: Mr. Fauvarque has been Chief Risk Officer and Head of Insurance Office (insurance office - technical excellence) at AXA for the Asian Markets since February 2018.

Prior to his current role, he was Chief Actuary, and a Commissioner in Indonesia for Chubb Life in Asia. Before joining Chubb, Mr. Fauvarque was Chief Risk Officer and Chief Actuary for the AXA Asia Region from 2015 to 2016, and has held several positions at AXA Group, including Chief Financial Officer for Krungthai-AXA (2012-205) and Chief Risk Officer at AXA Belgium (2009-2012). Before that, he held various positions at Ageas where he was responsible for the health insurance P&L in Belgium and Bain & Company for the Banking and Insurance Sector in Belgium and abroad.

Qualifications: Mr. Fauvarque holds both a Masters in Actuarial Sciences and in Mathematical Sciences from the Catholic University of Louvain in Belgium. He is also a fully qualified actuary from the Belgian Institute of Actuaries and speaks French, Dutch, and English fluently.



ALESANDRA T. TY
MEMBER / TREASURER
/ NON-EXECUTIVE DIRECTOR

Age: 40 years old

Date of first appiontment: 2010 **Length of Service:** 9 years

Directorship in other companies: GT Capital Holdings, Inc., Federal Homes, Inc., Sumisho Motor Finance Corporation, First Metro Investment Corporation, GT Foundation, Inc.

Relevant experience: GT Capital Holdings, Inc., Federal Homes, Inc., Sumisho Motor Finance Corporation, First Metro Investment Corporation, GT Foundation, Inc., ORIX Metro Leasing and Finance Corporation.

Qualifications: Ms. Ty completed her Bachelor of Science in Legal Management from the Ateneo de Manila University, and Masters in Business Administration from China Europe International Business School, Shanghai, China.

Trainings Attended in 2019: Corporate Governance Seminar



RONALDO C. SAN JOSE MEMBER

Age: 54 years old

Date of first appiontment: 2014 **Length of Service:** 5 years

Directorship in other companies: Charter Ping An Insurance Corporation (from April 2017 to April 2018)

Relevant experience: Mr. San Jose is the Chief Financial Officer of AXA Philippines since 2010. He is fellow at the Actuarial Society of the Philippines since 1993.

Qualifications: Mr. San Jose completed his Bachelor of Science in Mathematics from Ateneo de Manila University.



JAIME C. LAYA INDEPENDENT DIRECTOR

Age: 81 years old

Date of first appiontment: 2006 **Length of Service:** 13 years

Directorship in other companies: Charter Ping An Insurance Corporation, Philtrust Bank, Escuela Taller de Filipinas Foundation, Inc., GMA Network, Inc., GMA Holdings, Inc., Ayala Land, Inc., Manila Water Company, Inc., Cultural Center of the Philippines, St. Paul University QC, Ayala Foundation, Yunchengco Museum, Don Norberto Ty Foundation Inc., Metropolitan Museum of Manila

Relevant experience: Mr. Laya was the Minister of Budget from 1975 to 1981, Minister of Education, Culture, and Sports from 1984 to 1986, Governor of Central Bank of the Philippines from 1981 to 1984, Chairman of the National Commission for Culture and the Arts from 1996 to 2001, Professor and Dean of Business Administration of the University of the Philippines until 1987.

Qualifications: Mr. Laya is a Certified Public Accountant since 1957. Mr. Laya completed his B.S.B.A Accountancy from the University of the Philippines, MS in Industrial Management from Georgia Institute of Technology, and Ph.D. in Financial Management from Stanford University.

Trainings Attended in 2019: Corporate Governance Seminar



LOPE M. YUVIENCO INDEPENDENT DIRECTOR

Age: 75 years old

Date of first appiontment: 2008 **Length of Service:** 11 years

Directorship in other companies: Charter Ping An Insurance Corporation

Relevant experience: Mr. Yuvienco was an Independent Director of ORIX Metro Leasing and Finance Corp. from 2005 to 2007, Director for Regulatory and Government Sector of Buenaventura Echauz & Partners from 2001 to 2003, and Vice President of Citibank N.A., Manila from 1972 to 1994.

Qualifications: Mr. Yuvienco completed his Bachelor of Science in Business Administration and Master in Business Administration from the University of the Philippines and is a Certified Public Accountant.

Trainings Attended in 2019: Corporate Governance Seminar





CARMELO MARIA LUZA BAUTISTA DIRECTOR

Age: 63 years old

Date of first appiontment: 2019 **Length of Service:** Less than a year

Directorship in other companies: Federal Land, Inc., Toyota Motor Philippines Corporation (TMP), GT Capital Auto Dealership Holdings, Inc. (GTCAD)

Relevant experience: Mr. Bautista assumed the role of Director and President of GT Capital in 2011. Prior to his election, he joined First Metro Investment Corporation (FMIC) in April of 2008 as Executive Director and was appointed as Chairman of the Risk Management Committee. He later assumed the position of Head of FMIC's Investment Banking Group in 2009.

Mr. Bautista has been in the Banking and Financial Services sector for 42 years. Some highlights of his previous scope of responsibilities over this period include: Program Director at Citibank Asia Pacific Banking Institute; Vice President and Head of the Local Corporate and Public Sector

Groups Citibank-Manila; Vice President-Real Estate Finance Group, Citibank N.A.-Singapore branch; Vice President-Structured Finance, Citibank N.A.-Singapore Regional Office; Country Manager, ABN AMRO Bank-Philippines; and President and CEO, Philippine Bank of Communications.

He is also an Adviser to the Board of Trustees of GT Foundation, Inc. and an Independent Director of Vivant Corporation, a listed company.

Qualifications: Mr. Bautista has a Master's Degree in Business Management from the Asian Institute of Management where he graduated in the Dean's Citation List. He also has a Bachelor's degree, Major in Economics, from the Ateneo de Manila University.

LYNDON OLIVER

DIRECTOR From July 5, 2019 to January 8, 2020

JAMESON ONG*
ADVISER TO THE BOARD

ANGELICA S. REYES CORPORATE SECRETARY

JILL MARIE B. LOPEZ
ASST. CORPORATE SECRETARY

ARIC JUSTIN TY

ASST. CORPORATE SECRETARY
*To attend twice a year only

EXECUTIVE LEADERSHIP TEAM



Rahul HoraPresident and CEO



Alokkumar Arunkumar Roongta Chief of Retail Propositions



Ma. Amor T. BalagtasChief Customer Officer



Nicasio F. Rollan III Chief of Commercial Business



Aleta Y. Lepatan Chief Operations Officer



Ronaldo C. San Jose Chief Financial Officer



Jaspreet Singh Kakar Chief Human Resources Officer



Maria Faustina B. Raymundo Chief Distribution Officer



Delfin Jay Sabido XIChief Transformation and
Technology Officer

CORPORATE GOVERNANCE

AXA Philippines is committed to the highest standard of corporate governance.

AXA Philippines board-approved Corporate Governance Manual (CGM) is the local implementation of the Regional Corporate Governance Blueprint (RCGB) rollde-out by the Regional Office in 2008. The CGM seeks to bridge the gaps between the Regional Corporate Governance Standards and the existing corporate governance structure in AXA Philippines. The CGM also embodies the corporate governance rules and regulations of the Securities & Exchange Commission (SEC), and the Insurance Commission (IC) and incorporates policies on the compliance system.

THE BOARD OF DIRECTORS

Board Composition

The Board is composed of eleven highly qualified business professionals. Of the eleven, two are independent directors. The members of the Board collectively have the full range of skills needed for the effective and prudent operation of AXA Philippines. Each director has skills that allow him or her to make an effective contribution to the Board deliberations and processes. The Board will have at least two (2) independent directors.

Duties and Responsibilities of the Board

The Board of Directors has the overall responsibility for:

- governance of the Company including its strategic direction;
- reviewing and approving plans established by management;
- monitoring of performance against agreed plans;
- establishment and monitoring of internal controls and compliance with applicable legislative and regulatory requirements; and
- delegation of authority to management.

The directors consider that there are fundamental ethical values that underpin their role as directors and as members of its Board and committees. At all times, directors are expected to:

- act with integrity;
- be honest and open with each other;
- ensure whenever and wherever possible that they do not engage in any activities that may result in a conflict of interest with their duties to the Company and that cannot be appropriately managed;
- work co-operatively among themselves and with management in the best interests of the Company;
- recognise the separate roles and responsibilities of the Board and management;
- be diligent and continuously strive to improve the Company and Board operations and performance;
- observe the letter and the spirit of the constitution, laws, regulations and any policies under which the Company operates;
- · have an active interest in and concern for the communities in which the Company operates; and
- avoid any behaviour that is likely to reflect badly on the Board or the Company.

Policy on Conflicts of Interest

Under AXA Philippines' CGM, Directors are required to disclose any conflicts of interest and to abstain from participating in any discussion or voting on any matter in which they have a material personal interest except with the prior approval of the Board.

BOARD ATTENDANCE

The Board holds regular meetings, at least four (4) times a year, on dates set at the beginning of every year. In 2016, the Board held six (6) meetings with attendance rate of 85%.

	JAN 9	FEB 27	APR 25	JUL 5	SEP 9	NOV 6
Solomon S. Cua	V	~	~	~	~	~
Arthur V. Ty	~	~	~	~	~	~
Fernand Antonio Tansingco	~	~	~	~	~	~
Rahul Hora	~	~	~	~	~	~
Alesandra T. Ty	~	~	~	~	~	~
Jaime C. Laya	~	~	~	~	~	~
Lope M. Yuvienco	~	~	~	~	~	~
Carmelo Maria Luza Bautista*			~	~	~	~
Gordon Watson			~		~	~
Nicolas Fauvarque	~	~	~			
Ronaldo C. San Jose**	~	~	~			
Lyndon Oliver***				~		
Angelica S. Reyes	~	~	~	~	~	~
Jameson Ong****				~		~
Aric Justin Ty	~	~	V	~	~	~

Special Board Meeting, Organizational Meeting and Annual Shareholder Meeting

- * Elected on 25 April 2019
- ** Resigned effective 5 July 2019
- *** Elected on 5 Juy 2019/Resigned effective 15 November 2019
- ****Attends twice a a year

BOARD COMMITTEES

AXA Philippines exercises authority over specific aspects of its business through various Board Committees.

Executive Committee (EXCOM)

The EXCOM is currently composed of seven (7) directors which includes the Chairman of the Board, Vice-Chairman, and President and CEO. The EXCOM acts within the power and authority granted by the Board and is called upon when the Board is not in session to exercise the powers of the latter in the management of the Company.

	MAR 27	MAY 23	JUL31	SEP 27	DEC 2
Solomon S. Cua	~	~	~	~	~
Fernand Antonio Tansingco	~	~	~	~	~
Arthur V. Ty	~	~	~	~	~
Rahul Hora	~	~	~	~	~
Ronaldo C. San Jose*	~	~			
Alesandra T. Ty	~	~	~	~	~
Nicolas Fauvarque			~		
Lyndon Oliver **			V		

^{*} Resigned effective 5 July 2019

^{**}Elected on 5 Juy 2019/Resigned effective 15 November 2019

Board Risk Management, Audit & Compliance Committee (BRMACC)

AXA Philippines BRMACC monitors and approves internal controls, risk management policies and procedures. BRMACC reviews and approves material or significant related-party transactions (RPTs). It monitors AXA Philippines business conduct and compliance with laws, regulations, Company policies and relevant codes of conduct.

	MAR 13	JUN 14	AUG 28	OCT 18	NOV 12	NOV 22
Jaime C. Laya	~	~	~	~	~	~
Solomon S. Cua	~	~	~	~	~	~
Lope M. Yuvienco	~	~	~	~	~	~
Nicolas Fauvarque	~	~	~	~	~	~
Angelica Reyes	~	~	~	~	~	~

Joint Special Board Risk Management Audit & Compliance Committee

Board Investment Committee (BIC)

The BIC approves material acquisitions and disposal of Company property.

	MAR 14	JUL 2	SEP 30	DEC 12
Fernand Antonio A. Tansingco	~	~	~	~
Rahul Hora	~	~		
Solomon Cua	~	~	~	~
Alesandra T. Ty*	~			
Carmelo Maria Luza Bautista**		~	~	
Ronaldo C. San Jose***	~	~	~	
Nicolas Fauvarque**				
Lyndon Oliver****				

^{*} Resigned effective 25 April 2019

RISK MANAGEMENT AND COMPLIANCE

AXA Philippines is in the business of risk, and risk management for our customers is one of its core competencies. AXA Philippines considers risks are owned by the respective business units and process owners. Therefore, everyone in AXA Philippines is expected to proactively manage the risks inherent in their respective areas.

AXA Philippines commits to comply with all insurance and consumer laws and regulations. In this regard, AXA Philippines shall continuously enhance its compliance programs that will assist its employees and the Board in identifying, measuring, monitoring, reporting and controlling compliance and business risks.

^{**} Elected on 25 April 2019

^{***} Resigned effective 5 July 2019

^{****} Elected on 5 Juy 2019/Resigned effective 15 November 2019

Board Risk Management, Audit and Compliance Committee (BRMACC)

The BRMACC is mandated to assist the Board in overseeing the risk management and compliance of AXA Philippines. The BRMACC's primary duties and responsibilities are as follows:

Compliance, Risk Management & Internal Control

To allow the Committee to review and form an opinion on the effectiveness of the Company's compliance, risk management and internal control frameworks, the Committee:

- a. Considers management's and/or internal / external auditors' assessments of the effectiveness of the internal control and risk management processes including any weaknesses or other issues revealed by investigations of the causal factors behind events such as internal frauds, significant legal actions and reported operational failures, as well as the results of reviews performed by bodies such as internal and external audit, compliance, management control functions, and regulators;
- b. Reviews regular updates from management on significant complaints, external and internal fraud.
- c. Obtains regular updates from management, Compliance and Legal on significant regulatory compliance matters, the effectiveness of systems for monitoring compliance and any instances of non-compliance;
- d. Obtains regular updates from Legal on the status of material open litigation and other proceedings and the related reserves;
- e. Reviews periodically any significant complaints received;
- f. Reviews business risk profiles and periodic risk management statements including key risk report and action plan progress;
- g. Reviews and monitors fraud and anti-money laundering policies of the Company;
- h. Discusses with management the Group's framework for assessing and managing the Group's exposure to risks, the results of the risk assessments performed, and the steps management has taken to monitor that such exposures remain within the risk appetite set by the Group;
- i. The Board validates local entity's risk appetite position, as endorsed by the LRC, and set alert levels and limits on all functional risk indicators at least once every year, and should make all necessary decisions to manage risk consistently with their risk appetite;
- j. Assists the Board in performing its oversight functions for avoiding conflicts of interest of related parties by:
 - i. Implementing effective controls to effectively manage and monitor Related Party Transactions (RPTs) and ensure compliance with the approved RPT policy guidelines, as well as regulatory requirement; Reviewing and approving
 - ii. RPTs and ensure that dealings with RPTs are conducted on an arm's length basis at all times;
 - iii. Overseeing the evaluation of RPTs to ensure that approvals are conducted at arm's length basis, and made for the best interest of AXA Philippines
 - $\mbox{vi.}\,$ Ensuring that appropriate steps are taken to control or mitigate the risks, and
 - v. Ensuring that these duties and duties that may from time to time be required under the existing Related Party Guidelines of the Company are performed.
- k. The scope of the systems of internal control, as reviewed by the Committee, should include internal control systems, including information technology security, that help ensure sound financial reporting and safeguarding of the Company's assets.

Financial Statements & Reporting Processes

To allow the Committee to form an opinion on the integrity of the publicly reported results and disclosures made in the financial statements of AXA Philippines and its contribution to the AXA Group and/ or Metrobank Group consolidated financial statements, the Committee:

a. Reviews recent professional and regulatory issues and pronouncements and their impact on the financial statements and reporting processes of the Company;

- k. Reviews the results of management's testing of internal controls over financial reporting designed to assure the integrity of the entities' financial statement disclosures;
 - Reviews the draft local GAAP financial statements to be submitted for approval to the Board to consider the quality, accuracy, completeness and clarity of the information provided and challenge, where necessary, the actions and judgments of management, particularly focusing upon:
 - i. Significant accounting policies or practices and any changes thereto;
 - ii. Compliance with Accounting Standards;
 - iii. Material decisions requiring a major element of judgment or significant estimates;
 - iv. The treatment and disclosure of any new complex and/or unusual transactions during the period;
 - v. Any significant adjustments resulting from external audit work or otherwise;
 - vi. Any qualifications or non-compliance with accounting standards or any listing, regulatory and/or legal require ments with regard to financial reporting;
 - vii. Any matters drawn to the attention of the Committee by the Company's external auditors;

Considers the reconciliation between local GAAP financial statements and the financial statements reported for consolidation by the AXA Group and/or Metrobank Group;

Considers the results of, and procedures for the receipt, retention and investigation of, any significant complaints received by the Company regarding accounting, internal controls over financial reporting, or auditing matters.

External Auditors

To allow the Committee to form an opinion on the effectiveness, performance and independence of the Company's external auditors, the Committee:

- a. Considers the external auditors' internal policies and procedures regarding independence and quality control and receive confirmation that they have been applied;
- b. Reviews the external auditors' assignment plan, annual report and management letter;
- c. Monitors the statutory audit of the annual and consolidated financial statements;
- d. Informs the Board of Directors of the outcome of the statutory audit and explain how the statutory audit contributed to the integrity of financial reporting and what the role of the Committee was in that process;
- e. Reviews and monitors the independence of the external auditors;
- f. Reviews and makes a recommendation to the Board of Directors as to the appointment of the external auditors to provide non-audit services after analysing the threats to their independence and relevant safeguards that have been applied by the auditors;
- g. Considers the Group Non-Audit Services Policy and its implementation and advise the Board as to whether any updates or changes should be made to this Policy on a regular basis;
- h. Reviews the breakdown of the fees paid to the external auditors by the Company;
- Considers the appointment, reappointment, dismissal or resignation of the external auditors and oversee the process for selecting the external auditors, making recommendations regarding their appointment, reappointment, or dismissal to the Board;
- j. Reviews the additional report required from the external auditors and including their declaration of independence.

Internal Auditors

To allow the Committee to form an opinion on the effectiveness, performance and independence of the Company's internal auditors:

- Reviews and approves the Company's internal audit plan, charter, and activities particularly with regard to the
 Company's strategy and risk and control profile, ensuring it being adequately resourced and free from constraint by management;
- b. Considers the adequacy of resources available to the Company's internal audit function (both financial budget and skills available) in the context of the risk and control profile of the Company;
- c. Reviews the major findings presented by Internal Audit and consider the appropriateness of management's response to them;
- d. Reviews the quarterly report on resolution of internal audit issues, requesting further management explanation where necessary for high priority issues that are overdue;
- e. Review a periodic independent assessment of the effectiveness of the internal audit function, including compliance with the International Professional Practices Framework or generally accepted auditing standards;
- f. Reviews the performance of the internal audit function including a periodic objective assessment of the effectiveness of the internal audit function; and
- g. Considers the appointment, appraisal, resignation and dismissal of the Head of Audit

Other Duties

The Committee shall:

- a. Performs other activities according to the applicable regulatory requirements and the joint venture agreement between the shareholders;
- b. Performs other activities related to these terms of reference as requested by the Board;
- Reviews and assesses the adequacy of these terms of reference annually, requesting Board approval for proposed changes;
- d. Confirms annually that all responsibilities outlined in these terms of reference have been carried out; and
- e. Evaluates the performance of the Committee and its members on a regular basis.

RELATED PARTY TRANSACTIONS

AXA Philippines has an existing Related Party Guidelines being implemented pursuant to Insurance Commission Circular No. 2017-29 dated May 2, 2017. Said Guidelines is being implement to: (1) Ensure that Related Party transactions are only undertaken on an arm's length basis for the financial, commercial and economic benefit of AXA Philippines and the entire group where AXA Philippines belongs; (2) Identify, manage or avoid conflict of interest and comply with regulatory and best practices; and (3) Ensure that a process for approval or rejection of Related Party transaction has been undertaken.

The RPT policy guidelines cover and capture a broader spectrum of transactions not only those that give rise to credit and/or counterparty risks but also those that could pose material risk or potential abuse to AXA Philippines, and its stakeholders.

Approval and endorsement by the appropriate Related Party Committee (Committee) is required for all related party transactions which would have significant risks to AXA Philippines, among others.

Under the guidelines, the members of the board, stockholders, and management shall disclose to the Committee whether they directly, indirectly or on behalf of third parties, have a financial interest in any transaction or matter affecting AXA Philippines. Directors and officers with personal interest in the transaction shall abstain from the discussion, approval and management of such transaction or matter affecting AXA Philippines.

The Guidelines also require disclosure and reporting according to the requirements of regulations.

DIVIDEND POLICY

AXA Philippines shall declare and pay dividends out of the unrestricted retained earnings which shall be payable in cash, property or stock to all stockholders on the basis of outstanding stock held by them, as often and at such times as the Board of Directors may determine and in accordance with law and applicable rules and regulations. In so doing, the Board of Directors shall take into account the provisions of applicable law, the By-laws, and the reasonable financial requirements of the Corporation for the following 12 months in order for the Corporation to maintain a solvency ratio that is at least compliant with the applicable laws plus such margin as is determined by the Board of Directors from time to time

For 2019, AXA Philippines declared and paid cash dividends of Php 409 Million from its unrestricted retained earnings as of 31 December 2018, payable to its stockholders in proportion to their respective shareholdings.

WHISTLE BLOWING POLICY

AXA Philippines adheres to its 2018 Local Whistleblower Policy which is designed to facilitate fair and thorough investigations of all reported instances of improper conduct through a mechanism that ensures that the person making the disclosure is protected from any potential reprisals or recriminatory actions. All reported incidents and any information given will be treated in confidence and every effort will be made not to reveal the identity of the person making the disclosure. Reporting of any concerns or suspicions on possible violation of rights or unethical behavior may be made through the following details below:

AXA Philippines

34/F GT Tower, 6813 Ayala Avenue corner H.V. dela Costa Street, Makati City

Tel. No.: +63 2 885-0101

Email: whistleblower@axa.com.ph

AXA Group

Email: speak-up@axa.com



FINANCIAL STATEMENTS



INDEPENDENT AUDITOR'S REPORT

The Board of Directors
Philippine AXA Life Insurance Corporation

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

OPINION

We have audited the parent company financial statements of Philippine AXA Life Insurance Corporation (the Parent Company), which comprise the parent company statements of financial position as at December 31, 2019 and 2018, and the parent company statements of comprehensive income, parent company statements of changes in equity and parent company statements of cash flows for the years then ended, and notes to the parent company financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying parent company financial statements present fairly, in all material respects, the financial position of the Parent Company as at December 31, 2019 and 2018, and its parent company financial performance and its cash flows for the years then ended in accordance with Philippine Financial Reporting Standards (PFRSs).

BASIS FOR OPINION

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Parent Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the parent company financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

In connection with our audits of the parent company financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the parent company financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Parent Company Financial Statements

Management is responsible for the preparation and fair presentation of the parent company financial statements in accordance with PFRSs, and for such internal control as management determines is necessary to enable the preparation of parent company financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the parent company financial statements, management is responsible for assessing the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Parent Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Parent Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE PARENT COMPANY FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the parent company financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these parent company financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the parent company financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Parent Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Parent Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the parent company financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Parent Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the parent company financial statements, including the disclosures, and whether the parent company financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

REPORT ON THE SUPPLEMENTARY INFORMATION REQUIRED UNDER REVENUE REGULATIONS 15-2010

Our audits were conducted for the purpose of forming an opinion on the basic parent company financial statements taken as a whole. The supplementary information required under Revenue Regulations 15-2010 in Note 30 to the parent company financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic parent company financial statements. Such information is the responsibility of the management of Philippine AXA Life Insurance Corporation. The information has been subjected to the auditing procedures applied in our audit of the basic parent company financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic parent company financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

xuan Carlo Maninta

Juan Carlo B. Maminta

Partner

CPA Certificate No. 115260

SEC Accreditation No. A-1699-A (Group A),

August 16, 2018, valid until August 15, 2021

Tax Identification No. 210-320-399

BIR Accreditation No. 08-001998-132-2018,

February 9, 2018, valid until February 8, 2021

PTR No. 8125258, January 7, 2020, Makati City

April 20, 2020

PHILIPPINE AXA LIFE INSURANCE CORPORATION

PARENT COMPANY STATEMENTS OF FINANCIAL POSITION

December 31				
	Notes	2019	2018	
ASSETS				
Cash and cash equivalents	4	₱3,610,752,638	₽3,552,862,997	
Insurance receivables	5	424,937,396	293,499,402	
Financial assets	6	, ,	, ,	
Financial assets at fair value through profit or loss		2,017,978,394	1,509,204,606	
Available-for-sale financial assets		11,115,743,912	8,854,599,092	
Loans and receivables - net		1,061,779,494	947,270,138	
Accrued income	7	174,890,352	153,455,170	
Investment in a subsidiary	8	5,029,440,576	3,559,440,576	
Property and equipment - net	10	848,234,050	462,878,225	
Intangible assets - net	11	28,745,346	5,917,186	
Deferred tax assets - net	23	387,222,550	98,234,344	
Other assets		178,088,267	179,736,666	
		24,877,812,975	19,617,098,402	
Assets held to cover unit-linked liabilities	12	107,552,485,888	96,629,658,936	
		₱132,430,298,863	₱116,246,757,338	
LIABILITIES AND EQUITY				
Liabilities				
Insurance contract liabilities	13, 14	₽8,010,724,817	₽7,536,685,998	
Premium deposit fund		167,836,067	130,165,830	
Life insurance deposits		178,993,598	254,177,134	
Insurance payables	15	373,924,339	172,586,511	
Trade and other liabilities	16	2,161,645,478	1,676,437,414	
Lease liability	26	371,497,533	-	
Net pension liability	22	267,849,225	172,806,606	
Income tax payable		335,338,413	372,611,764	
		11,867,809,470	10,315,471,257	
Unit-linked liabilities	12	107,552,485,888	96,629,658,936	
		119,420,295,358	106,945,130,193	
Equity				
Capital stock	17	1,000,000,000	1,000,000,000	
Contributed surplus		50,000,000	50,000,000	
Contingency surplus		9,343,183	9,343,183	
Retained earnings	17	11,287,379,610	8,307,738,057	
Revaluation reserves on available-for-sale financial assets	18	736,365,632	(500,170,863)	
Remeasurement gain on life insurance reserves	13	70,800,570	512,902,145	
Actuarial losses on defined benefit plan	22	(143,722,112)	(78,021,999)	
Treasury stock	17	(163,378)	(163,378)	
		13,010,003,505	9,301,627,145	
		₱132,430,298,863	₱116,246,757,338	

See accompanying Notes to Parent Company Financial Statements.

PHILIPPINE AXA LIFE INSURANCE CORPORATION

PARENT COMPANY STATEMENTS OF COMPREHENSIVE INCOME

		Years En	ded December 31
	Notes	2019	2018
REVENUE			
Gross premiums on insurance contracts issued		₽26,541,347,883	₽29,708,433,098
Premiums ceded to reinsurers		(304,584,737)	(265,100,272)
Net insurance premiums	19	26,236,763,146	29,443,332,826
Subscriptions allocated to investment in unit-linked funds	12	(16,239,127,375)	(20,564,884,103)
		9,997,635,771	8,878,448,723
Gain on assets held to cover unit-linked liabilities	20	10,335,992,733	_
Decrease in unit-linked liabilities due to loss on assets held to			
cover unit-linked liabilities	20	_	10,064,064,857
Asset management fees		2,004,134,945	1,765,038,596
Investment income	19	898,161,192	603,957,967
Foreign exchange (losses) gains - net		(28,345,618)	34,273,015
Other income		82,933,614	109,095,904
		23,290,512,637	21,454,879,062
BENEFITS, CLAIMS AND OPERATING EXPENSES			
Gross benefits and claims		16,289,797,880	11,051,699,029
Reinsurers' share of gross benefits and claims	19	(92,339,436)	(68,745,160)
Policyholders' dividends and interest	19	95,572,456	90,493,213
Decrease in unit-linked liabilities due to surrenders	12	(14,738,713,254)	(9,710,664,916)
Net benefits and claims incurred	19	1,554,317,646	1,362,782,166
Decrease in legal policy reserves	13	(616,546,768)	(719,873,293)
Net insurance benefits and claims		937,770,878	642,908,873
Increase in unit-linked liabilities due to gain on assets held to			
cover unit-linked liabilities	20	10,335,992,733	_
Loss on assets held to cover unit-linked liabilities	20	-	10,064,064,857
Operating and administrative expenses	21	4,862,727,303	4,582,846,848
Commission expense		1,966,907,783	1,879,304,948
Agency development expenses		301,287,556	157,083,027
Premium and documentary stamp taxes	26	117,375,016	97,621,588
Interest on lease liability Interest on defined benefit obligation	20	37,661,619	10,231,420
Medical and inspection fees	22	9,944,904 3,874,764	5,184,544
Interest on premium deposit fund		3,093,327	4,200,210
interest on premium deposit rund		18,576,635,883	17,443,446,315
INCOME BEFORE INCOME TAX		4,713,876,754	4,011,432,747
PROVISION FOR INCOME TAX	23	1,325,235,201	1,276,204,494
NET INCOME	23	3,388,641,553	2,735,228,253
OTHER COMPREHENSIVE INCOME (LOSS)		3,300,041,333	2,733,226,233
Items that will not be reclassified into profit or loss,			
net of tax:			
Remeasurement (losses) gains on defined benefit plan	22	(65,700,113)	10,696,248
Net change in remeasurement on life insurance reserves	13	(442,101,575)	1,264,089,393
1.42 Than 50 in remember on the insurance reserves	1.0	(507,801,688)	1,274,785,641
Item that will be reclassified into profit or loss:		(507,001,000)	1,2/1,/00,071
Net change in fair value of available-for-sale financial assets	18	1,236,536,495	(677,541,048)
The things in fair value of available for bare initialistal abbets	10	729 734 907	507 244 502

See accompanying Notes to Parent Company Financial Statements.

TOTAL COMPREHENSIVE INCOME

2019 ANNUAL REPORT

597,244,593

₱3,332,472,846

728,734,807

₽4,117,376,360

PHILIPPINE AXA LIFE INSURANCE CORPORATION

PARENT COMPANY STATEMENTS OF CHANGES IN EQUITY

				Revaluation					
				Reserves on	Remeasurement	Actuarial			
				Available-for-	Gain (Loss) on	Losses on			
				sale Financial	Life Insurance	Defined	Retained	Treasury	
	Capital Stock	Contributed	Contingency	Assets	Reserves	Benefit Plan	Earnings	Stock	
	(Note 17)	Surplus	Surplus	(Note 18)	(Note 13)	(Note 22)	(Note 17)	(Note 17)	Total
Balances as at January 1, 2019	₽1,000,000,000	₽50,000,000	₽9,343,183	(\pm\$500,170,863)	₽512,902,145	(P 78,021,999)	₽8,307,738,057	(₱163,378)	₽9,301,627,145
Net income for the year	_	_	_	_	_	_	3,388,641,553	_	3,388,641,553
Other comprehensive income (loss)	_	_	_	1,236,536,495	(442,101,575)	(65,700,113)	_	_	728,734,807
Total comprehensive income (loss)	_	_	_	1,236,536,495	(442,101,575)	(65,700,113)	3,388,641,553	_	4,117,376,360
Cash dividends	_	_	_	_	-	-	(409,000,000)	_	(409,000,000)
As of December 31, 2019	₽1,000,000,000	₽50,000,000	₽9,343,183	₽736,365,632	₽70,800,570	(₽143,722,112)	₽11,287,379,610	(P 163,378)	₽ 13,010,003,505
Balances as at January 1, 2018	₽1,000,000,000	₽50,000,000	₽9,343,183	₱177,370,185	(P 751,187,248)	(P 88,718,247)	₽7,167,509,804	(₱163,378)	₽7,564,154,299
Net income for the year	_	_	_	_	_		2,735,228,253	_	2,735,228,253
Other comprehensive income (loss)	_	_	_	(677,541,048)	1,264,089,393	10,696,248	_	_	597,244,593
Total comprehensive income (loss)	_	_	_	(677,541,048)	1,264,089,393	10,696,248	2,735,228,253	_	3,332,472,846
Cash dividends		_	_				(1,595,000,000)	_	(1,595,000,000)
As of December 31, 2018	₽1,000,000,000	₽50,000,000	₽9,343,183	(₱500,170,863)	₽512,902,145	(₱78,021,999)	₽8,307,738,057	(₱163,378)	₽9,301,627,145

See accompanying Notes to Parent Company Financial Statements.

PHILIPPINE AXA LIFE INSURANCE CORPORATION PARENT COMPANY STATEMENTS OF CASH FLOWS

Years Ended l	December	31
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		Years En	ded December 31
	Notes	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES			
Income before income tax		₽4,713,876,754	₽4,011,432,747
Adjustments for:		1 1,110,070,101	1 1,011,10=,717
Interest income	19	(766,319,127)	(659,423,821)
Depreciation and amortization	10, 11	299,902,861	128,691,485
Fair value losses (gains) on financial assets at fair value	,		,-,-,
through profit or loss	6	(109,772,571)	99,164,712
Retirement expense	22	75,066,487	58,117,512
Interest on lease liability	26	37,661,619	_
Amortization of bond discount	6	(27,526,805)	76,832,797
Unrealized foreign exchange losses (gains)		28,345,618	(34,273,015)
Dividend income	19	(20,870,886)	(16,039,437)
Interest on defined benefit obligation	22	9,944,904	10,231,420
Provision for credit losses on loans and receivables	6	2,863,675	9,886,640
Provision for impairment loss on investment in a subsidiary	8		342,519,424
Loss on disposal of property and equipment	10	_	1,302,044
Operating income before changes in working capital		4,243,172,529	4,028,442,508
Changes in operating assets and liabilities:		, , ,	, , ,
Decrease (increase) in:			
Other assets		1,648,399	(53,444,124)
Insurance receivables		(131,437,994)	6,034,244
Loans and receivables		(117,373,030)	(30,914,580)
Increase (decrease) in:			
Trade and other liabilities		496,868,057	(84,444,908)
Insurance contract liabilities		(157,534,860)	(731,595,232)
Life insurance deposits		(75,183,536)	(5,611,652)
Premium deposit fund		37,670,237	26,568,832
Insurance payables		201,337,828	13,565,759
Net cash generated from operations		4,499,167,630	3,168,600,847
Proceeds from disposal/maturities of:			
Available-for-sale financial assets	6	3,094,356,000	3,897,025,824
Financial assets at fair value through profit or loss	6	1,007,179,891	457,579,276
Acquisitions of:			
Available-for-sale financial assets	6	(4,091,437,520)	(5,489,919,104)
Financial assets at fair value through profit or loss	6	(1,406,181,108)	(620,925,937)
Interest received		744,533,092	652,865,644
Interest paid on lease obligation		(37,661,619)	_
Contributions paid to the pension fund	22	(85,011,393)	(90,232,794)
Dividends received		21,221,738	16,140,453
Income taxes paid		(1,433,867,463)	(1,046,591,346)
Net cash provided by operating activities		2,312,299,248	944,542,863

(Forward)

Years Ended December 31	l
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		I cars En	ucu December 31
	Notes	2019	2018
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from maturity of:			
Short-term investment		₽_	₽1,048,400,600
Acquisitions of:			
Property and equipment	10	(225,402,500)	(297,798,374)
Intangible assets	11	(25,198,987)	_
Capital infusion to investment in a subsidiary	8	(1,470,000,000)	_
Net cash (used in) provided by investing activities		(1,720,601,487)	750,602,226
CASH FLOWS FROM FINANCING ACTIVITY			
Cash dividends paid	17	(409,000,000)	(1,595,000,000)
Payment of principal portion of lease liabilities	26	(96,462,502)	
Net cash used in financing activities		(505,462,502)	(1,595,000,000)
NET INCREASE IN CASH AND CASH EQUIVALENTS		86,235,259	100,145,089
EFFECTS OF EXCHANGE RATE CHANGES IN CASH AND CASH EQUIVALENTS		(28,345,618)	34,273,015
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR		3,552,862,997	3,418,444,893
CASH AND CASH EQUIVALENTS AT END OF YEAR	4	₽3,610,752,638	₽3,552,862,997

See accompanying Notes to Parent Company Financial Statements.



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