	y Name: I Year End:	Philippine AXA Life Insuran 2015 Insurance
1	Equitable Treatment of Shareholders	OECD P
3.1 3.1.1	Equitable Treatment of Shareholders Shares and voting rights Do the company's ordinary or common	OECD Principle III
	shares have one vote for one share?	(A) All shareholders of the s should be treated equally. (1) Within any series of a cli the same rights. All investor information about the right classes of shares before the in voting rights should be su classes of shares which are ICGN 8.3.1 Unequal voting rights
3.1.2	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)?	Companies ordinary or com one vote for one share. Div one-vote' standard which gi power which is disproportic ownership should be both d
3.2 3.2.1	Notice of AGM 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?	(C) Shareholders should hav participate effectively and v meetings and should be infi including voting procedures meetings: (1) Shareholders should be and timely information com and agenda of general meet timely information regardin at the meeting. (3) Effective shareholder pa corporate governance decis nomination and election of facilitated.
3.2.2	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?	OECD Principle II (A) All shareholders of the s should be treat equally. (4) Impediments to cross bc eliminated.
	Does the notice of AGM/circulars have the following details:	ICGN 8.3.2 Shareholder part Shareholders should have tl
3.2.3	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?	key corporate governance of to nominate, appoint and re individual basis and also the auditor. ICGN 8.4.1 Shareholder owr The exercise of ownership should be facilitated, includ
3.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	timely and adequate notice for shareholder vote.
3.2.5	Has an explanation of the dividend policy been provided?	-
3.2.6	Is the amount payable for final dividends disclosed?	
3.2.7	Were the proxy documents made easily available?	
3.3	Insider trading and abusive self-dealing	should be prohibited.
3.3.1	Does the company have policies and/or rules prohibiting directors/commissioners and	OECD Principle III (B) Insider trading and abus prohibited
	employees to benefit from knowledge which is not generally available to the market?	ICGN 3.5 Employee share do Companies should have clees trading by directors and em own securities. Among othe to ensure individuals do not
3.3.2	Are the directors and commissioners required to report their dealings in company shares within <u>3 business</u> <u>days?</u>	which is not generally avail ICGN 8.5 Shareholder rights Minority shareholders sh protection and remedies ag oppressive conduct.
3.4	Related party transactions by directors	and key executives.
3.4.1	Does the company have a policy requiring directors/commissioners to disclose their interest in transactions and any other conflicts of interest?	OECD Principle III (C) Members of the board a be required to disclose to th directly, indirectly or on beł material interest in any trar affecting the corporation. ICGN 2.11.1 Related party tr Companies should have a p
		monitoring any related part committee of independent significant related party trai
		whether they are in the bes and if so to determine what
3.4.2	Does the company have a policy	ICGN 2.11.2 Director conflic Companies should have a p managing conflicts of intere director has an interest in a consideration by the board, not participate in those disc
	requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company?	should follow any further a Individual directors should 1 shareholder and public pero situations where there migh conflict of interest.
3.4.3	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?	
3.4.4	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.	-
8.5 3.5.1	Protecting minority shareholders from a Were there any RPTs that can be classified as financial assistance to	OECD Principle III (A) All shareholders of the sam
	entities other than wholly-owned subsidiary companies?	treated equally. (2) Minority shareholders shou actions by, or in the interest of acting either directly or indirec
3.5.2	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	acting either directly or indirec means of redress. ICGN 2.11.1 Related party tran Companies should have a proc monitoring any related party tri independent directors should in party transactions to determin best interests of the company is terms are fair. ICGN 2.11.2 Director conflicts of Companies should have a proc managing conflicts of interest director has an interest in a ms discussions and the board shoo appropriate processes. Individ conscious of shareholder and p

e AXA Life Insurance Corporation			
OECD Principle	Yes / No	Reference/Source Document	Links
nciple III	Y	AXA Philippines observes the basic principle of "one vote per one common share" and does not intend to deviate from this principle.	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2Fc91b525e-449f-4d18-8756-dbccc7125244_zvot3stg6u.pdf
areholders of the same series of a class treated equally. a any series of a class, all shares should carry		AXA Philippines Amended By-Laws: Section 9	
rights. All investors should be able to obtain on about the rights attached to all series and shares before they purchase. Any changes		AXA Philippines 2015 Corporate Governance Report	
rights should be subject to approval by those shares which are negatively affected.			https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2Ff79819eb-2f39-4ea6-a37d-3166808034bf_xkc3ngf053.pdf
1 Unequal voting rights 25 ordinary or common shares should feature for one share. Divergence from a 'one-share,			
standard which gives certain shareholders hich is disproportionate to their equity	N/A	AXA Philippines only has one class of stocks. AXA Philippines AOI	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2F1721e5a5-1dbb-4670-88cc-75e1b19cb564_lczn0xib0u.pdf
p should be both disclosed and justified.			
		AXA Philippines 2016 General Information Sheet - Part 1	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2Fbd1b0aba-a284-4940-958b-c9e397a7bc85_gis1.pdf
		AXA Philippines 2016 General Information Sheet - Part 2	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2F32c44f2e-aec9-4062-bc88-539893f9fbbe_gis2.pdf
		AXA Philippines 2015 Corporate Governance Report	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2Ff79819eb-2f39-4ea6-a37d-3166808034bf_xkc3ngf053.pdf
nciple II holders should have the opportunity to	Y	The Notice of the ASM reflects AXA Philippines practice of one resolution for one item (no bundling of several items into the same resolution)	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2F9c916232-4a1a-4ea5-93e8-7854f7ac5b41_iq9quxjci3.pdf
e effectively and vote in general shareholder and should be informed of the rules, voting procedures, that govern shareholder		AXA Philippines 2016 Notice of ASM	
: nolders should be furnished with sufficient y information concerning the date, location		AXA Philippines 2014 Notice of ASM	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2F433f2393-70d1-4e98-9fe3-cfb732b1399d_pmcjiw8c05.pdf
da of general meetings, as well as full and ormation regarding the issues to be decided . eting.		AXA Philippines 2015 Corporate Governance Report	
ive shareholder participation in key governance decisions, such as the			https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2Ff79819eb-2f39-4ea6-a37d-3166808034bf_xkc3ngf053.pdf
on and election of board members, should be l.	Y	All AXA Philippines' notices are in the English language.	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2F9c916232-4a1a-4ea5-93e8-7854f7ac5b41_iq9quxjci3.pdf
nciple II areholders of the same series of a class treat equally.		AXA Philippines 2016 Notice of ASM	
iments to cross border voting should be d.		Published 2016 Notice of ASM	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2Fc745bd5d-42a1-48ae-aedc-fdbb001c12b8_v65vqru66a.pdf
2 Shareholder participation in governance lers should have the right to participate in rate governance decisions, such as the right			
rate governance decisions, such as the right ate, appoint and remove directors in an basis and also the right to appoint external	N		
1 Shareholder ownership rights			
ise of ownership rights by all shareholders facilitated, including giving shareholders d adequate notice of all matters proposed	Y	Revised Corporate Governance Manual: Page 17	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2F7e785473-034c-4f8a-9f1f-cc2cab4b5212_xfvg2wcm9c.pdf
nolder vote.			
ŀ	Y	Amended By-Laws: Article IX	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2Fbc4fc147-f550-4316-a78d-97f98ab1c776_ekz955f3n3.pdf
		2015 Corporate Governance Report	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2Ff79819eb-2f39-4ea6-a37d-3166808034bf_xkc3ngf053.pdf
	Y	The 2015 Audited Financial Statement presented to the stockholders during the lates ASM disclosed that there is no dividend declared and paid for 2015. This was duly noted by the stockholders.	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2Fd1ff2b82-b6ba-44ac-b837-d75b0ca47bcb_4ihrftr7w0.pdf
		AXA Philippines 2016 ASM Minutes	
		2015 AXA Philippines Audited Financial Statement (AFS): Statements of Changes in Equity, Equity (pages 40-41)	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2F85847f53-2e7e-4b42-ba45-67acbaf80b34_sfb8swff7o.pdf
	Y	AXA Philippines 2015 Corporate Governance Report Proxy forms are included in the notices of the ASM. Each notice uploaded to the AXA website contains the proxy form.	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2F9c916232-4a1a-4ea5-93e8-7854f7ac5b41_iq9quxjci3.pdf
		AXA Philippines 2016 Notice of ASM	
		AXA Philippines 2014 Notice of ASM	https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2F433f2393-70d1-4e98-9fe3-cfb732b1399d_pmcjiw8c05.pdf
prohibited.			
: prohibited. nciple III r trading and abusive dealing should be d	Y	AXA Group Compliance and Ethics Guide: Page 8 (item 14); Page 16 (item 4.2); Annex C (Policy statement on trading in AXA Group securities - Insider trading policy)	https://cdn.axa.com/www-axa-com%2F89e0031e-0614-420f-86db-e188017b82da_axa_complianceguide_2011.pdf
ciple III r trading and abusive dealing should be d Employee share dealing es should have clear rules regarding any	Y		https://cdn.axa.com/www-axa-com%2F89e0031e-0614-420f-86db-e188017b82da_axa_complianceguide_2011.pdf
ciple III r trading and abusive dealing should be d Employee share dealing ss should have clear rules regarding any y directors and employees in the company's rities. Among other issues, these must seek individuals do not benefit from knowledge			https://cdn.axa.com/www-axa-com%2F89e0031e-0614-420f-86db-e188017b82da_axa_complianceguide_2011.pdf https://new-axa-prod.s3.amazonaws.com/axa-com-ph%2Ff79819eb-2f39-4ea6-a37d-3166808034bf_xkc3ngf053.pdf
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Traciple III Traciple III Traciple III Trading and abusive dealing should be d Employee share dealing Exployed and employees in the company's prites. Among other issues, these must seek individuals do not benefit from knowledge to generally available to the market. Shareholder rights of action by shareholders should be afforded an and remedies against abusive or e conduct. Recutives. Traciple III bers of the board and key executives should ed to disclose to the board whether they, andirectly or on behalf of third parties, have a interest in any transaction or matter directly the corporation. 1.1 Related party transactions as should have a process for reviewing and ga any related party transactions to determine they are in the best interests of the company to determine what terms are fair. 1.2 Director conflicts of interest as an interest in a matter under tion by the board, then the director should ipate in those discussions and the board low any further appropriate processes. directors should be conscious of ler and public perceptions and seek to avoid a where there might be an appearance of a finterest. tione time enter the among and seek to avoid a syn related party transaction. If a data an interest of, controlling shareholders er directors is a matter under tion by the board, then the director should ipate in the set ornscious of ler and public perceptions and seek to avoid a where there might be an appearance of a finterest. time state appearance of a finterest 1 Related party transactions a should have a process for reviewing and any related party transaction at committee of not directors should be conscious of ler and public perceptions and seek to avoid a where there might be an appearance of a finterest. time terve of a controlling shareholders er directly or indirectly and should have effectiv	 _	Securities - Insider trading policy) AAA Philippines 2015 Corporate Governance Report Derectors 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. ASA Philippines 2015 Corporate Governance Manual: Ethics (Page 4), Conflicts of Interest (page 5) ASA Group Compliance and Ethics Guide: Item 2 (pages 11-13) ASA Philippines 2015 Corporate Governance Report Related Party Interests are required to be disclosed in the Audited Financial Statement ASA Philippines 2015 Corporate Governance Report Corporate Governance Manual: Ethics (Page 71) Corporate Governance Manual (Appendix II, page 11) 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. ASA Philippines Revised Corporate Governance Manual: Ethics (Page 4), Conflicts of Interest (page 5) Default 2015 Audited Financial Statement (Page 76) There were no RPTs that can be classified as financial assistance as disclosed in the AMA Philippines 2015 ArS: AXA Philippines 2015 ArS: Item 24 (Page 71)	https://new-awa.prod.s3.amatonaws.com/awa.com.ph%2F79819eb-2739-4ea6-a37d-3166808034bf_xkc3ngtD53.pdf https://new-awa.prod.s3.amatonaws.com/awa.com.ph%2F6bb96db4-f83c-4696-8f6e-0f7253a273ef_xkg2wcm9c.pdf https://new-awa.prod.s3.amatonaws.com/awa.com.ph%2F6bb96db4-f83c-4696-8f6e-0f7253a273ef_xkg2wcm9c.pdf https://new-awa.prod.s3.amatonaws.com/awa.com.ph%2F6bb96db4-f83c-4696-8f6e-0f7253a273ef_xkg2wcm9c.pdf https://new-awa.prod.s3.amatonaws.com/awa.com.ph%2F79819ab-2f39-4ea6-a37d-3166808034bf_xkc3ngtD53.pdf https://new-awa.prod.s3.amatonaws.com/awa.com.ph%2F79785473-034c-4f8a-9f1f-cc2cab4b5212_xhg2wcm9c.pdf https://new-awa.prod.s3.amatonaws.com/awa.com.ph%2F7e785473-034c-4f8a-9f1f-cc2cab4b5212_xhg2wcm9c.pdf https://new-awa.prod.s3.amatonaws.com/awa.com.ph%2F7e785473-034c-4f8a-9f1f-cc2cab4b5212_xhg2wcm9c.pdf https://new-awa.prod.s3.amatonaws.com/awa.com.ph%2F7e785473-034c-4f8a-9f1f-cc2cab4b5212_xhg2wcm9c.pdf https://new-awa.prod.s3.amatonaws.com/awa.com.ph%2F7e785473-034c-4f8a-9f1f-cc2cab4b5212_xhg2wcm9c.pdf https://new-awa.prod.s3.amatonaws.com/awa.com.ph%2F7e785473-034c-4f8a-9f1f-cc2cab4b5212_xhg2wcm9c.pdf https://new-awa.prod.s3.amatonaws.com/awa.com.ph%2F1e7854753-034c-4f8a-9f1f-cc2cab4b5212_xhg2wcm9c.pdf https://new-awa.prod.s3.amatonaws.com/awa.com.ph%2F1e7854753-034c-4f8a-9f1f-cc2cab4b5212_xhg2wcm9c.pdf https://new-awa.prod.s3.amatonaws.com/awa.com.ph%2F45584753-3e7e-4b42-ba45-67acbaf80b34_sf8awf7ro.pdf
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