

| Company Name: | | Philippine AXA Life Insurance Corporation | | Class 3 | |
|--------------------|---|---|----------|--|--|
| Financial Yearend: | | 2014 | | | |
| Sector: | | Insurance | | | |
| | | OECD Principle | Yes / No | Reference/Source Document | |
| Level 2 | Penalty Items | | | | |
| A | Rights of shareholders | | | | |
| A.1 | Basic shareholder rights | | | | |
| A.1.1(P) | Did the company fail or neglect to offer equal treatment for share repurchases to all shareholders? | OECD Principle II (A) | N | Default | |
| A.2 | Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse. | | | | |
| A.2.1(P) | Is there evidence of barriers that prevent shareholders from communicating or consulting with other shareholders? | OECD Principle II (G) Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse. | N | There are no such barrier. | |
| A.3 | Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting | | | | |
| A.3.1(P) | Did the company include any additional and unannounced agenda item into the notice of AGM/EGM? | OECD Principle II (C) 2 | N | <ul style="list-style-type: none"> • Notice of Annual Stockholders Meeting • Minutes of the Annual Stockholders | |
| A.4 | Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed. | | | | |
| | Did the company fail to disclose the existence of: | | | | |
| A.4.1(P) | Shareholders agreement? | OECD Principle II (D) | N | • Company Website | |
| A.4.2(P) | Voting cap? | | N | Default | |
| A.4.3(P) | Multiple voting rights? | | N | Default | |
| | | OECD Principle | Yes / No | Reference/Source Document | |
| Level 2 | Penalty Items | | | | |
| A.5 | Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed. | | | | |
| A.5.1(P) | Is a pyramid ownership structure and/ or cross holding structure apparent? | OECD Principle II (D): Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed. Some capital structures allow a shareholder to exercise a degree of control over the corporation disproportionate to the shareholders' equity ownership in the company. Pyramid structures, cross shareholdings and shares with limited or multiple voting rights can be used to diminish the capability of non-controlling shareholders to influence corporate policy. | N | <ul style="list-style-type: none"> • General Information Sheet 2014 No pyramid ownership structure and/or cross holding structure exists. | |
| B | Equitable treatment of shareholders | | | | |
| B.1 | Insider trading and abusive self-dealing should be prohibited. | | | | |
| B.1.1(P) | Has there been any conviction of insider trading involving directors/commissioners, management and employees in the past three years? | | N | There has been no conviction of insider trading involving AXA's directors, management and/or employees | |
| B.2 | Protecting minority shareholders from abusive action | | | | |
| B.2.1(P) | Has there been any cases of non compliance with the laws, rules and regulations pertaining to significant or material related party transactions in the past three years? | | N | There has been no such cases filed against AXA in the past 3 years. | |
| C | Role of stakeholders | | | | |
| C.1 | The rights of stakeholders that are established by law or through mutual agreements are to be respected. | | | | |
| C.1.1(P) | Have there been any violations of any laws pertaining to labour/employment/ consumer/insolvency/ commercial/competition or environmental issues? | | N | No such violation has been filed against AXA. | |
| C.2 | Where stakeholders participate in the corporate governance process, they should have access to relevant, sufficient and reliable information on a timely and regular basis. | | | | |
| | | OECD Principle | Yes / No | Reference/Source Document | |
| Level 2 | Penalty Items | | | | |
| C.2.1(P) | Has the company faced any sanctions by regulators for failure to make announcements within the requisite time period for material events? | | N | No such sanctions by regulators has been imposed against AXA. | |
| D | Disclosure and transparency | | | | |
| | | OECD Principle | Yes / No | Reference/Source Document | |
| D.1 | Sanctions from regulator on financial reports | | | | |
| D.1.1(P) | Did the company receive a "qualified opinion" in its external audit report? | | N | No qualified opinion in its external audit report has been received by | |
| D.1.2(P) | Did the company receive a "adverse opinion" in its external audit report? | | N | No adverse opinion in its external audit report has been received by | |
| D.1.3(P) | Did the company receive a "disclaimer opinion" in its external audit report? | | N | | |
| D.1.4(P) | Has the company in the past year revised its financial statements for reasons other than changes in accounting policies? | | N | No revision has been made in AXA's financial statements | |
| E | Responsibilities of the Board | | | | |
| E.1 | Compliance with listing rules, regulations and applicable laws | | | | |
| E.1.1(P) | Is there any evidence that the company has not complied with any listing rules and regulations over the past year apart from disclosure rules? | | N | The regulatory requirement to comply with listing rules and regulations is not applicable since AXA is a privately-held company | |
| E.1.2(P) | Have there been any instances where nonexecutive directors/commissioner have resigned and raised any issues of governance-related concerns? | | N | No such instances have occurred. | |
| E.2 | Board Appraisal | | | | |
| E.2.1(P) | Does the Company have any independent directors/commissioners who have served for more than nine years or two terms (whichever is higher) in the same capacity? | | N | There is currently no requirement in law or in regulation as to the term limit of independent directors in insurance companies. | |
| | | OECD Principle | Yes / No | Reference/Source Document | |
| Level 2 | Penalty Items | | | | |

| | | OECD Principle | Yes / No | Reference/Source Document |
|----------------|--|----------------|----------|---|
| Level 2 | Penalty Items | | | |
| E2.2(P) | Did the company fail to identify who are the independent director(s)/commissioner(s)? | | N | No. Identity of the independent directors are sufficiently disclose. |
| E3 | External Audit | | | |
| E.3.1(P) | Is any of the directors or senior management a former employee or partner of the current external auditor (in the past 2 years)? | | N | There is no director or senior management who is a former employee or partner of its current external auditor |
| E4 | Board Structure and Composition | | | |
| E4.1(P) | Is any of the directors a former CEO of the company in the past 2 years? | | N | |