

| Company Name: | | Charter Ping An Insurance Corporation | | | | |
|---|---|---|--------|---|--|-----------------------|
| Financial Year End: | | 2017 | | | | |
| Sector | | Insurance | | | | |
| | | OECD Principle | Yes/No | Reference/Source Document | Links | Self-Assessment Score |
| B. Equitable Treatment of Shareholders | | | | | | |
| B.1 Shares and voting rights | | | | | | |
| B.1.1. | Do the company's ordinary or common shares have one vote for one (1) 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 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. | Y | CPAIC Philippines observes the basic principle of ""one vote per one common share"" and does not intend to deviate from this principle. CPAIC Amended By-Laws: Section 9. | Hyperlinks\B.Equitable Treatment\B.1.1_Sec.9 CPAIC By-Laws. 2016.pdf | 1 |
| B.1.2. | Where the company has more than one class of shares, does the company publicize the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)? | 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. | N/A | CPAIC has only one class of stocks. CPAIC AOI. | Hyperlinks\B.Equitable Treatment\B.1.2.CPAIC AOI.pdf | 0 |
| | | | | CPAIC 2017 General Information Sheet-Capital Structure | Hyperlinks\B.Equitable Treatment\B.1.2. commonstocksCPAIC's General Information Sheet (GIS) 2017 20170524.pdf | |
| B.2. Notice of AGM | | | | | | |
| B.2.1 | 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? | 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: | Y | The Notice of the ASM reflects CPAIC practice of one resolution for one item (no bundling of several items into the same resolution) CPAIC 2017 Notice of ASM. | Hyperlinks\B.Equitable Treatment\B.2.1. Notice ASM 2017.pdf | 1 |
| | | | | Minutes of Meeting ASM | Hyperlinks\B.Equitable Treatment\B.2.1. Minutes of Stockholders Meeting 26 June 2017.pdf | |
| B.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? Does the notice of AGM/circulars have the following details: | (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. | Y | All CPAIC's notices are in the English language. CPAIC 2017 Notice of ASM. | Hyperlinks\B.Equitable Treatment\B.2.2. Notice ASM 2017.pdf | 1 |
| B.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? | (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated. | Y | All of these information are readily available on the CPAIC Website, under the Company's Annual Report (Pages 5-8). | Hyperlinks\B.Equitable Treatment\B.2.3. Annual Report.PDF | 1 |
| B.2.4. | Are the auditors seeking appointment/re-appointment clearly identified? | OECD Principle II | Y | CPAIC Revised Corporate Governance Manual: Appendix 4 | Hyperlinks\B.Equitable Treatment\B.2.4.BRMAC Revised Corporate Governance Manual.pdf | 1 |
| B.2.5 | Has an explanatory of the dividend policy been provided? | (A) All shareholders of the same series of a class should be treat equally. | Y | Amended By-Laws: Article IX | Hyperlinks\B.Equitable Treatment\B.2.5. Dividend CPAIC By-Laws. 2016.pdf | 1 |
| B.2.6. | Is the amount payable for final dividends disclosed? | (4) Impediments to cross border voting should be eliminated. | Y | The 2016 Audited Financial Statement presented to the stockholders during the latest ASM disclosed that there is no dividend declared and paid for 2016. This was duly noted by the stockholders. CPAIC 2017 ASM Minutes. | Hyperlinks\B.Equitable Treatment\B.2.6. CPAIC Minutes of Stockholders Meeting 4.26.17.pdf | 1 |
| | | ICGN 8.3.2 Shareholder participation in governance Shareholders should have the right to participate in | | 2016 CPAIC Audited Financial Statement (AFS): Statements of Financial Position (page 6) | Hyperlinks\B.Equitable Treatment\B.2.6. Statement of Financial 2016 Audited Financial Statement CPAIC.pdf | |
| B.2.7 | Where the proxy documents made easily available? | 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 | Proxy forms are included in the notices of the ASM, if needed. CPAIC Notice of ASM 2017 CPAIC 2017 ASM Minutes. | Hyperlinks\B.Equitable Treatment\B.2.7. Notice ASM 2017.pdf Hyperlinks\B.Equitable Treatment\B.2.7. CPAIC Minutes of Stockholders Meeting 4.26.17.pdf | 1 |
| | | ICGN 8.4.1 Shareholder ownership rights The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder vote. | | | | |

| B.3 Insider trading and abusive self-dealing should be prohibited. | | | | | | |
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| B.3.1. | Does the company have policies and/or rules prohibiting directors/commissioners and employees to 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 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. | Y | CPAIC Corporate Governance Manual provides controls against self-dealing directors; See Appendix 3 "Code of Conduct". AXA Compliance & Ethics Guide. | Hyperlinks\B.Equitable Treatment\B.3.1. Code of Conduct Revised Corporate Governance Manual.pdf Hyperlinks\B.Equitable Treatment\B.3.1.AXA Compliance & Ethics Guide for Employees.pdf | 1 |
| B.3.2. | Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners? | | N/A | | | 0 |
| B.4 Related party transactions by directors and key executives. | | | | | | |
| B.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 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 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. | Y | 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. See Appendix 3 "Code of Conduct". AXA Compliance & Ethics Guide. | Hyperlinks\B.Equitable Treatment\B.4.1. Code of Conduct Revised Corporate Governance Manual - Copy.pdf | 1 |
| B.4.2. | Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company? | 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. | Y | CPAIC Revised Corporate Governance Manual: Appendix 4 | Hyperlinks\B.Equitable Treatment\B.4.2.BRMAC Revised Corporate Governance Manual.pdf | 1 |
| B.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? | | Y | CPAIC Revised Corporate Governance Manual, Board Charter: Appendix 1 AXA Compliance & Ethics Guide. | Hyperlinks\B.Equitable Treatment\B.4.3. Board Charter Appendix 1 Revised Corporate Governance Manual.pdf Hyperlinks\B.Equitable Treatment\B.4.3.AXA Compliance & Ethics Guide for Employees.pdf | 1 |
| B.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. | | Y | CPAIC Revised Corporate Governance Manual, Board Charter: Appendix 1 AXA Compliance & Ethics Guide. | Hyperlinks\B.Equitable Treatment\B.4.4. Board Charter Appendix 1 Revised Corporate Governance Manual - Copy.pdf Hyperlinks\B.Equitable Treatment\B.4.4.AXA Compliance & Ethics Guide for Employees.pdf | 1 |
| | | | | AFS 2016, Disclosure on Related Party Transactions, Pages 38-41. | Hyperlinks\B.Equitable Treatment\B.4.4._RPT_2016 Audited Financial Statement CPAIC.pdf | |
| B.5 Protecting minority shareholders from abusive actions | | | | | | |
| B.5.1. | Were there any RPTs that can be classified as financial assistance to entities 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 redress. 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. | N | There were no RPTs that can be classified as financial assistance as disclosed in the CPAIC AFS 2016. CPAIC AFS 2016 : Item 23 (Page 38) | Hyperlinks\B.Equitable Treatment\B.5.1. RPT 2016 Audited Financial Statement CPAIC.pdf | 0 |
| | Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length? | ICGN 2.11.2 Director conflicts of interest Companies should have a process for identifying and | | CPAIC Revised Corporate Governance Manual, Board Charter: Appendix 1 AXA Compliance & Ethics Guide. | Hyperlinks\B.Equitable Treatment\B.5.2. Board Charter Appendix 1 Revised Corporate Governance Manual - Copy.pdf Hyperlinks\B.Equitable Treatment\B.5.2.AXA Compliance & Ethics Guide for Employees.pdf | |

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| B.5.2 | | <p>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.</p> <p>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.</p> <p>Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct</p> | Y | AFS 2016, Disclosure on Related Party Transactions, Pages 38-41. | Hyperlinks\B.Equitable Treatment\B.5.2. RPT 2016 Audited Financial Statement CPAIC.pdf | 1 |
| | | | | | Score | 14 |
| | | | | | Total | 17 |
| | | | | | Default Items | 0 |
| | | | | | N/A | 2 |
| | | | | | No | 1 |