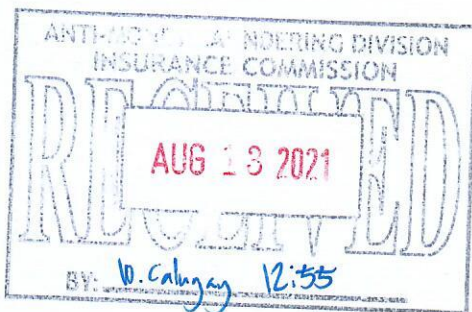


**ANNUAL CORPORATE GOVERNANCE REPORT OF**

**Insular Health Care, Inc.**

(Name of Company)

1. For the fiscal year ended **2020**
2. Certificate Authority Number **HMO-2020-10R**
3. **Metro Manila, Philippines**  
Province, Country or other jurisdiction of incorporation or organization
4. **2/F Insular Health Care Building, 167 Dela Rosa corner  
Legazpi Street, Legazpi Village, Makati City**  
Address of principal office **1229**  
Postal Code
5. **(02) 8813-0131 to 36**  
Company's telephone number, including area code
6. **www.insularhealthcare.com.ph**  
Company's official website
7. **Not applicable**  
Former name, former address, and former fiscal year, if changed since last report.



**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>The Board's Governance Responsibilities</b>			
<b>Principle 1:</b> The company should be headed by a competent, working Board to foster the long-term success and sustainability of the corporation in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.			
<b>Recommendation 1.1</b>			
1. Board is composed of director's with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	<b>Compliant</b>	Provide information or link/ reference to a document containing information on the following: <ol style="list-style-type: none"> <li>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors</li> <li>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</li> </ol> <p>The Board is represented with appropriate mix of competence, skills, background and experience in the areas of finance, business, risk management, legal and compliance, insurance, medical, technology, operations and corporate governance that are relevant to the HMO industry.</p> <p>Kindly see the profiles of the Directors in the Board of Directors section of the IHCI website.  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf</a></p> <p>Please also refer to the Skills and Background Matrix of the 2020 Directors at  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Skills-Matrix-of-the-BOD-.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Skills-Matrix-of-the-BOD-.pdf</a></p>	
2. Board has an appropriate mix of competence and expertise.	<b>Compliant</b>		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	<b>Compliant</b>		

**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 1.2</b>			
<p>1. Board is composed of a majority of non-executive directors.</p>	<p><b>Compliant</b></p>	<p>Identify or provide link/reference to a document identifying the directors and the type of their directorships</p> <p>Kindly see the profiles of the Directors in the Board of Directors section of the IHCI website.  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf</a></p> <p>Please also refer to the Skills and Background Matrix of the 2020 Directors at  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Skills-Matrix-of-the-BOD-.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Skills-Matrix-of-the-BOD-.pdf</a></p>	
<b>Recommendation 1.3</b>			
<p>1. Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors</p>	<p><b>Compliant</b></p>	<p>Provide link or reference to the company’s Board Charter and Manual on Corporate Governance relating to its policy on training of directors</p> <p>The Company’s Manual on Corporate Governance, Section 3.5, page 12 provides that all Directors shall undergo relevant and continuing training.</p> <p>Please refer to Sec 3.5, page 12 of the Manual on Corporate Governance  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	

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	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
2. Company provides in its Board Charter or Manual on Corporate Governance an orientation program for first time directors.	<b>Compliant</b>	Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous years, including the number of hours attended and the topics covered.	
3. Company has relevant annual continuing training for all directors.	<b>Compliant</b>	<p>The Company has an orientation program for every new Director to ensure their understanding of the business and operations of the Company and continuing training for Directors.</p> <p>Kindly see Annual Continuing Training at <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Write-Up-on-Annual-Continuing-Training.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Write-Up-on-Annual-Continuing-Training.pdf</a></p> <p><b>Please refer to Sec 3.5, page 12 of the Manual on Corporate Governance</b> <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	<b>Compliant</b>	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>The 2020 IHC BOD is composed of 3 Male Directors and 8 Female Directors. 2021 IHC BOD gender distribution changed to 4 Male and 7 Female Directors.</p>	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Kindly see Section 3.8, page 15 on Board Balance, Diversity and Independence <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	
<b>Recommendation 1.5</b>			
1. Board is assisted in its duties by a Corporate Secretary.	<b>Compliant</b>	Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.  The Company's Corporate Secretary, Atty Rowena M. Rodriguez, is responsible for assisting the Board in making business judgment in good faith and in the performance of their responsibilities and obligations.  The Corporate Secretary is a separate individual from the Compliance Officer. The Company's Corporate Secretary is Atty. Rowena M. Rodriguez while the Compliance Officer is Geronimo V. Francisco. The duties and responsibilities are different from those of the Compliance Officer.  Please refer to Compliance System Section, Items 1 & 2, page 7 of <u>Corporate Governance Manual final</u> <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	
2. Corporate Secretary is a separate individual from the Compliance Officer.	<b>Compliant</b>		
3. Corporate Secretary is not a member of the Board of Directors.	<b>Compliant</b>		

<b>ANNUAL CORPORATE GOVERNANCE REPORT</b>			
	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
		Please refer to profile of GVFrancisco (CO), management team at Management Profile <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Management-Profile-2021-1-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Management-Profile-2021-1-1.pdf</a>	
4. Corporate Secretary attends training/s on corporate governance.	<b>Compliant</b>	Please refer to attached certificate of attendance by Corporate Secretary <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/2020-Certificate-of-Board-of-Directors-Attendance.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/2020-Certificate-of-Board-of-Directors-Attendance.pdf</a>	
<b>Recommendation 1.6</b>			
1. Board is assisted by a Compliance Officer.	<b>Compliant</b>	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.  The Board is assisted by the Company Compliance Officer, Geronimo V. Francisco. He is not a member of the board.  Please refer to see the corporate profile of the Compliance Officer at Management Profile <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Management-Profile-2021-1-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Management-Profile-2021-1-1.pdf</a>	<b>Manual</b>
2. Compliance Officer has a rank of Vice President or an equivalent position with adequate stature and authority in the corporation.	<b>Compliant</b>		
3. Compliance Officer is not a member of the board.	<b>Compliant</b>		

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>See the Duties and Functions, Section 1. The Compliance Officer Under Compliance System, page 7 of the Manual on Corporate Governance  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p> <p>See Genral Information Sheet at  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/GIS-22-Apr-2021.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/GIS-22-Apr-2021.pdf</a></p>	
<p>4. Compliance Officer attends training/s on corporate governance annually.</p>	<p><b>Non-Compliant</b></p>	<p>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.</p>	<p>No Corporate Governance training was ever attended in 2020 by the Compliance Officer. He is scheduled to attend the Governance training organized by the Insurance Commission accredited training providers beginning this year.</p>
<p align="center"><b>Establishing Clear Roles and Responsibilities of the Board</b></p>			
<p><b>Principle 2:</b> The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.</p>			
<p><b>Recommendation 2.1</b></p>			
<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p><b>Compliant</b></p>	<p>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)</p> <p>The Directors act in good faith and in the best interest of the Company.</p>	

**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p>Kindly see the Minutes of the Annual Stockholders Meeting dated April 23, 2020 at <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/IHCI-Minutes-of-the-28th-Annual-Stockholders-Meeting-23-Apr-2020.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/IHCI-Minutes-of-the-28th-Annual-Stockholders-Meeting-23-Apr-2020.pdf</a></p> <p>Please refer to Section 3. Board of Directors, pages 7-18 of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
<b>Recommendation 2.2</b>			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	<b>Compliant</b>	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)	
2. Board oversees and monitors the implementation of the company's business objectives and strategy in order to sustain the company's long-term viability and strength.	<b>Compliant</b>	<p>Indicate frequency of review of business objectives and strategy</p> <p>The Board of Directors is primarily responsible for identifying and setting the Company's strategic directions. The Board monitors the implementation of the Company's strategies and reviews them periodically every 4Q of the year.</p> <p>Please refer to 3.5. Duties and Function of the Board, page 12 of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	



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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 2.3</b>			
1. Board is headed by a competent and qualified Chairperson.	<b>Compliant</b>	<p>Provide information or link/reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p>The Chairman of the Board, Ms. Nina Perpetua D. Aguas, non-executive director, serves to represent the interests of all shareholders and stakeholders. She provides leadership to assist the other Directors in carrying out their responsibilities and to enhance the effectiveness and cohesion of the Board as a whole.</p> <p>Kindly see the information on the Chairman of the Board at Board of Directors portion of the website <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf</a></p> <p>Please refer to Sec. 3.7. Powers and Duties of the Chairman of the Board, pages 15 of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
<b>Recommendation 2.4</b>			
1. Board ensures and adopts an effective succession planning program for directors, key officers, and management.	<b>Compliant</b>	Disclose and provide information or link/reference to a document containing information on the company's succession planning and retirement policies and programs, and its implementation.	

**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Board adopts a policy on the retirement for implementation directors and key officers.	<b>Compliant</b>	<p>The Board along with the Corporate Governance, Nomination and Remuneration Committees are responsible for the succession plan for the board members and senior officers, including adopting a retirement policy. The retirement program for the Board of Directors is exactly the same as the retirement program of the parent company, Insular Life.</p> <p>Kindly see the following references:                      Section 3.5. Duties and Functions of the Board, page 12                      Annex B-3. Charter of the Corporate Governance and Nomination Committee                      Annex B-5. Charter of Personnel and Remuneration Committee                      Manual on Corporate Governance  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
<b>Recommendation 2.5</b>			
1. Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members.	<b>Compliant</b>	Provide information or link/reference to a document containing information on the company’s remuneration policy and its implementation, including the relationship between remuneration and performance	
2. Board aligns the remuneration of key officers and board members with long-term interests of the company.	<b>Compliant</b>	<b>For BOD:</b> Please refer to items 3.10 and 3.11 pages 16-17 of <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	<b>Compliant</b>		

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><b>For Key Officers &amp; Management:</b> Please see attached HR Memo re: <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Performance-Appraisal-Policy.pdf">Performance Appraisal</a>  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Performance-Appraisal-Policy.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Performance-Appraisal-Policy.pdf</a></p>	
<b>Recommendation 2.6</b>			
1. Board has a formal and transparent boards nomination and election policy.	<b>Compliant</b>	<p>Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how he shortlisted candidates and how it encourages nominations from shareholders.</p> <p>Provide proof if minority shareholders have a right to nominate candidates to the Board.</p> <p>Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p> <p>The Corporate Governance and Nomination Committee and Personnel and Remuneration Committee set forth the selection of Directors. Minority interests have the right to elect, remove and replace Directors and vote on certain acts in accordance to the Company By-laws.</p> <p>Kindly see Annex B-3. Corporate Governance and Nomination Committee and Annex B-5. Personnel and Remuneration Committee of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-">https://www.insularhealthcare.com.ph/wp-</a></p>	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	<b>Compliant</b>		
3. Board nomination and election policy includes how the company accepts nominations from minority shareholders.	<b>Compliant</b>		
4. Board nomination and election policy includes how the board reviews nominated candidates.	<b>Compliant</b>		
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	<b>Compliant</b>		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	<b>Compliant</b>		

**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>  Please refer to Sections 2 and 3 of the Amended By-Laws <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/b.-IHCI-Amended-By-Laws.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/b.-IHCI-Amended-By-Laws.pdf</a>	
<b>Recommendation 2.7</b>			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	<b>Compliant</b>	Provide information on or reference to a document containing the company’s policy on related party transactions, including policy on review and approval of significant RPT’s.  Identify transactions that were approved pursuant to the policy.	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions	<b>Compliant</b>	The Board has the overall responsibility in ensuring that transactions with related parties that pass the materiality threshold are handled on a sound and prudent manner, with integrity, and in compliance with applicable laws and regulations to protect the interest of members, corporate clients, medical providers, vendors/suppliers and other stakeholders.	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	<b>Compliant</b>	Kindly see the Manual on Corporate Governance, Annex B-1. Audit and RPT Committee Charter, and Annex B-6. Risk Management Committee Charter <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Kindly refer to Policy on Related Party Transactions at <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/IHCI-RPT-POLICY_Rev-2.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/IHCI-RPT-POLICY_Rev-2.pdf</a>	
<b>Recommendation 2.8</b>			
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	<b>Compliant</b>	<p>Provide information on or reference to a document containing the Board’s policy and responsibility for approving the selection of management</p> <p>Identify the Management Team appointed</p> <p>The Board is primarily responsible for approving the selection of Management Team, including the President and CEO, Chief Risk Officer and Compliance Officer. Kindly see the Manual on Corporate Governance, Sec 3.5. Duties and Functions of the Board, page 12.</p> <p>Please refer to the 2020 Management Team in the IHCI official Website. Management Profile <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Management-Profile-2021-1-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Management-Profile-2021-1-1.pdf</a></p>	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	<b>Compliant</b>	<p>Provide information on or reference to a document containing the Board’s policy and responsibility for assessing the performance of management.</p> <p>Please refer to Item 3.5, page 12 of the Corporate Governance Manual on Duties and Responsibilities of the Board of Directors.</p>	

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	
<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management, including the Chief Executive Officer performance is at par with the standards set by the Board and Senior Management.	<b>Compliant</b>	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel  The Board establishes an effective performance management framework.	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	<b>Compliant</b>	Kindly see the Manual on Corporate Governance, Section 3.5. Duties and Functions of the Board, page 12 <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>  Please also refer to the Appraisal Policy for IHCI Senior Executives and Employees <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Performance-Appraisal-Policy.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Performance-Appraisal-Policy.pdf</a>	
<b>Recommendation 2.10</b>			
1. Board oversees that an appropriate internal control system is in place.	<b>Compliant</b>	Provide information or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included the internal control system.	
2. The internal control system includes a mechanism for monitoring and	<b>Compliant</b>		

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	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
managing potential conflict of interest of the Management, members and shareholders.		<p>The Board oversees an appropriate internal control systems for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p> <p>Kindly see Manual on Corporate Governance, Section 3.5. Duties and Functions of the Board, Page 12. Also, Annex B-5. Personnel and Remuneration Committee  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p> <p>Kindly also see the Code of Conduct, Section 7. Internal Controls  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Code-of-Conduct.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Code-of-Conduct.pdf</a></p>	
3. Board approves the Internal Audit Charter	<b>Compliant</b>	<p>Provide reference or link to the company’s internal Audit Charter</p> <p>Please refer to Annex B-5. Charter of the Personnel and Remuneration Committee, Manual on Corporate Governance  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
<b>Recommendation 2.11</b>			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to	<b>Compliant</b>	Provide information on or link/reference to a document showing the Board’s oversight responsibility on the establishment of a sound enterprise risk management	

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	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
effectively identify, monitor, assess and manage key business risks.		framework and how the board was guided by the framework	
2. The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	<b>Compliant</b>	<p>Provide proof of effectiveness of risk management strategies, if any.</p> <p>The Board oversees the sound risk management framework to monitor and manage strategic, regulatory, operational and financial risks.</p> <p>Kindly see the Manual on Corporate Governance, Section 3.5. Duties and Functions of the Board, page 12</p> <p>Please refer also the following documents: 2020 IHC - Risk &amp; Control Register - <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/2020-IHC-Risk-Control-Register_Insular-Health-Care_v2.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/2020-IHC-Risk-Control-Register_Insular-Health-Care_v2.pdf</a></p> <p>Risk Acceptance Form and Guidelines <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Risk-Acceptance-Form-and-Guidelines_v2.4-Clean.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Risk-Acceptance-Form-and-Guidelines_v2.4-Clean.pdf</a></p>	
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities, and accountabilities in carrying out its fiduciary duties.	<b>Compliant</b>	<p>Provide link to the company’s website where the Board Charter is disclosed.</p> <p>Kindly refer to Section 3 of the Manual on Corporate Governance</p>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	<b>Compliant</b>		



**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
3. Board Charter is publicly available and posted on the company's website.	<b>Compliant</b>	<a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	
<b>Establishing Board Committees</b>			
<p><b>Principle 3:</b> Board committees should be set up to the extent possible to support the effective performance of the Board’s functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration, The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.</p>			
<b>Recommendation 3.1</b>			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	<b>Compliant</b>	<p>Provide information or link/reference to a document containing information on all the board committees established by the company</p> <p>The Board established the following Board Committees with the principles of good corporate governance:</p> <ol style="list-style-type: none"> <li>1. Audit and Related Party Transactions (RPT) Committee</li> <li>2. Corporate Governance and Nomination Committee</li> <li>3. Risk Management Committee</li> </ol> <p>Please refer to Annexes B-1, B-3 and B-6 of the Manual on Corporate Governance  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
<b>Recommendation 3.2</b>			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting,	<b>Compliant</b>	Provide information or link/reference to a document containing information on the Audit Committee, including its functions	

**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION				
<p>internal control system, internal and external audit processes, and compliance with applicable laws and regulations,</p>		<p>Indicate if it is the Audit Committee’s responsibility to recommend the appointment and removal of the company’s external auditor</p> <p>The Company has an Audit and Related Party Committee which assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the internal and external audit process, and compliance with laws and regulations.</p> <p>Kindly see Manual on Corporate Governance, Annex B-1. Charter of Audit and RPT Committee  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>					
<p>2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.</p>	<p><b>Compliant</b></p>	<p>Provide information or link/reference to a document containing information on the members of the Audit Committee including their qualifications and type of directorship.</p> <p>The Audit and RPT Committee is composed of three (3) Directors, 2 are Independent Directors, including the Committee Chair, and who are appointed by the Board on an annual basis.</p> <p>The Committee is composed of the following members:</p> <table border="1" data-bbox="919 1323 1360 1425"> <thead> <tr> <th data-bbox="919 1323 1129 1360">Director</th> <th data-bbox="1129 1323 1360 1360">Designation</th> </tr> </thead> <tbody> <tr> <td data-bbox="919 1360 1129 1425">Susan R. Figueras</td> <td data-bbox="1129 1360 1360 1425">Chairman/ ID</td> </tr> </tbody> </table>	Director	Designation	Susan R. Figueras	Chairman/ ID	
Director	Designation						
Susan R. Figueras	Chairman/ ID						

**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION		EXPLANATION
		Emmanuel F. Dooc	Vice Chair/ ID	
		Marietta C. Gorrez	Member/ NED	
<p>3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.</p>	Compliant	<p>Kindly see Manual on Corporate Governance, Annex B-1. Charter of the Audit and RPT Committee  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p> <p>See also the profiles of the Directors in the 2020 Board of Directors portion of the IHCI website  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf</a></p>		
<p>4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p> <p>Kindly refer to Matrix of Skills, Background and Experience of the Board of Directors at  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Skills-Matrix-of-the-BOD-.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Skills-Matrix-of-the-BOD-.pdf</a></p>		

**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION								
		Kindly refer to profiles of the Directors at <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf</a>									
<b>Recommendation 3.3</b>											
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	<b>Non-Compliant</b>	Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions.  Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.	<p><b>It was only in 2021 that IHCI was able to create the Corporate Governance Committee during the Organizational Meeting of the Board of Directors last April 22, 2021.</b></p> <p><b>It is composed of three (3) Independent Directors of IHCI.</b></p>								
2. Corporate Governance Committee is composed of at least three members, majority of whom should be independent directors.	<b>Compliant</b>	The newly created Corporate Governance Committee is composed of three (3) Independent Directors, namely: <table border="1" data-bbox="919 889 1360 1101"> <thead> <tr> <th>Directors</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Atty Emmanuel Dooc</td> <td>Chairman</td> </tr> <tr> <td>Ma Carolina Dominguez</td> <td>Vice Chairman</td> </tr> <tr> <td>Susan Figueras</td> <td>Member</td> </tr> </tbody> </table>		Directors	Designation	Atty Emmanuel Dooc	Chairman	Ma Carolina Dominguez	Vice Chairman	Susan Figueras	Member
Directors	Designation										
Atty Emmanuel Dooc	Chairman										
Ma Carolina Dominguez	Vice Chairman										
Susan Figueras	Member										
3. Chairman of the Corporate Governance Committee is an independent director.	<b>Compliant</b>	Kindly see the profiles of the Directors in the 2020 Board of Directors and Credentials in the IHCI website <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf</a>									
<b>Recommendation 3.4</b>											

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	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	<b>Non-compliant</b>	Provide information or link/ reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions.	<b>None in 2020 but the creation of BROC is already included in the upcoming Board Meeting on October 2021. The chairmanship and the members of the committee were already identified. Its Charter was also made part of the Corporate Governance Manual.</b>  <b>The new committee is composed three (3) Independent Directors and (2) Non-Executive Directors and to be chaired by an Independent Director.</b>
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	<b>Non-compliant</b>	Provide information or link/ reference to a document containing information on the members of the BROC, including their qualifications and type of directorship	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	<b>Non-compliant</b>	Provide information or link/ reference to a document containing information on the Chairman of the BROC.	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	<b>Non-compliant</b>	Provide information or link/ reference to a document containing information on the background, skills, and/or experience of the members of the BROC.	
<b>Recommendation 3.5</b>			
1. The Board establishes a Related Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	<b>compliant</b>	Kindly see Manual on Corporate Governance, Annex B-1. Charter of the Audit and RPT Committee <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	<b>None in 2020 but effective July 22, 2021, the RPT was combined with the existing Audit Committee, renaming it to Audit and RPT Committee</b>  <b>Hence, compliant as of July 22, 2021</b>
2. RPT Committee is composed of at least three non-executive directors, majority of whom should be independent, including the Chairman.	<b>Compliant</b>	Provide information or link/ reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.	

**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION								
		<p>The Audit and RPT Committee is composed of three (3) Directors, 2 are Independent Directors.</p> <p>The Committee is composed of the following members:</p> <table border="1" data-bbox="919 472 1360 786"> <thead> <tr> <th>Directors</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Susan Figueras</td> <td>Chairman and Independent Director</td> </tr> <tr> <td>Emmanuel Dooc</td> <td>Vice Chairman and Independent Director</td> </tr> <tr> <td>Marietta Gorrez</td> <td>Member and Non-Executive Director</td> </tr> </tbody> </table> <p>Kindly see the profiles of the Directors in the 2020 Board of Directors and Credentials in the IHCI website <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf</a></p>	Directors	Designation	Susan Figueras	Chairman and Independent Director	Emmanuel Dooc	Vice Chairman and Independent Director	Marietta Gorrez	Member and Non-Executive Director	
Directors	Designation										
Susan Figueras	Chairman and Independent Director										
Emmanuel Dooc	Vice Chairman and Independent Director										
Marietta Gorrez	Member and Non-Executive Director										
<b>Recommendation 3.6</b>											
<p>1. All established committees have a Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	<p><b>Non-compliant</b></p>	<p>Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.</p>	<p><b>Non-compliant as far as CY2020 is concerned, but the required committee charters were all reflected in the Corporate Governance Manual which we have created during the Annual Organizational Meeting of the Board of Directors</b></p>								

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	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
2. Committee Charters provide standards for evaluating the performance of the Committees.	<b>Non-compliant</b>		Same explanation as above
3. Committee Charters were the company's website.	<b>Non-compliant</b>	Provide link to company's website where the Committee Charters are disclosed.	Same explanation as above
<b>Fostering Commitment</b>			
<b>Principle 4:</b> To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
<b>Recommendation 4.1</b>			
1. The Directors attends and actively participates in all meetings of the Board, Committees and shareholders in person or through tele- /videoconferencing conducted in accordance with the rules and regulations of the Commission.	<b>Compliant</b>	<p>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors of the Board, Committee and shareholders' meetings.</p> <p>Directors attend Board and Committee meetings and actively participate in deliberations and decisions in an objective manner, whether in person or through video conferencing, unless prevented by illness, death in the immediate family, serious accidents, or other analogous causes.</p> <p>Please refer to <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/2020-Certificate-of-Board-of-Directors-Attendance.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/2020-Certificate-of-Board-of-Directors-Attendance.pdf</a></p>	

**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		See also Sec 3.5, Duties and Functions of the Directors, page 12 of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	
2. The directors review meeting materials for all Board and Committee meetings.	<b>Compliant</b>	Kindly see Sec 3.5, Duties and Functions of the Directors, page 12 of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	
3. The directors asks the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	<b>Compliant</b>	Directors, if necessary, are expected to ask the necessary questions or to seek clarifications and explanations during the Board and Committee meetings.  Kindly see Sec 3.5, Duties and Functions of the Directors, page 12 of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	
<b>Recommendation 4.2</b>			
1. Non-executive directors concurrently serve as directors to a maximum of five Insurance Regulated Entities (ICREs) and publicly-listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management’s proposals/views, and oversee the long-term strategy of the company/	<b>Compliant</b>	Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.  Provide information or reference to a document containing information on the directorship of the company’s directors in both listed and non-listed companies.	



**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION				
		Kindly see profiles of the Board of Directors that contain information on their directorships. <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf</a>					
<b>Recommendation 4.3</b>							
1. The directors notify the company’s board where he/she is an incumbent director before accepting a directorship in another company	<b>Compliant</b>	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.  The Directors will notify before the Company’s Board before accepting the directorship in another company.  In 2020, there are no notifications submitted to the Corporate Secretary  Kindly see Sec 3.5, Duties and Functions of the Directors, page 12 of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>					
<b>Reinforcing Board Independence</b>							
<b>Principle 5:</b> The board should endeavor to exercise an objective and independent judgment on all corporate affairs							
<b>Recommendation 5.1</b>							
1. The Board is composed of at least twenty percent (20%) independent directors.	<b>Compliant</b>	The 2020 Board is composed of eleven (11) Directors, three (3) Independent Directors and eight (8) non-Independent Directors  <table border="1" data-bbox="919 1365 1360 1396"> <thead> <tr> <th data-bbox="919 1365 1140 1396">Directors</th> <th data-bbox="1140 1365 1360 1396">Designation</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> </tr> </tbody> </table>	Directors	Designation			
Directors	Designation						

**ANNUAL CORPORATE GOVERNANCE REPORT**

ANNUAL CORPORATE GOVERNANCE REPORT				
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION		EXPLANATION
		Nina D. Aguas	Chairman/ NED	
		Mona Lisa Dela Cruz	Vice Chair/ NED	
		Noemi G. Azura	Member/ ED	
		Renato S. De Jesus	Member/ NED	
		Emmanuel F. Dooc	Member/ ID	
		Carol V. Dominguez	Member/ ID	
		Ma. Edita Elicano	Member/ NED	
		Susan R. Figueras	Member/ ID	
		Marietta C. Gorrez	Member/ NED	
		Raoul E. Littaua	Member/ NED	
		Deborah D. Ona	Member/ NED	
		Kindly refer to 2020 Board of Directors profile in the website <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf</a>		
<b>Recommendation 5.2</b>				
1. The independent directors possess a necessary qualifications and none of the disqualifications to hold the position.	<b>Compliant</b>	Provide information or link/refence to a document containing information on the qualifications of eh independent directors.		

**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION										
		Kindly refer to 2020 Board of Directors profile in the website <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf</a>											
<b>Recommendation 5.3</b>													
<p>1. The independent directors serve for a maximum cumulative term of nine years.</p> <p>As far as Insurance Companies are concerned, the foregoing term limit shall be reckoned from 02 January 2015 while the reckoning date for the Pre-Need Companies and Health Maintenance Organizations shall be from 21 September 2016.</p> <p>For other covered entities, all previous terms served by existing Independent Directors prior to the effectivity of this Circular shall not be included in the application of the term limit prescribed in this item.</p>	<b>Compliant</b>	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p> <table border="1" data-bbox="919 711 1360 992"> <thead> <tr> <th>Directors</th> <th>Number of Years Served*</th> </tr> </thead> <tbody> <tr> <td>Emmanuel F. Dooc</td> <td>1 year</td> </tr> <tr> <td>Susan R. Figueras</td> <td>3 years</td> </tr> <tr> <td>Carolina V. Dominguez</td> <td>2 years</td> </tr> <tr> <td><i>Cumulative no. of years</i></td> <td><i>6 years</i></td> </tr> </tbody> </table> <p>* as of December 31, 2020</p> <p>Kindly refer to Section 3.4. Independent Directors, page 10 of the Manual on Corporate Governance  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	Directors	Number of Years Served*	Emmanuel F. Dooc	1 year	Susan R. Figueras	3 years	Carolina V. Dominguez	2 years	<i>Cumulative no. of years</i>	<i>6 years</i>	
Directors	Number of Years Served*												
Emmanuel F. Dooc	1 year												
Susan R. Figueras	3 years												
Carolina V. Dominguez	2 years												
<i>Cumulative no. of years</i>	<i>6 years</i>												
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<b>Compliant</b>	Kindly refer to Section 3.4. Independent Directors, page 10 of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>											
<p>3. In the instance that the company retains an independent director in the</p>	<b>Compliant</b>	<a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>											

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<p>same capacity after nine years, the board submits to the Insurance Commission a formal written justification and seek shareholders' approval during the annual shareholders' meeting.</p>		<p><a href="content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
<b>Recommendation 5.4</b>			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<b>Compliant</b>	<p>Identify the company's Chairman of the Board and Chief Executive Officer</p> <p>The Chairman of the Board is a separate individual from the Chief Executive Officer. The Company's Chairman of the Board is Ms. Nina Perpetua D. Aguas while the CEO is Ms. Maria Noemi G. Azura</p> <p>Kindly refer to the Profiles of the 2020 Board of Directors <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf</a></p>	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<b>Compliant</b>	<p>Please refer to Item 3.7 page 15 of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a> and Sections 5 &amp; 6 of the Amended By-Laws of IHCI <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/b.-IHCI-Amended-By-Laws.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/b.-IHCI-Amended-By-Laws.pdf</a></p> <p>The Chairman of the Board and President/CEO are two (2) distinct individuals</p>	
<b>Recommendation 5.5</b>			

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	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
<p>1. If the Chairman of the Board is not an independent director or where the roles of Chairman and CEO are being held by one person, the Board should designate a lead director among the independent directors.</p>	<p><b>Compliant</b></p>	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Kindly refer to Section 3.4. Independent Director page 10 of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p> <p>Please also refer to item 5, <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">Matters for Approval by the Board</a> <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p> <p>Atty. Emmanuel F. Dooc is the Lead Independent Director</p>	
<b>Recommendation 5.6</b>			
<p>1. Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations for the same.</p>	<p><b>Compliant</b></p>	<p>Provide proof of abstention, if this was the case</p> <p>Directors are required to disclose any personal interest or conflict of interest in relation to any matter to be considered by the Board and abstain from taking part in the deliberations for the same.</p> <p>Kindly see Section 3.5, Duties and Functions of the Board of Directors, page 12 of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	

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	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
<b>Recommendation 5.7</b>			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the corporation.	<b>Non-compliant</b>	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	<b>For implementation in 2021. First meeting of the non-executive directors (NEDs) will be on October 2021.</b>
2. The meetings are chaired by the lead independent director.	<b>Compliant</b>	It will be chaired by the Lead Independent Director, Atty. Emmanuel F. Dooc	
<b>Assessing Board Performance</b>			
<b>Principle 6:</b> The best measure of the Board’s effectiveness is through an assessment process. The Board s regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies			
<b>Recommendation 6.1</b>			
1. The Board conducts an annual assessment of its performance as a whole.	<b>Non-Compliant</b>	Provide proof of annual assessments conducted for the whole board, the individual members, the Chairman and the Committees.	<b>This is contained in the Corporate Governance Manual and for implementation for the very first time on December 2021.</b>
2. The performance of the Chairman is assessed annually by the Board.	<b>Non-Compliant</b>		
3. The performance of the individual member of the Board is assessed annually by the Board.	<b>Non-Compliant</b>		
4. The performance of each committee is assessed annually by the Board.	<b>Non-Compliant</b>		
5. Every three years, the assessments are supported by an external facilitator.	<b>Non-Compliant</b>	Identify the external facilitator and provide proof of use of an external facilitator.	<b>Same as above</b>
<b>Recommendation 6.2</b>			

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1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	<b>Compliant</b>	Please see Item 3.10. Performance Evaluation, pages 16-17 of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	
2. The system allows for a feedback mechanism from the shareholders.	<b>Compliant</b>		
<b>Strengthening Board Ethics</b>			
<b>Principle 7:</b> Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all shareholders.			
<b>Recommendation 7.1</b>			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	<b>Compliant</b>	Provide information on or link/reference to the company's Code of Business Conduct and Ethics  The Code of Conduct, applicable to all Directors of the Board, Management Team and employees, sets out clear standards for professional and ethical behavior.  Kindly refer to IHC Code of Conduct and Ethics at <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Code-of-Conduct.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Code-of-Conduct.pdf</a>	
2. The Code is properly disseminated to the Board, senior management and employees.	<b>Compliant</b>	Thru email to employees and by uploading to IHCI official website	
3. The Code is disclosed and made available to the public through the company website.	<b>Compliant</b>		
<b>Recommendation 7.2</b>			
1. Board ensures the proper and efficient implementation and monitoring of	<b>Non-Compliant</b>		<b>This is already incorporated in the Corporate Governance</b>

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compliance with the Code of Business Conduct and Ethics.		Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.	<b>Manual and for implementation beginning 2021.</b>
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	<b>Compliant</b>	<p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <p>This will be part of the functions of the Compliance Officer. Please refer to Section 14. Monitoring and Assessment, page 23 of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
<b>Disclosure and Transparency</b>			
<b>Enhancing Company Disclosure Policies And Procedures</b>			
<b>Principle 8:</b> The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.			
<b>Recommendation 8.1</b>			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	<b>Compliant</b>	<p>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders.</p> <p>Kindly see the following sections of the Corporate Governance Manual:            Sec 3.2 General Responsibilities of the Board            Sec 3.5 Duties and Functions of the BODs            Sec 5.1 Financial Reporting</p>	



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		<a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	
<b>Recommendation 8.3</b>			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	<b>Compliant</b>	Kindly refer to the 2020 Board of Directors at <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf</a>	
2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	<b>Compliant</b>	Kindly refer to the 2020 Board of Directors at <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/BOD-PROFILE-1.pdf</a>	
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.	<b>Compliant</b>	Disclose or provide link/reference to the company policy and practice for setting board remuneration.  Please refer to Sec 3.11 – Board Remuneration, and Annex B-5. Personnel and Remuneration Committee of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	<b>Manual</b>
2. Company provides a clear disclosure of its policies and procedure for setting Executive remuneration, including the	<b>Compliant</b>	Disclose or provide link/reference to the company policy and practice for determining executive remuneration.	

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level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.		Please refer to Performance Appraisal Policy for IHCI Employees and Executives <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Performance-Appraisal-Policy.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Performance-Appraisal-Policy.pdf</a>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	<b>Non-compliant</b>	Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.	<b>Requirement of disclosure, security and privacy</b>
<b>Recommendation 8.5</b>			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions	<b>Compliant</b>	<p>Disclose or provide reference/link to company's RPT policies.</p> <p>Indicate if the Director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>The Company discloses its policies on Related Party Transactions and other unusual occurring transactions.</p> <p>Kindly see the Manual on Corporate Governance, Section 3.5. Duties and Functions of the Board, and Annex B-1. Charter of the Audit and RPT Committee <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p> <p>Also see the policy on Related Party Transactions at <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/IHCI-RPT-POLICY_Rev-2.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/IHCI-RPT-POLICY_Rev-2.pdf</a></p>	

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<p>2. Company discloses material or significant RPTs in its Annual Company Report or Annual Corporate Governance Report, reviewed and approved by the Board, and submitted for confirmation by majority vote of the stockholders in the annual stockholders’ meeting during the year.</p>	<p><b>Compliant</b></p>	<p>Provide information on all previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> <li>1. Name of the related counterparty;</li> <li>2. Relationship with the party;</li> <li>3. Transaction date;</li> <li>4. Type/nature of transaction;</li> <li>5. Amount or contract price;</li> <li>6. Terms of the transaction;</li> <li>7. Rationale for entering into the</li> <li>8. transaction;</li> <li>9. The required approval (i.e. names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and</li> <li>10. Other terms and conditions.</li> </ol> <p>The Company discloses material related party transactions in the 2020 Audited Financial Statements, reviewed and approved by the Board, and submitted for confirmation by the majority vote of the stockholders in the annual stockholders’ meeting during the year.</p> <p>Kindly see the 2020 Audited Financial Statements at <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/2020-Audited-Financial-Statement-Financial-Statement-IHCI_FS1220-Insular-Health-Care-Incorporated_Signed-Clients-Copy.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/2020-Audited-Financial-Statement-Financial-Statement-IHCI_FS1220-Insular-Health-Care-Incorporated_Signed-Clients-Copy.pdf</a></p>	
<b>Recommendation 8.7</b>			
<p>1. Company’s corporate governance policies, programs and procedures are</p>	<p><b>Compliant</b></p>		

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contained in its Manual on Corporate Governance (MCG).		Kindly refer to the Manual on Corporate Governance thru this link	
2. Company's MCG is posted on its company website	<b>Compliant</b>	<a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	
<b>Strengthening the External Auditor's Independence and Improving Audit Quality</b>			
<b>Principle 9:</b> The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
<b>Recommendation 9.1</b>			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	<b>compliant</b>	<p>Provide information or link/ reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.</p> <p>The Audit and RPT Committee recommends to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the Commission, who undertakes independent audit of the corporation, and provide an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders.</p> <p>Kindly see the Manual on Corporate Governance, Annex B-1. Audit and RPT Committee  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	

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<p>2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.</p>	<p><b>compliant</b></p>	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p>In 2020, during the Annual Stockholders’ Meeting, 100% of the Board of Directors voted and ratified reappointment of the External Auditor.</p>	
<p>3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.</p>	<p><b>compliant</b></p>	<p>Provide information on or link/reference to a document containing the company’s reason for removal or change or external auditor</p> <p>The removal of external auditor, the reasons for removal to change will be disclosed to the regulators and the public.</p> <p>As approved by the Board, the Company engages the services of Sycip, Gorres, Velayo and Co., Inc. as its External Auditor.</p> <p>Kindly see the Minutes of the Meeting of the Annual Stockholders’ Meeting, April 23, 2020  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/IHCI-Minutes-of-the-28th-Annual-Stockholders-Meeting-23-Apr-2020.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/IHCI-Minutes-of-the-28th-Annual-Stockholders-Meeting-23-Apr-2020.pdf</a></p>	
<b>Recommendation 9.2</b>			
<p>1. Audit Committee Charter includes the Audit Committee’s responsibility on:                      i. assessing the integrity and independence of external auditors;</p>	<p><b>compliant</b></p>	<p>Provide information on or link/reference to the Company’s Audit Committee Charter</p>	

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<ul style="list-style-type: none"> <li>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</li> <li>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</li> </ul>		Kindly refer to Annex B-1 of the Manual on Corporate Governance regarding Charter of the Audit and RPT Committee <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	<b>compliant</b>		
<b>Recommendation 9.3</b>			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	<b>compliant</b>	Disclose the nature of non-audit services performed by the external auditor, if any.  No non-audit services were performed by the External Auditors in 2020 as well as in previous years.	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	<b>compliant</b>	Provide link or reference to guidelines or policies on non-audit services.  No non-audit services were performed by the External Auditors in 2020 as well as in previous years.	
<b>Increasing Focus on Non-Financial and Sustainability Reporting</b>			
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<b>Recommendation 10.1</b>			

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<p>1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p>	<p><b>Compliant</b></p>	<p>Disclose or provide link on the company’s policies and practices on the disclosure on non-financial information, including EEDG issues</p> <p>The Board adopts a globally recognized standard/framework in disclosing non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p> <p>Kindly refer to Section 7. Responsibility for Good Corporate Governance and 7.2. On Sustainability of the Manual on Corporate Governance  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p><b>compliant</b></p>	<p>Same as above</p>	
<p align="center"><b>Promoting a Comprehensive and Cost-Efficient Access to Relevant Information</b></p>			
<p><b>Principle 11:</b> The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.</p>			
<p><b>Recommendation 11.1</b></p>			
<p>1. The company should have a website to ensure a comprehensive, cost efficient, transparent, and timely manner of disseminating relevant information to the public.</p>	<p><b>Compliant</b></p>	<p>Disclose and identify the communication channels used by the company (ie., website, Analyst’s briefing, Media briefings/press conference, quarterly reporting, current reporting, etc.). Provide links, if any.</p> <p>The Insular Health Care official website provides the latest news, product information, marketing activities of</p>	

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		<p>the company. The information posted on the Insular Health Care website is updated on a weekly basis or on need basis depending on the urgency of the news or advisories.</p> <p>Kindly refer to the official website of Insular Health Care at <a href="http://www.insularhealthcare.com.ph">www.insularhealthcare.com.ph</a></p>	
<b>Internal Control System and Risk Management Framework</b>			
<b>Strengthening The Internal Control System And Enterprise Risk Management Framework</b>			
<p><b>Principle 12:</b> To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.</p>			
<b>Recommendation 12.1</b>			
<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<b>Compliant</b>	<p>List quality service programs for internal audit functions.</p> <p>Indicate frequency of review of the internal control system.</p> <p>IHCI adopts a system of internal checks and balances and makes sure that an appropriate control system is in place, which includes setting up a mechanism for monitoring and managing potential conflicts of interest among Board of Directors, Managements, Shareholders and Employees.</p> <p>The Internal Audit provides independent assurance to management on the design and operational effectiveness of internal control system.</p> <p>At the start of 2021, IHCI engaged a third party to conduct SOC2 (Service Organization Controls) Type 2</p>	not applicable



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		<p>audit that provides internal control reports on the services provided by the Company, being a health care service provider. These independent reports are provided to clients who are consumers of outsourced services from the Company. The audit report provides detailed information and assurance about the Company's compliance to 5 Trust Service Criteria, namely: (1) security, (2) availability, (3) confidentiality, (4) process integrity, and (5) privacy. The project will run until December 2021.</p> <p><b>Source Documents and Link:</b> Annex B-1: Audit and RPT Committee Charter Section 5 – Financial Reporting, Transparency and Internal Controls, <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p><b>Compliant</b></p>	<p>Identify internal framework used for Enterprise Risk management</p> <p>Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> <li>1. Company's risk management procedure and processes;</li> <li>2. Key risks the company is currently facing</li> <li>3. How the company manages the key risks</li> <li>4. Indicate frequency of review of the enterprise risk management framework</li> </ol>	<p>Not applicable</p>

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		<p>IHCI adopted the parent Company’s overall risk management framework that prescribes a comprehensive set of protocols and programs necessary in the conduct of business activities. The risks that arise in providing health care services to our clients by connecting our member clients to the providers of medical services are managed within these protocols and programs. Effective risk management is critical in maintaining overall profitability, competitive market positioning and long-term financial viability of the Company.</p> <p>The risk management framework begins with the (i) risk identification and management, and ends with (ii) risk management, monitoring and reporting.</p> <p>The Company classifies all risks into ten (10) major Risk Family:</p> <ol style="list-style-type: none"> <li>1. Franchise Risk</li> <li>2. Insurance and Demographic Risk</li> <li>3. Cyber Security and I.T. Risk</li> <li>4. Market Risk</li> <li>5. Legal, Regulatory and Compliance Risk</li> <li>6. Operational Risk</li> <li>7. Liquidity Risk</li> <li>8. Third Party Risk</li> <li>9. Credit Risk</li> <li>10. Investment Risk</li> </ol> <p>All risks are assessed based on <b>Likelihood</b> (or the possibility that a given risk will occur) and <b>Impact</b> (or the extent to which a risk event might affect the enterprise).</p>	

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		<p>Risk assessment is done on a quarterly basis.</p> <p>Kindly refer to the following documents:                      2019 –2020 Risk and Control Register  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/2020-IHC-Risk-Control-Register_Insular-Health-Care_v2.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/2020-IHC-Risk-Control-Register_Insular-Health-Care_v2.pdf</a></p> <p>Risk Acceptance Form and Guidelines  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Risk-Acceptance-Form-and-Guidelines_v2.4-Clean.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Risk-Acceptance-Form-and-Guidelines_v2.4-Clean.pdf</a></p>	
<b>Recommendation 12.2</b>			
<p>1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p><b>Compliant</b></p>	<p>Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.</p> <p>The Company has in place an independent internal audit function which is performed by our parent company, Insular Life. Our internal auditors provide reasonable assurance to the Board of Directors, management and shareholders that the Company’s key organizational and procedural controls are effective, appropriate, and complied with.</p> <p><b>Source document and link:</b>  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">Audit and RPT Committee Charter</a>, Annex B-1 of the Manual on Corporate Governance  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	

**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Recommendation 12.3</b>			
1. The company has a qualified Chief Audit Executive (CAE) appointed by the Board.	<b>Compliant</b>	Identify the Company’s Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider.	<b>Compliant</b>	<p>IHCI’s Chief Audit Executive is Ms. Aurora Cacanando. She is also currently the CFO of Insular Life. She is responsible for the periodic formal review of the effectiveness of the Company’s system and internal controls.</p> <p>Please refer to Annex B-1. Charter of the Audit and RPT Committee of Manual on Corporate Governance  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	<b>Compliant</b>	<p>Identify qualified independent executive or senior management personnel, if applicable.</p> <p>It is the Company’s President and CEO, Maria Noemi G. Azura, who is the senior management personnel assigned the responsibility of managing the internal audit activity.</p> <p>Please refer to Ms. Azura’s Corporate Profile in the website. Management Profile  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Management-Profile-2021-1-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Management-Profile-2021-1-1.pdf</a></p>	

**ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
<b>Recommendation 12.4</b>			
1. The company has a separate risk management function to identify, assess and monitor key risk exposures.	<b>Compliant</b>	<p>Provide information on company’s risk management function.</p> <p>The Company has a separate risk management function to identify, assess and monitor key risk exposures.</p> <p>Kindly refer to Annex B-5. Charter of the Risk Management Committee of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
<b>Recommendation 12.5</b>			
1. In managing the company’s Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM),	<b>Compliant</b>	<p>Identify the Company’s Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/ background.</p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	<b>Compliant</b>	<p>The Company’s Chief Risk Officer, Mr. Geronimo V. Francisco, is responsible for providing independent oversight of the company-wide risk management programs.</p> <p>Kindly see the information on the CRO, including his name, qualifications, and function in the 2020 Management profile at Management Profile <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Management-Profile-2021-1-1.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Management-Profile-2021-1-1.pdf</a></p>	

ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>Cultivating a Synergic Relationship with Shareholders</b>			
<b>Promoting Shareholder Rights</b>			
<b>Principle 13:</b> The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
<b>Recommendation 13.1</b>			
1. Board ensures that all basic shareholder rights are disclosed in the Manual on Corporate Governance.	<b>Compliant</b>	<p>Provide link or reference to the company's Manual on Corporate Governance where Shareholders' rights are disclosed.</p> <p>The Board shall respect the rights of the stockholders, as follows:</p> <ol style="list-style-type: none"> <li>1. Right to vote on all matters that require their consent and approval</li> <li>2. Right to inspect corporate books and records</li> <li>3. Right to information</li> <li>4. Right to dividends</li> <li>5. Appraisal right</li> </ol> <p>Please refer to Sec 12, page 23 – Promoting Shareholders' Rights of the Manual on Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	<b>Compliant</b>	<p>Provide link to company's website</p> <p>The Manual on Corporate Governance, which provides the basic rights of the shareholders, is uploaded to the IHCI website, Corporate Governance web page.</p>	

**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><b>Source Document and Link:</b>                      IHCI website, Corporate Governance web page  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
<b>Recommendation 13.2</b>			
<p>1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 21 days before the meeting.</p>	<p><b>Compliant</b></p>	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out.</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement.</p> <p>The Company released its Notice of Annual Stockholders' Meeting on March 30, 2020, 24 number of days before the April 23, 2020 scheduled date of the meeting in accordance with the Corporation Code and the Amended By-Laws of the Company</p> <p>Kindly refer to the Agenda of the Annual Stockholders' Meeting on April 23, 2020  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/IHCI-Minutes-of-the-28th-Annual-Stockholders-Meeting-23-Apr-2020.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/IHCI-Minutes-of-the-28th-Annual-Stockholders-Meeting-23-Apr-2020.pdf</a></p>	<p align="center">-</p>
<b>Recommendation 13.3</b>			

**ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	<b>Non-Compliant</b>	Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.	Compliant as far as the 2021 Annual Shareholders' Meeting is concerned
2. Minutes of the Annual and Special Shareholders' Meetings are available on the company website within five business days from the end of the meeting.	<b>Non-Compliant</b>	<p>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any.</p>	Compliant as far as the 2021 Annual Shareholders' Meeting is concerned
<b>Recommendation 13.4</b>			
1. Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	<b>Compliant</b>	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes.</p> <p>The Board encourages the exercise of shareholders' voting rights and resolution of collective action problems through appropriate mechanisms.</p>	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	<b>Compliant</b>	<p>Provide link/reference to where it is found in the Manual on Corporate Governance.</p> <p>The Board establishes and maintains an alternative dispute resolution system in the Corporation that can amicably settle conflicts or differences between the</p>	



**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		Corporation and its Stockholders, and the Corporation and third parties.  Please see Sec 3.5.14 of the Manual of Corporate Governance <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a>	
<b>Duties to Stakeholders</b>			
<b>Respecting Rights Of Stakeholders And Effective Redress For Violation Of Stakeholder's Rights</b>			
<b>Principle 14:</b> The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders rights and/or interest are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights			
<b>Recommendation 14.1</b>			
1. Board identifies the company’s various stakeholders and promotes cooperation between them and the company in creating wealth, growth, and sustainability.	<b>Compliant</b>	Identify the company’s shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.  The Company is committed to always keeping stakeholders informed through the following communication channels: <ol style="list-style-type: none"> <li>1. IHCI official website</li> <li>2. Emails via Outlook</li> <li>3. Chats and Virtual Meetings via MS Teams</li> <li>4. Official Facebook Page and other Social Media Accounts</li> <li>5. Quarterly Staff Town Hall Meetings</li> <li>6. Zoom Conferencing</li> <li>7. IHCI Mobile App</li> <li>8. Electronic Portals                             <ol style="list-style-type: none"> <li>a. HR Portal</li> </ol> </li> </ol>	

**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		b. Sales/Agents Portal c. Member Portal	
<b>Recommendation 14.2</b>			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	<b>Compliant</b>	Identify policies and programs for the protection and fair treatment of company's stakeholders.  The Board provides a mechanism on the fair treatment and protection of stakeholders. The Company implements policies and activities that protect the rights and promote the interest of its various stakeholders.	
<b>Recommendation 14.3</b>			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	<b>Compliant</b>	Provide the contact details (i.e. name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.  Provide information on whistleblowing policy, practices and procedures for stakeholders.  The Whistleblowing program of the Company provides a formal mechanism and channel for officers and employees to raise feedback, inquiries, serious concerns about a perceived wrongdoing or questionable or unethical behavior or transaction, malpractice, or any risk, involving the Company or any of its officers and employees. The Company strictly prohibits any form of retaliation against those reporting concerns in good faith and guarantees that the whistleblower will be shielded or free from reprisals, harassment, or disciplinary action.	

ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
		<p><b>Source Document/link:</b> Available on the website is the Policy on Whistleblowing and Non-retaliation for Reporting on Wrongdoing <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Whistleblowing-Policy.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Whistleblowing-Policy.pdf</a></p>	
<b>Encouraging Employees' Participation</b>			
<b>Principle 15:</b> A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance process.			
<b>Recommendation 15.1</b>			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	<b>Compliant</b>	<p>Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.</p> <p>The Company encourages employees to actively participate in the realization of the Company's goals and in its governance.</p> <p>Kindly refer to the website posts about company activities.</p> <p><a href="https://www.insularhealthcare.com.ph/2021/07/29/the-small-ways-we-give-back/">https://www.insularhealthcare.com.ph/2021/07/29/the-small-ways-we-give-back/</a></p>	
<b>Recommendation 15.2</b>			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	<b>Compliant</b>	<p>Identify or provide link/ reference to the company's policies, programs and practices on anti-corruption.</p> <p>The Company is committed to comply with the anti-corruption and anti-bribery laws of the Philippines. The</p>	

**ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
		<p>Company prohibits the direct and indirect use of bribery, kickbacks, payoffs, or other corrupt practices by employees, advisors, or other parties acting on behalf of the Company, especially in its business relationships including those with suppliers, clients and government representatives.</p> <p>Employees are expected to recognize and avoid the use of bribery and to report suspected and known incidents of bribery and corruption through the channels defined in the Code of Conduct. The Company's business partners such as network of medical providers are also expected to comply with applicable anti-bribery and anti-corruption laws.</p> <p>The Company also has a gift and entertainment policy, which disallows employees to receive and give gifts or entertainment unless it is within the allowable amount and meets the conditions set under the policy.</p> <p>Kindly see the following source documents:</p> <ul style="list-style-type: none"> <li>a) Anti Fraud &amp; Anti-Corruption Policy - <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Policies-Anti-Fraud-Anti-Corruption-Policy.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Policies-Anti-Fraud-Anti-Corruption-Policy.pdf</a></li> <li>b) Code of Conduct - <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Code-of-Conduct.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Code-of-Conduct.pdf</a></li> </ul>	
2. Board disseminates the policy and program to employees across the	<b>Compliant</b>	Identify how the board disseminated the policy and program to employees across the organization.	

**ANNUAL CORPORATE GOVERNANCE REPORT**

	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
organization through trainings to embed them in the company's culture.		The Code of Conduct is annually disseminated to all directors, officers and employees, posted in IHCI official website. This is also being highlighted in the regular Employee Town Halls.	
<b>Recommendation 15.3</b>			
1. Board established a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices without fear of retaliation.	<b>Compliant</b>	Disclose or provide link/ reference to the company whistle-blowing policy and procedure for employees. Indicate if the framework includes procedures to protect the employees from retaliation.	
2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	<b>Compliant</b>	<p>Provide contact details to report any illegal or unethical behavior.</p> <p>The Whistleblowing program of the Company provides a formal mechanism and channel for officers and employees to raise feedback, inquiries, serious concerns about a perceived wrongdoing or questionable or unethical behavior or transaction, malpractice, or any risk, involving the Company or any of its officers and employees. The Company strictly prohibits any form of retaliation against those reporting concerns in good faith and guarantees that the whistleblower will be shielded or free from reprisals, harassment, or disciplinary action.</p> <p><b>Source Document/link:</b> Available on the website is the Policy on Whistleblowing and Non-retaliation for Reporting on Wrongdoing <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Whistleblowing-Policy.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Whistleblowing-Policy.pdf</a></p>	


<b>ANNUAL CORPORATE GOVERNANCE REPORT</b>			
	<b>COMPLIANT/ NON- COMPLIANT</b>	<b>ADDITIONAL INFORMATION</b>	<b>EXPLANATION</b>
3. Board supervises and ensures the enforcement of the whistleblowing framework	<b>Compliant</b>	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p>The Board oversees the integrity, independence, and effectiveness of the policies and procedures for whistleblowing.</p> <p>Kindly see the Manual on Corporate Governance, Section 3.5. Duties and Functions of Board of Directors  <a href="https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf">https://www.insularhealthcare.com.ph/wp-content/uploads/2021/08/Corporate-Governance-Manual_final.pdf</a></p>	
<b>Encouraging Sustainability And Social Responsibility</b>			
<b>Principle 16:</b> The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balance development.			
<b>Recommendation 16.1</b>			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	<b>Compliant</b>	<p>Provide information or reference to a document containing information on the company's community involvement and environment related programs.</p> <p>The Company aims to support the communities around it and works by helping build a positive and healthy environment for our clients, employees, agents and shareholders.</p> <p>Below is the link to our website that shows the various sustainability initiatives that IHCI has so far engaged with to promote wellness for a lifetime.  <a href="https://www.insularhealthcare.com.ph/2021/07/29/the-small-ways-we-give-back/">https://www.insularhealthcare.com.ph/2021/07/29/the-small-ways-we-give-back/</a></p>	





**CERTIFICATION**


The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based on authentic records.

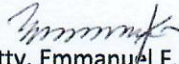
Signed in the City of Makati on the 12<sup>th</sup> of August 2021.

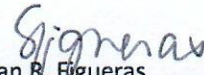
  
Nina D. Aguas  
\_\_\_\_\_  
**CHAIRMAN OF THE BOARD**  
Signature over printed name

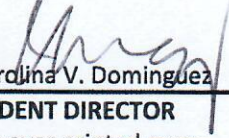
  
Maria Noemi G. Azura  
\_\_\_\_\_  
**PRESIDENT/CEO**  
Signature over printed name

  
Atty. Renato S. De Jesus  
\_\_\_\_\_  
**CORPORATE SECRETARY**  
Signature over printed name

  
Geronimo V. Francisco  
\_\_\_\_\_  
**CORPORATE GOVERNANCE COMPLIANCE OFFICER**  
Signature over printed name

  
Atty. Emmanuel F. Dooc  
\_\_\_\_\_  
**INDEPENDENT DIRECTOR**  
Signature over printed name

  
Susan R. Figueras  
\_\_\_\_\_  
**INDEPENDENT DIRECTOR**  
Signature over printed name

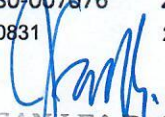
  
Maria Carolina V. Dominguez  
\_\_\_\_\_  
**INDEPENDENT DIRECTOR**  
Signature over printed name

  
Luis Y. Benitez  
\_\_\_\_\_  
**INDEPENDENT DIRECTOR**  
Signature over printed name

**SUBSCRIBED AND SWORN** to before me this 12th day of August, 2021 by the following who are all personally known to me (or whom I have identified through competent evidence of identity) and who exhibited their respective identification document as follows:

NAME	ID NO.	DATE/PLACE ISSUED
1. Nina D. Aguas	Passport P2172687A	07 Mar 2017/ DFA NCR SOUTH
2. Maria Noemi G. Azura	Passport P0110983A	30 AUG 2016 / DFA MANILA
3. Renato S. De Jesus	Passport P0148125A	03 SEP 2016 / DFA MANILA
4. Geronimo V. Francisco	Passport P27698288	14 AUG 2019/ DFA NCR South
5. Emmanuel F. Dooc	Passport P8231128A	06 AUG 2018 / DFA Manila
6. Luis Y. Benitez	Passport P7592641A	20 JUN 2018 / DFA NCR South
7. Maria Carolina V. Dominguez	Driver's License N11-80-007076	2023/04/05 / LTO
8. Susan R. Figueras	Senior Citizen ID 10831	24 AUG 2006 / Pasig City

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Book No. 1 ;  
Series of 20 21 ;

  
**RO MEGAN LEA B. ABI OG**  
Notary Public for and in the City of Makati  
Roll of Attorneys No. 65734  
Ground Floor, Unit 8, Export Bank Plaza Building  
corner Chino Roces Avenue,  
Bdry. Pio del Pilar, Makati City  
Appointment No. M-285  
Commission expires on 31 December 2021  
IBP No. 122446; 05 January 2021; Makati Chapter  
PTR No. 8536604; 06 January 2021; Makati City  
MCLE Compliance No. VI-0021605

**NOTARY PUBLIC**