

COMPANY: BPI-Philam Life Assurance Corporation (BPLAC) SECTOR: Insurance FINANCIAL YEAR END: 31 December 2015 COMPANY STRUCTURE: Class 3	
A Rights of Shareholders	
A.1 Basic Shareholder Rights	
A.1.1 Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, <u>all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by annual general meeting (AGM) for final dividends?</u>	Answer: Yes. Subject to Section 43 of the Corporation Code of the Philippines and to the requirements set forth under Article VIII, Section 1 of the Company's By-Laws, the Company pays its shareholders dividends proportionate to their shares; Source: By-Laws, Article VIII, Section 1, page 15
A.2. Right to participate in decisions concerning fundamental corporate changes.	
Do shareholders have the right to participate in:	
A.2.1 Amendments to the company's constitution?	Answer: Yes. Default Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13). As prescribed by the Corporation Code of the Philippines, the shareholders are given the right to participate in decisions concerning amendment of the Company's Articles of Incorporation, the authorization of additional shares, and the transfer of all or substantially all assets, if any. Source: Section 36, 38 and 40 of the Corporation Code of the Philippines
A.2.2 The authorization of additional shares?	Answer: Yes. Default Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13). As prescribed by the Corporation Code of the Philippines, the shareholders are given the right to participate in decisions concerning amendment of the Company's Articles of Incorporation, the authorization of additional shares, and the transfer of all or substantially all assets, if any. Source: Section 36, 38 and 40 of the Corporation Code of the Philippines
A.2.3 The transfer of all or substantially all assets, which in effect results in the sale of the company?	Answer: Yes. Default Item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13). As prescribed by the Corporation Code of the Philippines, the shareholders are given the right to participate in decisions concerning amendment of the Company's Articles of Incorporation, the authorization of additional shares, and the transfer of all or substantially all assets, if any. Source: Section 36, 38 and 40 of the Corporation Code of the Philippines
A.3 Right to participate effectively in and vote in general shareholder meetings and <u>should</u> be informed of the rules, including voting procedures, that govern general shareholder meetings.	
A.3.1 Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the <u>non-executive directors/commissioners?</u>	Answer: Yes. Default item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-14). Every annual stockholders' meeting of the Company, the stockholders approve the directors' fees, and any increase thereof, of the non-executive and independent directors. Source: Notice Agenda of the Stockholders' Meeting Minutes of the Annual Stockholders' Meeting dated 16 April 2015
A.3.2 Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?	Answer: Yes. As prescribed by the Company By-Laws, Article III (pages 2 to 4), all shareholders, whether controlling or minority, are given the right to nominate candidates for the Board. In the last annual stockholders' meeting on 16 April 2015, although the minority stockholders was not present, the Corporate Secretary still informed the stockholders that the minority stockholder has the right to nominate member/s of the Board, in accordance with the Company's Articles of Incorporation & Source: By-Laws Minutes of the Annual Stockholders' Meeting dated 16 April 2015 By-Laws
A.3.3 Does the company allow shareholders to elect directors/commissioners individually?	Answer: Yes. As prescribed by the Company By-Laws, Article III, Section 12 (page 4), at every meeting of stockholders, such stockholder with voting privilege shall be entitled to one vote for each share of stock standing in his name on the books of the corporation; provided, however, that in the election of directors, each stockholder is entitled to cumulate his vote in the manner provided by law. During the annual stockholders' meeting, the stockholders were informed that each stockholder with voting privilege was entitled to one vote for each share of stock standing in his name on the books of the Company. Source: By-Laws, Article III, Section 12, page 4 Minutes of the Annual Stockholders Meeting

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A.3.4 Does the company disclose the voting and vote tabulation procedures used , declaring both before the meeting proceeds?	Answer: Yes. Before the election process, the shareholders are informed of the voting method and vote counting system; each stockholder with voting privilege was informed that he/she is entitled to one vote for each share of stock standing in his name on the books of the Company. After the election process, the Corporate Secretary shall count the votes and thereafter declare the duly elected members of the Board. Source: Minutes of the Annual Stockholders' Meeting dated 16 April 2015 Notice Agenda of the Annual Stockholders Meeting
A.3.5 Do the minutes of the most recent AGM record that there was an opportunity allowing for shareholders to ask questions or raise issues?	Answer: Yes. As stated in the Minutes of the Stockholders' Meeting of the Company, the Chairman encouraged the stockholders present to ask questions and raise issues, if any. Before ending the meeting, the Chairman again asked the stockholders if there were any questions or issues they would like to raise to Management and to the Board, to which the stockholders replied in the negative. Likewise during that meeting, the stockholders passed and adopted resolutions on the approval of all the acts of Management, the Board of Directors, its standing committees, and the Executive Officers of the Company; the President's Annual Report and the 2015 Audited Financial Statements; the appointment of the independent auditors; the approval of the performance bonus of the external directors and the amendment of the Articles of Incorporation of the Company. All resolutions adopted during the meeting were unanimously approved by the stockholders present. Source: Minutes of the Annual Stockholders Meeting held on 18 April 2016
A.3.6 Do the minutes of the most recent AGM record questions and answers?	Answer: Yes. As stated in the Minutes of the Stockholders' Meeting of the Company, the Chairman encouraged the stockholders present to ask questions and raise issues, if any. Before ending the meeting, the Chairman again asked the stockholders if there were any questions or issues they would like to raise to Management and to the Board, to which the stockholders replied in the negative. Likewise during that meeting, the stockholders passed and adopted resolutions on the approval of all the acts of Management, the Board of Directors, its standing committees, and the Executive Officers of the Company; the President's Annual Report and the 2015 Audited Financial Statements; the appointment of the independent auditors; the approval of the performance bonus of the external directors and the amendment of the Articles of Incorporation of the Company. All resolutions adopted during the meeting were unanimously approved by the stockholders present. Source: Minutes of the Annual Stockholders Meeting held on 18 April 2016
A.3.7 Does the disclosure of the outcome of the most recent AGM include resolution(s)?	Answer: Yes. As stated in the Minutes of the Stockholders' Meeting of the Company, the Chairman encouraged the stockholders present to ask questions and raise issues, if any. Before ending the meeting, the Chairman again asked the stockholders if there were any questions or issues they would like to raise to Management and to the Board, to which the stockholders replied in the negative. Likewise during that meeting, the stockholders passed and adopted resolutions on the approval of all the acts of Management, the Board of Directors, its standing committees, and the Executive Officers of the Company; the President's Annual Report and the 2015 Audited Financial Statements; the appointment of the independent auditors; the approval of the performance bonus of the external directors and the amendment of the Articles of Incorporation of the Company. All resolutions adopted during the meeting were unanimously approved by the stockholders present. Source: Minutes of the Annual Stockholders Meeting held on 18 April 2016
A.3.8 Does the company disclose the voting results including approving, dissenting, and abstaining votes for each agenda item for the most recent AGM?	Answer: Yes. As stated in the Minutes of the Stockholders' Meeting of the Company, the Chairman encouraged the stockholders present to ask questions and raise issues, if any. Before ending the meeting, the Chairman again asked the stockholders if there were any questions or issues they would like to raise to Management and to the Board, to which the stockholders replied in the negative. Likewise during that meeting, the stockholders passed and adopted resolutions on the approval of all the acts of Management, the Board of Directors, its standing committees, and the Executive Officers of the Company; the President's Annual Report and the 2015 Audited Financial Statements; the appointment of the independent auditors; the approval of the performance bonus of the external directors and the amendment of the Articles of Incorporation of the Company. All resolutions adopted during the meeting were unanimously approved by the stockholders present. Source: Minutes of the Annual Stockholders Meeting held on 18 April 2016
A.3.9 Does the company disclose the list of board members who attended the most recent AGM?	Answer: Yes. The Meeting Minutes indicated the name of the members of the Board present in the meeting Source: Minutes of the Annual Stockholders Meeting held on 18 April 2016

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A.3.10 Did the chairman of the board of directors/commissioners attend the most recent AGM?	Answer: Yes. As stated in the Minutes of the Stockholders' Meeting of the Company, Mr. Aurelio Luis R. Montinola III (Chairman) attended the most recent Annual Stockholders' Meeting of the Company. Source: Minutes of the Annual Stockholders Meeting held on 18 April 2016
A.3.11 Did the CEO/Managing Director/President attend the most recent AGM?	Answer: Yes. As stated in the Minutes of the Stockholders' Meeting of the Company, Mr. Ariel G. Cantos, Chief Executive Officer attended the most recent Annual Stockholders' Meeting of the Company. Source: Minutes of the Annual Stockholders Meeting held on 18 April 2016
A.3.12 Did the chairman of the Audit Committee attend the most recent AGM?	Answer: Yes. As stated in the Minutes of the Stockholders' Meeting of the Company, Mr. Romeo L. Bernardo, Chairman of Audit Committee attended the most recent Annual Stockholders' Meeting of the Company. Source: Minutes of the Annual Stockholders Meeting held on 18 April 2016
A.3.13 Did the company organize their most recent AGM in an easy to reach location?	Answer: Yes. The 2016 Annual Stockholders' Meeting was held at the BPI Board Room located at 19/F, BPI Bldg., Ayala Avenue cor Paseo de Roxas Makati City. Source: Minutes of the Annual Stockholders' Meeting dated 18 April 2016
A.3.14 Does the company allow for voting in absentia?	Answer: Yes. Default item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13). Per Article III, Section 6 of the Company By-Laws, any stockholder entitled to vote may be represented by proxy at any regular or special general meeting; however, no stockholder's proxy shall be recognized or be entitled to vote at any regular or special meeting unless a duly signed appointment of proxy has been filed with the Office of the Secretary of the Corporation at least 48 hours before the time set for the meeting at which the proxy will attend. Source: By-Laws, Article III, Section 6, page 3 Stockholders' Meeting Minutes by proxy
A.3.15 Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	Answer: Yes. Per Article III, Section 7 (page 3) of the Company By-Laws, each share of stock entitles the person in whose name it is registered in the books of the Corporation to one vote provided the conditions as regards payment for subscriptions subject to which the relevant shares were issued have been complied with. During the last stockholders meeting on 18 April 2016, the Chairman informed the stockholders that all resolutions shall be voted by poll. Source: Minutes of the Annual Stockholders' Meeting dated 18 April 2016 By-Laws, Article III, Section 7, page 3
A.3.16 Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?	Answer: No. For private corporations, there is no legal requirement to appoint such independent party. It is the Corporate Secretary who performs such function and records all votes and resolutions passed.
A.3.17 Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM for all resolutions?	Answer: Not Applicable item as per Insurance Commission Guidelines on Compliance with ACGS (Circular Letter No. 2015-13). For private corporations, there is no legal and regulatory requirement to disclose by the next working day result of the votes taken during the most recent annual stockholders' meeting for all resolutions. The Company however ensures that the minutes of the stockholders' meeting and the General Information Sheet are submitted to the IC and the SEC, within 30 days from the date of meeting. Source: General Information Sheet (GIS) Stockholders' Meeting Minutes dated 16 April 2015
A.3.18 Do companies provide at least 21 days notice for all resolutions?	Answer: Yes. The Company provided the Notice of Meeting with Agenda Items for Resolution at least 21 days prior to the actual meeting. For the 16 April 2015 Annual Stockholders' Meeting, the notice was sent on 04 March 2015. Source: Notice Agenda of Annual Stockholders' Meeting
A.3.19 Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?	Answer: N/A. The Company provides the agenda items which requires shareholders' approval in the Notice of the Annual Stockholders' Meeting. The shareholders are then given the shareholder pack which contains information, background and recommendations for stockholders' approval. Source: Notice Agenda of Annual Stockholders' Meeting
A.4 Markets for corporate control should be allowed to function in an efficient and transparent manner.	
A.4.1 In cases of mergers, acquisitions and/or takeovers, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?	Answer: Yes. Per the Company's Manual of Corporate Governance, the Board has the duty to review and approve the strategic and business plans, including operating and capital plans, of the Company. Source: Manual of Corporate Governance, page 1
A.5 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.	

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A.5.1 Does the company publicly disclose policies to encourage shareholders including institutional shareholders to attend the AGM?

Answer: N/A

A.5.2 Is the share ownership by institutional investors, other than controlling shareholders, greater than 5%?

Answer: BPLAC has institutional investors other than its own controlling shareholder but less than 5% as disclosed in the 2015 General Information Sheet, pages 4 & 5.

Source:

[2015 General Information Sheet, pages 4 & 5](#)