

COMPANY NAME : SUN LIFE GREPA FINANCIAL, INC. (SLGFI)  
 COMPANY STRUCTURE : CLASS 2  
 FINANCIAL YEAR END : 2017  
 SECTOR : INSURANCE (Life)

A. The Rights of Shareholders			
	SCORECARD ITEM	Y/ N	Reference/ Source document
<b>Clearly defined board responsibilities and corporate governance policy</b>			
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends?	OECD Principle II: The Rights of Shareholders and Key Ownership Functions (A) Basic shareholder rights should include the right to, amongst others: (6) share in the profits of the corporation.	N/A <i>Not applicable for Class 2 as prescribed by the Guidelines on Compliance with ASEAN Corporate Governance Scorecard issued by the Insurance Commission.</i>
<b>A.2 Right to participate in decisions concerning fundamental corporate changes.</b>			
<b>Do shareholders have the right to participate in:</b>			
A.2.1	Amendments to the company's constitution?	OECD Principle II (B) Shareholders should have the right to participate in, and to be sufficiently informed on, decisions concerning fundamental corporate changes such as: (1) amendments to the statutes, or articles of incorporation or similar governing documents of the company.	YES <u>Article III, Section 8 of the By-Laws prescribe the requirements for amendments.</u>  <i>“Stockholder’s Holder’s Reserve Matters – The following shall comprise the Stockholder’s Reserve Matters which will require the affirmative vote of Stockholder’s which represent more than 75% of the Corporation’s issued and outstanding stocks:</i>  <b>a) Any amendment to the Articles of Incorporation;</b> <b>b) Any amendment to the by-laws</b> <b>c) Any extension of the term of the corporation</b>

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			<p>d) Incurring, creating, and/or increasing of bonded indebtedness;</p> <p>e) Effecting or Amending a plan merger or consolidation;</p> <p>f) Effecting dissolution, liquidation or winding up of the corporation, or the commencement of a voluntary case or other proceeding seeking liquidation, or the commencement of a voluntary case or other proceeding seeking liquidation. Reorganization, suspension of payments or other relief with respect to the corporation or its debts under any bankruptcy, insolvency or similar Law now or hereafter in effect or seeking the appointment of a trustee, receiver, liquidator, custodian or other similar official for the corporation or a significant portion of its assets;</p> <p>g) Appointing the directors as required under Article IV;</p> <p>h) Adopting or amending the Board’s Charter; and</p> <p>i) Any other matter requiring stock holder approval by law.”</p> <p><b>Source Document:</b>  <u>Article III Section 8, By-Laws/ Stockholder’s Reserved Matters (Page 5)</u>  <a href="https://www.sunlifegrepa.com/upload/files/SLGFI%20Amended%20AOI%20and%20By-Laws.pdf">https://www.sunlifegrepa.com/upload/files/SLGFI%20Amended%20AOI%20and%20By-Laws.pdf</a></p>

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A.2.2	The authorisation of additional shares?	YES	<p>The Company adheres to the requirements of the Corporation Code on the authorization of additional shares.</p> <p><b><i>Sec. 38. Power to increase or decrease capital stock; incur, create or increase bonded indebtedness. - <u>No corporation shall increase or decrease its capital stock or incur, create or increase any bonded indebtedness <u>unless approved by a majority vote of the board of directors and, at a stockholder's meeting duly called for the purpose, two-thirds (2/3) of the outstanding capital stock shall favor the increase</u></u> or diminution of the capital stock, or the incurring, creating or increasing of any bonded indebtedness. <u>Written notice of the proposed increase or diminution of the capital stock or of the incurring, creating, or increasing of any bonded indebtedness <u>and of the time and place of the stockholder's meeting at which the proposed increase</u></u> or diminution of the capital stock or the incurring or increasing of any bonded indebtedness is to be considered, <u>must be addressed to each stockholder at his place of residence as shown on the books of the corporation</u> and deposited to the addressee in the post office with postage prepaid, or served personally. x x x</i></b></p> <p>This statutory provision is deemed incorporated in the By-Laws of the Company and need not be expressly stated therein. It is clearly mandated by</p>

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			<p>law that stockholders approve the issuance of additional shares. Moreover, under the By-Laws, the Board has the power to implement the By-Laws and to act on any matter not covered by said By-Laws, PROVIDED SUCH MATTER DOES NOT REQUIRE THE APPROVAL OR CONSENT OF THE STOCKHOLDERS UNDER ANY EXISTING LAW, RULES OR REGULATIONS. <i>Please see par. (2), Article IV of the By-Laws.</i></p> <p>In addition, <u>Article III, Section 8 in relation to Article IV Section 12 of the By-Laws require a majority vote of the Board of Directors to decide on any increase of the authorized capital of the Company or the authorized number of shares, or any issuance of additional shares or options, rights or warrants to purchase shares.</u></p> <p><i>“Article IV, Section 7. Quorum – A majority of the Board of Directors shall constitute a quorum for the transaction of business, provided at least one (1) director nominated by each of Sun Life and GPLH (neither of whom are independent directors) are present. The presence of a quorum, a majority vote of the directors present at any Board meeting shall be sufficient to decide any action, provided that the matters listed in Paragraph 12 below (Board Reserve Matters) will require the affirmative vote of at least one (1) director nominated by each of Sun Life and GPLH (none of whom are independent directors).</i></p> <p><i>12. Board Reserved Matters. The following shall comprise the Board Reserve Matters:</i></p>

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			<p><i>a) The acquisition of or incorporation of a Person</i></p> <p><i>b) Any sale, assignment, lease, transfer or other disposal of movable or immovable assets of the corporation (other than securities) having as aggregate value of five million pesos (Php5,000,000) or more in any calendar year, other than set out in the budget for that calendar year.</i></p> <p><i>c) Any borrowing from, or the entry into a course or issuance of any contract to borrow from, any person in excess of five million pesos (Php5,000,000), whether aggregate or in single transaction in any calendar year.</i></p> <p><i>d) Any increase of the authorized capital of the corporation or the authorized number of shares, or <u>ANY ISSUANCE OF ADDITIONAL SHARES OR OPTIONS, RIGHTS OR WARRANTS to purchase shares (including employee stock option or incentive plans), or any creation or issuance of securities of any other class of equity capital of the corporation, or any alteration, modification, or other change in its rights, preferences, or privileges of shares.</u></i></p> <p><b>Source Documents:</b>  <u>Article IV Section 2, By-Laws/ General Powers (Page 5-6)</u>  <u>Article III Section 8, By-Laws/ Stockholder's Reserved Matters (Page 5)</u>  <u>Article IV Section 12.D By-Laws/The Board of Directors/ Board Reserve Matters (page 9)</u></p>

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A.2.3	<p>The transfer of all or substantially all assets, which in effect results in the sale of the company?</p>	YES	<p>The Manual of Corporate Governance contains a section on the rights of stockholders (investors or minority interests). The act of sale of assets is also subject to the requirements stated in said Manual of Corporate Governance.</p> <p><i>“6.1.1.6 Appraisal Right</i></p> <p>The shareholders shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code, under any of the following circumstances:</p> <ul style="list-style-type: none"> <li>• In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence.</li> <li>• <i>In case of merger or consolidation.”</i></li> </ul> <p>The Company follows the requirements prescribed in the Corporation Code on the matter. Being the law on transfer or sale of assets or property of the Company, the same is deemed incorporated in the By-Laws of the Company and need not be expressly stated in the said document. It is clearly mandated by the law that stockholders approve the sale of all or substantially all of the assets of</p>

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			<p>the Company. Section 40 of the Corporation Code states:</p> <p><b><i><u>“Sec. 40. Sale or other disposition of assets.</u></i></b> - Subject to the provisions of existing laws on illegal combinations and monopolies, <b><i><u>a corporation may, by a majority vote of its board of directors or trustees, sell, lease, exchange, mortgage, pledge or otherwise dispose of all or substantially all of its property and assets,</u></i></b> including its goodwill, upon such terms and conditions and for such consideration, which may be money, stocks, bonds or other instruments for the payment of money or other property or consideration, as its board of directors or trustees may deem expedient, <b><i><u>when authorized by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock, or in case of non-stock corporation, by the vote of at least to two-thirds (2/3) of the members, in a stockholder's or member's meeting duly called for the purpose.</u></i></b> Written notice of the proposed action and of the time and place of the meeting shall be addressed to each stockholder x x x: Provided, That any dissenting stockholder may exercise his appraisal right under the conditions provided in this Code.</p> <p>A sale or other disposition shall be deemed to cover substantially all the</p>

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			<p>corporate property and assets if thereby the corporation would be rendered incapable of continuing the business or accomplishing the purpose for which it was incorporated.</p> <p><b><u>After such authorization or approval by the stockholders or members,</u></b> the board of directors or trustees may, nevertheless, in its discretion, abandon such sale, lease, exchange, mortgage, pledge or other disposition of property and assets, subject to the rights of third parties under any contract relating thereto, without further action or approval by the stockholders or members.</p> <p>Nothing in this section is intended to restrict the power of any corporation, without the authorization by the stockholders or members, to sell, lease, exchange, mortgage, pledge or otherwise dispose of any of its property and assets if the same is necessary in the usual and regular course of business of said corporation or if the proceeds of the sale or other disposition of such property and assets be appropriated for the conduct of its remaining business. x x x.”</p> <p>Thus, under the By-Laws of SLGFI, the Board has the power to implement the By-Laws and to act on any matter not covered by said By-Laws, PROVIDED SUCH MATTER DOES NOT REQUIRE THE APPROVAL OR CONSENT OF THE STOCKHOLDERS UNDER ANY EXISTING LAW, RULES OR</p>



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			<p>REGULATIONS. <u>(Article IV Section 2, By-Laws (Page 5-6))</u></p> <p><u>Further, Article III, Section 8 of the By-Laws on Stockholder’s Reserve Matters states:</u></p> <p><i>“Stockholder’s Holder’s Reserve Matters – The following shall comprise the Stockholder’s Reserve Matters which will require the affirmative vote of Stockholder’s which represent more than 75% of the Corporation’s issued and outstanding stocks:</i></p> <ul style="list-style-type: none"> <li><i>a) Any amendment to the Articles of Incorporation;</i></li> <li><i>b) Any amendment to the by-laws</i></li> <li><i>c) Any extension of the term of the corporation</i></li> <li><i>d) Incurring, creating, and/or increasing of bonded indebtedness;</i></li> <li><i>e) Effecting or Amending a plan merger or consolidation;</i></li> <li><i>f) Effecting dissolution, liquidation or winding up of the corporation, or the commencement of a voluntary case or other proceeding seeking liquidation, or the commencement of a voluntary case or other proceeding seeking liquidation. Reorganization, suspension of payments or other relief with respect to the corporation or its debts under any bankruptcy, insolvency or similar Law now or hereafter in effect or seeking the appointment of a trustee, receiver, liquidator, custodian or other similar</i></li> </ul>

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				<p><i>official for the corporation or a significant portion of its assets;</i></p> <p><i>g) Appointing the directors as required under Article IV;</i></p> <p><i>h) Adopting or amending the Board’s Charter; and</i></p> <p><i>i) <u>ANY OTHER MATTER REQUIRING STOCK HOLDER APPROVAL BY LAW.</u></i></p> <p><b>Source Documents:</b></p> <p><b><u>Section 6.1.1.6 Manual on Corporate Governance Appraisal Right (Page 21)</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/SLGFI%20Corporate%20Governance%20Manual.pdf">https://www.sunlifegrepa.com/upload/files/SLGFI%20Corporate%20Governance%20Manual.pdf</a></p> <p><b><u>Article III.Section 8 By-Laws/ Stockholder’s Reserve Matters (Page 5)</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/SLGFI%20Amended%20AOI%20and%20By-Laws.pdf">https://www.sunlifegrepa.com/upload/files/SLGFI%20Amended%20AOI%20and%20By-Laws.pdf</a></p>
	<b>A.3 Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.</b>			
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 non-executive directors/commissioners?	<b>OECD Principle II (C):</b> (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated. Shareholders should be able to make their views known on the remuneration policy for board members and key executives. The equity component of compensation schemes for board members and	Y	<p>During the annual stockholders’ meeting of the Company on 03 June 2013, upon motion duly made and seconded, without objections being noted, the stockholders unanimously resolved, as follows:</p> <p><b>“RESOLVED</b>, that the holders of the outstanding capital stock of Sun Life Grepa Financial, Inc. approve the following Director’s Fees:</p>

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	employees should be subject to shareholder approval.		<ul style="list-style-type: none"> <li>▪ PHP 40,000.00 for each Board meeting attended, and</li> <li>▪ PHP 10,000.00 for each Committee meeting attended as Committee member.</li> </ul> <p>“<b>RESOLVED FINALLY</b>, that the foregoing shall be given prospective effect.”</p> <p>Since then, there has been no change in the remuneration of the directors.</p> <p>The 2 shareholders of the Company are represented by Ms. Helen Y. Dee (proxyholder of GPL Holdings, Inc., the majority shareholder) and by Ms. Rizalina G. Mantaring (proxyholder of Sun Life Financial Philippine Holding Company, Inc., the minority shareholder). These persons, together with Independent Director, Mr. Francisco Eizmendi, are members of the Remuneration Committee of the company, which reviews the remuneration of executives and employees on an annual basis. It can be said that the 2 shareholders actively participate in determining the compensation of directors and management.</p> <p>Please note that the Manual of Corporate Governance contains a section on the rights of stockholders (investors or minority interests). The issue on remuneration of directors is also subject to the requirements stated in said Manual of Corporate Governance. Section 2.2.2.2 of the Manual on Corporate Governance provides:</p>

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			<p><i>Duties and Responsibilities of the Remuneration Committee:</i></p> <ul style="list-style-type: none"> <li>• <i>Review and assess the following matters and make recommendations annually to the Board and/or the Corporation's shareholders with regard thereto:</i> <ul style="list-style-type: none"> <li><i>i. the compensation of directors; and</i></li> <li><i>ii. the compensation of the President and the performancebased bonus of eligible employees, including secondees from Sun Life of Canada Philippines, Inc. (SLOCPI).</i></li> </ul> </li> <li>• <i>Report to the Board and/or the Corporation's shareholders as to all such matters; and</i></li> <li>• <i>Perform such other duties and exercise such powers as may from time to time be assigned to or vested in the Committee by the Board."</i></li> </ul> <p>It must be noted though that the Company follows what is required under the Corporation Code of the Philippines which states:</p> <p><i>"Sec. 30. Compensation of directors. - In the absence of any provision in the by-laws fixing their compensation, the directors shall not receive any compensation, as such directors, except for reasonable per diems: Provided, however, That any such compensation other than per diems may be granted to directors by the vote of the stockholders representing at least a majority of the outstanding capital stock</i></p>

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			<p><i>at a regular or special stockholders' meeting. In no case shall the total yearly compensation of directors, as such directors, exceed ten (10%) percent of the net income before income tax of the corporation during the preceding year."</i></p> <p>Following the above quoted provision of the law, in the event that the remuneration of the directors will be taken up, the same shall be elevated also to the shareholders for its approval.</p> <p>Moreover, under the By-Laws of the Company, the Board has the power to implement the By-Laws and to act on any matter not covered by said By-Laws, PROVIDED SUCH MATTER DOES NOT REQUIRE THE APPROVAL OR CONSENT OF THE STOCKHOLDERS UNDER ANY EXISTING LAW, RULES OR REGULATIONS. (Article IV Section 2, By-Laws (Page 5-6)</p> <p><b>Source Documents:</b></p> <p><b><u>Minutes of the Annual Stockholders' Meeting held on 03 July 2013.</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2013_SLGFI.pdf">https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2013_SLGFI.pdf</a></p> <p><b><u>Section 2.2.2.2 Manual on Corporate Governance/Remuneration Committee (Page 9)</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/SLGFI%20Corporate%20Governance%20Manual.pdf">https://www.sunlifegrepa.com/upload/files/SLGFI%20Corporate%20Governance%20Manual.pdf</a></p>

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			<p>Article IV Section 2 By-Laws/General Powers  <a href="https://www.sunlifegrepa.com/upload/files/SLGFI%20Amended%20AOI%20and%20By-Laws.pdf">https://www.sunlifegrepa.com/upload/files/SLGFI%20Amended%20AOI%20and%20By-Laws.pdf</a></p>
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?	YES	<p>Under Article III paragraph 6 of the By-Laws, the nine (9) directors of the corporation shall be elected by plurality vote, cast by ballot, at the annual meeting of stockholders for that year. The majority shareholder GPL Holdings, Inc. (GPLHI) has the right to nominate from time to time four (4) directors, one of whom will be an independent director. The minority shareholder, Sun Life Financial Holding Company, Inc. or its successors-in-interest (Sun Life) has the right to nominate from time to time four (4) directors, one of whom will be an independent director. Both of the shareholders of the Company are given the equal opportunity to nominate their candidates.</p> <p>Further, the Manual of Corporate Governance prescribes the following with respect to shareholder's benefits, rights of <u>investors</u> and minority interest.</p> <p><i>"Rights of Investors/Minority Interests.</i></p> <p><i>The Board shall be committed to respect the following rights of the stockholders.</i></p> <p><i>6.1.1.1 Voting right</i></p> <p><i>a. Shareholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code and the Corporation's By-Laws.</i></p>

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			<p>b. <i>Cumulative voting shall be used in the election of Directors</i></p> <p>c. <i>A director shall not be removed without cause if it will deny minority shareholders representation in the Board.</i></p> <p>d. <i>Pursuant to the By-Laws of the Corporation, the majority shareholder, GPL Holdings, Inc. ("GPLH"), has the right to nominate from time to time, four (4) directors, one of whom will be an independent director. The minority shareholder, Sun Life Financial Philippine Holding Company, Inc. ("Sun Life", has the right to nominate from time to time, four 4 directors, one of whom will be an independent director. The majority shareholder, GPLH shall have the right to nominate candidates for the third independent director, and Sun Life will approve one of GPLH's nominees, which approval Sun Life will not unreasonably withhold."</i></p> <p><b>Source Documents:</b></p> <p><b><u>Section 6.1.1Manual of Corporate Governance(pages 18-19)</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/SLGFI%20Corporate%20Governance%20Manual.pdf">https://www.sunlifegrepa.com/upload/files/SLGFI%20Corporate%20Governance%20Manual.pdf</a></p>

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A.3.3	Does the company allow shareholders to elect directors/commissioners individually?	YES	<p>The Company allows shareholders to elect directors individually. Article III, Section 3 of the By-Laws state:</p> <p><i>“Vote – At each meeting of the Stockholders, every stockholder shall be entitled to vote in person or by proxy, and he shall have one vote for each share of stock standing in his name on the books of the corporation at the time off the closing of the transfer of books for each meeting. The vote for directors, and upon demand.”</i></p> <p>The Manual of Corporate Governance contains a section on the rights of stockholders (investors or minority interests). The election of the directors by shareholders is also subject to the requirements stated in said Manual of Corporate Governance.</p> <p><i>“Rights of Investors/Minority Interests.</i></p> <p><i>The Board shall be committed to respect the following rights of the stockholders.</i></p> <p><b>6.1.1.1 Voting right</b></p> <ul style="list-style-type: none"> <li><i>a. A shareholder shall have the right to elect, remove, and replace Directors and vote on certain corporate acts in accordance with the Corporate Code and Corporation By-Laws</i></li> <li><i>b. Cumulative voting shall be used in the election of Directors</i></li> <li><i>c. A Director shall not be removed without cause if it will deny minority</i></li> </ul>



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			<p><i>shareholders representation on the Board.</i></p> <p><i>d. Pursuant to the B -Laws of the Corporation, the majority shareholder, GPL Holdings, Inc. ("GPLH"), has the right to nominate from time to time, four (4) directors, one of whom will be an independent director. The minority shareholder, Sun Life Financial Philippine Holding Company, Inc. ("Sun Life" , has the right to nominate from time to time, four 4 directors, one of whom will be an independent director. The majority shareholder, GPLH shall have the right to nominate candidates for the third independent director, and Sun Life will approve one of GPLH's nominees, which approval Sun Life will not unreasonably withhold."</i></p> <p><b>Source Documents:</b></p> <p><b><u>Section 6.1.1.1 Manual of Corporate Governance/ Shareholder’s Benefit/Rights of Investors/Minority Interest (page 19)</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/SLGFI%20Corporate%20Governance%20Manual.pdf">https://www.sunlifegrepa.com/upload/files/SLGFI%20Corporate%20Governance%20Manual.pdf</a></p> <p><b><u>Article III Section 3 By Laws/Stockholders/Vote (Page 3)</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/SLGFI%20Amended%20AOI%20and%20By-Laws.pdf">https://www.sunlifegrepa.com/upload/files/SLGFI%20Amended%20AOI%20and%20By-Laws.pdf</a></p>

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A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?	YES	<p>The Company discloses the voting and voting tabulation procedures through the By-Laws which provides for the details of how the two (2) shareholders of the Company agreed to nominate and vote for their candidates. The nomination and voting are agreed upon by the shareholders pursuant to the joint venture agreement entered into. <b>The By-Laws provide:</b></p> <p><i>“Election of Directors – The nine (9) directors of the corporation shall be elected by a plurality vote, cast by ballot, at the annual meeting of stockholders for that year “</i></p> <p>The voting procedure is also disclosed in the latest AGM minutes:</p> <p><i>“The Corporate Secretary explained the voting procedure. He said that according to the Shareholders’ Agreement between GPL Holdings, Inc. (“GPLH”), the majority shareholder, and Sun Life Financial Philippine Holding Company, Inc. (“Sun Life”), the minority shareholder, which together own 100% of the Corporation: GPLH shall have 5 nominees to the Board, including 2 independent directors, which Sun Life is bound to elect; while Sun Life has 4 nominees, including 1 independent director, which GPLH is bound to elect. “</i></p> <p><b>Source Document:</b></p> <p><b><u>Article III Section 6 By-Laws/ Election of Officers (Page 4)</u></b></p>

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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?	<b>OECD Principle II (C):</b> (2) Shareholders should have the opportunity to ask questions to the board, including questions relating to the annual external audit, to place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limitations.	YES	Any question or clarification raised during the meeting is duly recorded in the Minutes of Meeting. If there was no question asked on the other hand, the same is also duly noted. To wit:  <i>“ Upon motion duly made and seconded, with no questions, objections, or abstentions being noted, the stockholders unanimously resolved as follows:”</i>  So far, the stockholders have always voted unanimously on all items presented before them.  <b>Source Document:</b>  <u>Draft Minutes of the 2018 Annual Stockholder’s Meeting (page 2-3)</u> <a href="https://www.sunlifegrepa.com/upload/files/Minutes ASM 2018 SLGFI.pdf">https://www.sunlifegrepa.com/upload/files/Minutes ASM 2018 SLGFI.pdf</a>
A.3.6	Do the minutes of the most recent AGM record questions and answers?		YES	Any question or clarification raised during the meeting is duly recorded in the Minutes of the Meeting. If there were no questions asked on the other hand, the same is also duly noted. To wit:

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	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p><i>“Upon motion duly made and seconded, without comments, abstentions, or objections being noted, the stockholders unanimously resolved, as follows: xxx”</i></p> <p>So far, the stockholders have always voted unanimously on all items presented before them.</p> <p><b>Source Document:</b></p> <p><b><u>Draft Minutes of the 2018 Annual Stockholder’s Meeting (page 2-3)</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2018_SLGFI.pdf">https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2018_SLGFI.pdf</a></p>
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?	YES	<p>The minutes of the 2018 Annual Stockholders Meeting were posted on the website and it contained all the resolutions approved during the said meeting.</p> <p>Example:</p> <p><i>“RESOLVED, that all resolutions, acts and proceedings of the Board of Directors and the corporate officers of Sun Life Grepa Financial, Inc. up to the present be, as they are hereby, approved, confirmed, and ratified as if each of such resolutions, acts and proceedings had been adopted with specific and special authorization by the stockholders in a meeting duly convoked and held.”</i></p> <p><b>RESOLVED, that the following are elected as the directors of Sun Life Grepa Financial, Inc. to serve</b></p>

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	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p><i>until the next regular annual meeting of the stockholders and until their successors shall have been duly elected and qualified:</i></p> <p><i>“Claude A. Accum Jose Isidro N. Camacho (independent) Helen Y. Dee Michele Marie Y. Dee Francisco C. Eizmendi, Jr. (independent) Richard S. Lim Rizalina G. Mantaring Juan B. Santos (independent) and Lorenzo V. Tan”</i></p> <p><b>“RESOLVED</b>, that the firm SyCip Gorres Velayo &amp; Co./Ernst &amp; Young be, as it is hereby, appointed as Sun Life Grepa Financial, Inc.’s (the “Corporation”) external auditor for the audit year 2017.</p> <p><b>“RESOLVED FURTHER</b>, that any two (2) of the following officers, acting jointly, namely the President and the Treasurer be, as they are hereby, appointed as the Corporation’s representatives to execute and sign, on behalf of the Corporation, such deeds and instruments as may be necessary to implement the foregoing.”</p> <p><b>Source Document:</b></p> <p><b><u>Draft Minutes of the 2018 Annual Stockholder’s Meeting (page 2-3)</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/Minutes ASM 2018 SLGFI.pdf">https://www.sunlifegrepa.com/upload/files/Minutes ASM 2018 SLGFI.pdf</a></p>

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	SCORECARD ITEM	Y/ N	Reference/ Source document
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?	YES	<p>Any question or clarification raised during the meeting is duly recorded in the Minutes of the Meeting. If there were no questions asked on the other hand, the same is also duly noted. To wit:</p> <p><i>“Upon motion duly made and seconded, without comments, abstentions, or objections being noted, the stockholders unanimously resolved, as follows: xxx”</i></p> <p>So far, the stockholders have always voted unanimously on all items presented before them.</p> <p><b>Source Document:</b></p> <p><b><u>Draft Minutes of the 2018 Annual Stockholder’s Meeting (page 2-3)</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2018_SLGFI.pdf">https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2018_SLGFI.pdf</a></p>
A.3.9	Does the company disclose the list of board members who attended the most recent AGM?	YES	<p>The Minutes listed all the nine (9) board members who attended the 2017 Annual Stockholders’ meeting.</p> <p><i>“Stockholder’s Present:</i></p> <p><i>GPL Holdings, Inc. (as represented by proxy, Mr. Lorenzo V. Tan) – 17,849,995</i>  <i>Sun Life Financial Philippine Holding Company, Inc (as represented by Mr. Richard Lim) – 17, 149,996</i>  <i>RICHARD S. LIM – 1</i>  <i>JOSE ISIDRO CAMACHO – 1</i>  <i>FRANCISCO C. EIZMENDI, JR. – 1</i>  <i>JUAN B. SANTOS – 1</i></p>

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SCORECARD ITEM		Y/ N	Reference/ Source document
			<p>MICHELLE MARIE Y. DEE – 1            CLAUDE A. ACCUM– 1            RIZALINA G. MANTARING-1            LORENZO V. TAN -1</p> <p>Source Document:</p> <p><b><u>Draft Minutes of the 2018 Annual Stockholder’s Meeting (page 2-3)</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2018_SLGFI.pdf">https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2018_SLGFI.pdf</a></p>
A.3.10	Did the chairman of the board of directors/commissioners attend the most recent AGM?	NO	<p>Director Lorenzo V. Tan acted as the Chairperson during the 2018 Annual Stockholders’ Meeting.</p> <p>Source Document:</p> <p><b><u>Draft Minutes of the 2018 Annual Stockholder’s Meeting (page 1)</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2018_SLGFI.pdf">https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2018_SLGFI.pdf</a></p>
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?	YES	<p>The Minutes of the 2017 Annual Stockholders’ Meeting disclosed the attendance of the President/CEO of the Company, Mr. Richard S. Lim. To wit:</p> <p>“Stockholder’s Present:</p> <p><i>GPL Holdings, Inc. (as represented by proxy, Mr. Lorenzo V. Tan) – 17,849,995</i>  <i>Sun Life Financial Philippine Holding Company, Inc (as represented by Mr. Richard Lim) – 17, 149,996</i>  <b><u>RICHARD S. LIM – 1</u></b></p>

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	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>JOSE ISIDRO CAMACHO – 1  FRANCISCO C. EIZMENDI, JR. – 1  JUAN B. SANTOS – 1  MICHELLE MARIE Y. DEE – 1  CLAUDE A. ACCUM– 1  RIZALINA G. MANTARING-1  LORENZO V. TAN -1</p> <p><b>“4. ANNUAL REPORT ON OPERATIONS</b></p> <p><i>Mr. Richard S. Lim, President, presented the Annual Report on Operations. The stockholders noted that this was the same presentation given during the Q4 Board meeting that they all attended. Upon motion duly made and seconded, the stockholders unanimously resolved to dispense with the report and to proceed to the next item on the agenda. No comments, objections, or abstentions were noted.”</i></p> <p><b>Source Document:</b></p> <p><b><u>Draft Minutes of the 2018 Annual Stockholder’s Meeting (page 1)</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2018_SLGFI.pdf">https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2018_SLGFI.pdf</a></p>



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	SCORECARD ITEM	Y/ N	Reference/ Source document
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?	YES	<p>The Minutes of the 2018 Annual Stockholders' Meeting disclosed the attendance of the chairman of the Audit Committee, Jose Isidro N. Camacho.</p> <p><i>"Stockholder's Present:</i></p> <p><i>GPL Holdings, Inc. (as represented by proxy, Mr. Lorenzo V. Tan) – 17,849,995</i></p> <p><i>Sun Life Financial Philippine Holding Company, Inc (as represented by Mr. Richard Lim) – 17, 149,996</i></p> <p><i>RICHARD S. LIM – 1</i></p> <p><b><u>JOSE ISIDRO CAMACHO – 1</u></b></p> <p><i>FRANCISCO C. EIZMENDI, JR. – 1</i></p> <p><i>JUAN B. SANTOS – 1</i></p> <p><i>MICHELLE MARIE Y. DEE – 1</i></p> <p><i>CLAUDE A. ACCUM– 1</i></p> <p><i>RIZALINA G. MANTARING-1</i></p> <p><i>LORENZO V. TAN -1</i></p> <p><b>Source Document:</b></p> <p><b><u>Draft Minutes of the 2018 Annual Stockholder's Meeting (page 1)</u></b></p> <p><a href="https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2018_SLGFI.pdf">https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2018_SLGFI.pdf</a></p>

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	SCORECARD ITEM	Y/ N	Reference/ Source document
A.3.13	Did the company organise their most recent AGM in an easy to reach location?	YES	<p>The Company organized its 2018 Annual Stockholders' Meeting in an easy to reach location. The meeting was held at the Company's head office, i.e., Grepalife Building 221 Sen. Gil Puyat Avenue, Makati City.</p> <p><b>Source Document:</b></p> <p><b><u>Draft Minutes of the 2018 Annual Stockholder's Meeting (page 1)</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2018_SLGFI.pdf">https://www.sunlifegrepa.com/upload/files/Minutes_ASM_2018_SLGFI.pdf</a></p> <p><b><u>Notice of 2017 Annual Stockholders' Meeting</u></b>  <a href="https://www.sunlifegrepa.com/upload/files/Notice%20ASHM%20SLOCPI%202018.pdf">https://www.sunlifegrepa.com/upload/files/Notice%20ASHM%20SLOCPI%202018.pdf</a></p>
A.3.14	Does the company allow for voting in absentia?	YES	<p>The Company allows for voting in absentia. Proxy is accepted by the Company and the authorized representative presenting a duly issued and valid Proxy is allowed to vote. Considering that majority of the shareholders of the Company are corporations, votes are cast by their duly authorized representatives.</p> <p>Article III, Section 4 of the By-Laws state:</p> <p><i>“Proxies – Any stockholder entitled to vote at the meetings of the stockholders maybe represented and vote thereat by the proxy appointed in an instrument in writing, subscribed by such stockholder or by its duly authorized attorney, and delivered to the Secretary at or before the time of such meeting. Proxies shall b properly signed and</i></p>

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	SCORECARD ITEM		Y/ N	Reference/ Source document
				<p><i>sealed but they shall require no other attestation."</i></p> <p><b>Source Document:</b>  <b>Article III Section 4, By-Laws (Page 3)</b>  <a href="https://www.sunlifegrepa.com/upload/files/SLGFI%20Amended%20AOI%20and%20By-Laws.pdf">https://www.sunlifegrepa.com/upload/files/SLGFI%20Amended%20AOI%20and%20By-Laws.pdf</a></p>
A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?		N/A	<i>Not applicable for Class 2 as prescribed by the Guidelines on Compliance with ASEAN Corporate Governance Scorecard issued by the Insurance Commission.</i>
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?		N/A	<i>Not applicable for Class 2 as prescribed by the Guidelines on Compliance with ASEAN Corporate Governance Scorecard issued by the Insurance Commission.</i>
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?	<b>OECD Principle II (C):</b> (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information	N/A	<i>Not applicable for Class 2 as prescribed by the Guidelines on Compliance with ASEAN Corporate Governance Scorecard issued by the Insurance Commission.</i>
A.3.18	Do companies provide at least 21 days notice for all resolutions?	regarding the issues to be decided at the meeting.	Y	<p>The Notice of the 2018 Annual Stockholders' Meeting was sent on May 5, 2018.</p> <p><b>Source Documents:</b></p> <p><b>Notice of the 2018 Annual Stockholders' Meeting</b>  <a href="https://www.sunlifegrepa.com/upload/files/Notice%20ASHM%20SLOCPI%202018.pdf">https://www.sunlifegrepa.com/upload/files/Notice%20ASHM%20SLOCPI%202018.pdf</a></p>

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	SCORECARD ITEM	Y/ N	Reference/ Source document
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?	YES	<p>The Company provides the rationale and explanation for each agenda item which requires shareholders' approval in the Notice of Annual Stockholders' Meetings.</p> <p><i>"The following items shall require a vote from the Stockholders. We recommend that a vote FOR the following items be cast:</i></p> <ul style="list-style-type: none"> <li>• <b>Approval of the minutes of the previous meeting.</b> <i>The Stockholders are requested to approve the minutes of the 2017 Annual Stockholders' Meeting on 06 June 2017.</i></li> <li>• <b>Ratification of the Acts of the Board of Directors and Officers.</b> <i>The Stockholders are requested to ratify and approve all the decisions and actions taken by the directors and officers for the term 2017 to 2018.</i></li> <li>• <b>Election of Directors.</b> <i>The Stockholders are requested to vote for the following nominees for director: Helen Y. Dee, Jose Isidro N. Camacho, Michele Marie Y. Dee, Francisco C. Eizmendi, Jr., Richard S. Lim, Rizalina G. Mantaring, Juan B. Santos, Claude A. Accum and Lorenzo V. Tan. Their respective bio-datas are attached.</i></li> <li>• <b>Appointment of External Auditor.</b> <i>The Stockholders are requested to vote for the appointment of Ernst &amp; Young/SyCip Gorres Velayo &amp; Co. as the External Auditor for 2018 to 2019. "</i></li> </ul>

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	SCORECARD ITEM		Y/ N	Reference/ Source document
				<p>Source Document:</p> <p><b>Notice of the 2018 Annual Stockholders' Meeting</b>  <a href="https://www.sunlifegrepa.com/upload/files/Notice%20ASHM%20SLOCPI%202018.pdf">https://www.sunlifegrepa.com/upload/files/Notice%20ASHM%20SLOCPI%202018.pdf</a></p>
<b>A.4</b>	<b>Markets for corporate control should be allowed to function in an efficient and transparent manner.</b>			
A.4.1	In cases of mergers, acquisitions and/or takeovers requiring shareholders approval, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?	<b>OECD Principle II (E):</b> Markets for corporate control should be allowed to function in an efficient and transparent manner. (1) The rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets, should be clearly articulated and disclosed so that investors understand their rights and recourse. Transactions should occur at transparent prices and under fair conditions that protect the rights of all shareholders according to their class.	YES	Should there be any mergers, acquisitions and/or takeovers requiring shareholders' approval, the Board of Directors of the offeree company is required to appoint an independent party to evaluate the fairness of the transaction price.
<b>A.5</b>	<b>The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.</b>			
A.5.1	Does the Company publicly disclose policy/practice to encourage shareholders including institutional shareholders to attend the general meetings or engagement with the Company?	<b>OECD Principle II (F):</b> The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.	N/A	<i>Not applicable for Class 2 as prescribed by the Guidelines on Compliance with ASEAN Corporate Governance Scorecard issued by the Insurance Commission.</i>