

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

D. Disclosure and Transparency			
	SCORECARD ITEM	Y/ N	Reference/ Source document
D.1	Transparent ownership structure		
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	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>
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?		
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?		
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?		

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	SCORECARD ITEM		Y/ N	Reference/ Source document
D.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?		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>
D.2	Quality of Annual Report			
	<i>Does the company's annual report disclose the following items:</i>			
D.2.1	Key risks	<p>"OECD Principle V (A): (1) The financial and operating results of the company; (2) Company objectives, including ethics, environment, and other public policy commitments; (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, beneficial ownership; (4) Remuneration policy for members of the board and key executives, including their qualifications, the selection process, other company directorships and whether they are regarded as independent by the board; (6) Foreseeable risk factors, including risk management system; (7) Issues regarding employees and other stakeholders; (8) Governance structure and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented.</p> <p>OECD Principle V (E): Channels for disseminating information should</p>	YES	<p>The key risks of the Company are enumerated in the company's Annual Report. These are the significant risks identified by the management that may impact the achievement of the company's business goals. These risks are actively monitored and assessed on an ongoing basis to ensure that risks are properly mitigated.</p> <p>Following are the significant risks identified:</p> <ul style="list-style-type: none"> <p>Insurance and Underwriting Risk <i>Insurance risk is the uncertainty of product performance due to differences between the actual experience and expected assumptions affecting amounts of claims, benefits payments, expenses and the cost of embedded options and guarantees related to insurance risks. The risk class includes risk factors relating to product development and pricing, mortality, morbidity, longevity, policyholder behavior and reinsurance.</i> x x x</p> <p>Financial Risk <i>The Company is exposed to financial risk through its financial assets, financial liabilities and insurance liabilities. In particular, the key financial</i></p>

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	SCORECARD ITEM	Y/ N	Reference/ Source document
	<p>provide for equal, timely and cost-efficient access to relevant information by users.</p> <p>ICGN 2.4 Composition and structure of the board ICGN 2.4.1 Skills and experience ICGN 2.4.3 Independence</p> <p>ICGN 5.0 Remuneration ICGN 5.4 Transparency</p> <p>UK Corporate Governance Code (2010) A.1.2 - the number of meetings of the board and those committees and individual attendance by directors.</p> <p>CLSA-ACGA (2010) CG Watch 2010 - Appendix 2 (I) CG rules and practices (19) Disclose the exact remuneration of individual directors.</p>		<p><i>risk that the Company is exposed to is that the proceeds from its financial assets are not sufficient to fund the obligations arising from its insurance contracts. The most important components of this financial risk are credit risk, liquidity risk and market risk.</i></p> <p><i>These risks arise from open positions in interest rate, currency and equity products, all of which are exposed to general and specific market movements.</i></p> <ul style="list-style-type: none"> ○ Credit Risk Credit risk refers to the risk that an issuer of securities in the Company’s investment portfolio, debtor or counterparty and intermediary, to whom the Company has an exposure, will default on its contractual obligations resulting in financial loss to the Company. It is the uncertainty surrounding the likelihood of default or credit downgrades. The Company has no significant concentration of credit risk except on Philippine government securities as required by Philippine laws and regulations. It has policies in place to ensure that services are rendered to customers with an appropriate credit history. ○ Liquidity Risk <i>Entities within the Sun Life Financial Group are required to have appropriate liquidity. This means having sufficient liquidity to be able to meet all obligations promptly under foreseeable adverse circumstances, while not having excessive liquidity that entails an opportunity cost in terms of product competitiveness and asset yields. Exposure to</i>

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			<p><i>liquidity risk is measured and managed by using liquidity ratios calculated over various scenarios and time horizons. The Company measures and manages its Liquidity Ratios within prescribed tolerances and target ranges, and monitors and reports its Liquidity Ratios...”</i></p> <ul style="list-style-type: none"> ○ Market Risk <i>Market risk arises when there is uncertainty in the valuation of financial assets and liabilities from changes in equity markets, interest rates, and foreign exchange rates.</i> ● Operational Risk <i>This is the risk of loss resulting from inadequate or failed internal processes, controls, people and systems. Categories of operational risks may fall under: sales and distribution, human resources, information technology, processes and people, accounting and finance, model risk, legal and regulatory and third party relationships.</i> <p><i>The Company ensures that internal controls and practices are consistent with enterprise wide policies supporting the management of operational risks.</i></p> <p>Source Document:</p> <p><u>2017 Annual Report: Risk Management (Page 40-42)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>

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D.2.2	Corporate objectives	YES	<p>The Company’s corporate objectives are disclosed through the company website and the Company’s 2017 Annual Report.</p> <p>Our Vision <i>Sun Life Grepa Financial, Inc. is a provider of financial solutions that are innovative, market responsive and with great value.</i></p> <p>Our Mission</p> <ul style="list-style-type: none"> • <i>Our business is to provide solutions.</i> • <i>We will delight our customers by offering an integrated product suite, satisfying their insurance and investment needs.</i> • <i>We will recruit, nurture, retain, and empower sales associates and employees who are recognized and rewarded for professionalism, excellence, and innovation.</i> • <i>We will increase value for our shareholders by consistently meeting all targets through good governance and the adoption of best practices.</i> • <i>We will educate the Filipino public on the importance of financial preparedness and diversity in relation to their investments portfolio.</i>

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SCORECARD ITEM		Y/ N	Reference/ Source document
			<p><i>2017 Strategic Goals</i></p> <ul style="list-style-type: none"> • Achieve 5 Million clients - Tap new market segments in order to reach 5 Million Clients. • Build brand strength - Leverage synergies with Sun Life and our bank partners to grow brand reputation and client reach • Reinforce our Teams - Increase the reach of our distribution channels and support the capabilities of our sales force with our multi distribution approach. Grow our Agency and Bancassurance teams threefold by 2021 through aggressive Recruitment, Engagement and Activation programs and key leadership programs. <p>Source Document:</p> <p><u>2017 Annual Report: 2017 Strategic Goals (Page 5)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p> <p><u>SLGFI Website</u> https://www.sunlifegrepa.com/CorporateGovernance.aspx</p>
D.2.3	Financial performance indicators	YES	<p>SLGFI is committed to efficiently manage the company's resources and enhancing shareholder value. The company regularly reviews its performance against its operating and financial plans and strategies, and use key performance indicators to monitor its progress.</p>

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SCORECARD ITEM		Y/ N	Reference/ Source document
			<p>SLGFI maintains over the past years its competitive position in terms of market leadership.</p> <p>Source Documents:</p> <p><u>2017 Audited Financial Statement</u> https://www.sunlifegrepa.com/upload/files/2015%20SLOCPI%20Audited%20Financial%20Statement%20with%20notes_SEC_160614.pdf</p> <p><u>2017 Annual Report (Page 31-39)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>
D.2.4	Non-financial performance indicators	YES	<p><i>Sun Life Grepa maintained its inclusion within the top 10 life insurance companies in the country based on Assets and Net Income in 2017. As Sun Life Grepa launched the regional Most Respected Advisor recognition program for the agency force, the company saw an increase in its agency manpower by 17% while also enjoying an increase in number of producing agents by 49%. Sun Life Grepa also strengthened its financial literacy awareness advocacy by tapping the growing millennial market through the Millennial Millionaire program which was widely supported by RCBC and RCBC Savings Bank. The company also marked a milestone in reaching 1.68 million clients nationwide and also widened its nationwide reach by partnering with CTBC Bank in 2017.</i></p>

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			<p>Source Document:</p> <p><u>2017 Annual Report/ Non-Financial Indicators (Page 42)</u></p> <p>https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>
D.2.5	Dividend policy	YES	<p>The Company has a dividend policy which is part of its capital management. SLGFI satisfies the requirements of local regulations and, when prudent and appropriate, the Company returns through dividends and other distributions, excess capital to its parent company.</p> <p>The Company satisfies the requirements of local regulations and, when prudent and appropriate, the Company returns through dividends and other distributions, excess capital to its parent company. The Company declares its Dividend Policy in Section IV (B) (1) of the Manual on Corporate Governance (pp.20-21), as follows:</p> <ol style="list-style-type: none"> a. Shareholders shall have the right to receive dividends subject to the discretion of the Board b. The Company shall be compelled to declare dividends when its retained earnings shall be in excess of 100% of its paid-in capital stock, except: (a) when justified by definite corporate expansion projects or programs approved by the Board, or (b) when the Company is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring

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			<p>dividends without its consent, and such consent has not been secured; or (c) when it can be clearly shown that such retention is necessary under special circumstances obtaining in the Company, such as when there is a need for special reserve for probable contingencies.</p> <p>c. The cutoff date to determine the stockholders entitled to dividends shall be as approved by the Board.</p> <p>d. Once declared, dividends are payable within 28 days after all necessary regulatory approvals are secured; provided, that if such date of distribution does not fall on a business day in Amsterdam or Manila, the dividend will be distributed on the immediately preceding day that is a business day both in Amsterdam and Manila; provided further, that after the distribution the Company shall still have sufficient retained earnings.</p> <p>SLGFI’s dividend policy is also set in the Manual on Corporate Governance and By-Laws Section 6.1.1.5 Rights to Dividends.</p> <p>“Article VI.6 Dividends</p> <p><i>Dividends shall be declared as such times and in such percentage, as the board may determine, but no dividends shall be declared, as the board may determine, but no dividends shall be declared or paid except from the surplus profits arising from its business, nor shall any dividend be declared that will impair the capital of the corporation or</i></p>

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			<p><i>prior to any provision for amounts required to be set aside or maintained for reserves of the corporation under the law and for self-funding as may be required under an approved business plan.”</i></p> <p>Source Documents:</p> <p><u>2017 Annual Report (Page 40)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p> <p><u>Manual on Corporate Governance (Page 20)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%20Corporate%20Governance%20Manual.pdf</p> <p><u>Article VI Section 6 By-Laws/Audit of Books, Finances and Dividends (Page 19)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%20Amended%20AOI%20and%20By-Laws.pdf</p>
D.2.6	Details of whistle-blowing policy	YES	<p>The Company maintains an Employee Ethics Hotline where suspected wrongdoings can be reported</p> <p>“The Whistle Blower program of the Company provides a formal mechanism and channel for directors, officers, employees, suppliers, business partners, contractors and sub-contractors, and other third parties to raise serious concerns about</p>

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			<p>a perceived wrongdoing or questionable or unethical behavior or transaction, malpractice, or any risk involving the Company or any of its officers and employees. Sun Life strictly prohibits any form of retaliation <i>against those reporting concerns in good faith and guarantees that the whistleblower will be shielded or free from reprisals, harassment, or disciplinary action.</i></p> <p><i>Suspected breaches of the Sun Life Grepa Code of Business Conduct, the same must be promptly reported to the Compliance Officer, Head of Human Resources, or the General Counsel. Suspected breaches may also be reported anonymously through the following Ethics Hotline numbers available 24 hours a day.”</i></p> <p><i>“Sun Life is committed to leading with integrity and takes breaches of the Code seriously. We must all take an active role in ensuring the Code is applied throughout Sun Life and that breaches of the Code are handled appropriately.</i></p> <p><i>How Do I Report A Breach of the Code?</i> <i>Advise your manager, human resources, a compliance officer or someone in the law department if you believe YOU may have contravened the Code.</i></p> <p><i>If you know or suspect that SOMEONE ELSE has contravened the Code or you feel you are being pressured to violate the law or your ethical responsibilities, advise your manager, human resources, the general counsel or senior</i></p>

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			<p><i>compliance officer in your business group, or the chief compliance officer. If you would prefer to report the situation anonymously, or if you feel that someone has not responded appropriately to your report, use the Employee Ethics Hotline.</i></p> <p><i>Dial 105-11 or 105-12 (Cell phone – no “+63” Prefix using Globe and Smart lines) Dial 1010-5511-00 (Landline)</i></p> <p><i>You’ll be prompted to dial Alertline number 800 481-6966</i></p> <p><i>For English, please select 1 For Filipino, please select 9</i></p> <p><i>The whistleblower may also submit his or her report or concern in writing directly to the Compliance Officer, or by Email to: sf_code_of_business_conduct@sunlife.com</i></p> <p><i>The Hotline services are handled by an outside service provider, and are available to all employees, seven days a week, 24 hours a day in multiple languages. If you suspect a breach has taken place, do not attempt to deal with the situation yourself. Your identity in any follow- up discussions or inquiries will be kept in confidence to the extent appropriate or permitted by law.”</i></p> <p>Source Documents:</p>

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SCORECARD ITEM		Y/ N	Reference/ Source document
			<p><u>Code of Business Conduct/ Applying the Code (Page 5)</u> https://www.sunlifegrepa.com/upload/files/Code%20of%20Business%20Conduct.pdf</p> <p>2017 Annual Report (Page 43) https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p> <p><u>Company Policies/ Reporting Code Breaches (SLGFI website)</u> https://www.sunlifegrepa.com/CorporateGovernance.aspx</p>
D.2.7	Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	YES	<p>Biographical details of SLGFI’s directors are disclosed through the company’s Annual Report and the company website.</p> <p>The biographical details of SLGFI’s directors include each director’s age, qualifications, date of first appointment, relevant experience and directorship in other publicly-listed companies and disclosed through the Company’s Annual Report.</p> <p>Source Document:</p> <p><u>2017 Annual Report (Page 10-14)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>

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D.2.8	Training and/or containing education program attended by each director/commissioner	YES	<p>The Company maintains a formal orientation and ongoing education program for independent Directors. All Directors are provided with, and encouraged to attend, appropriate trainings and informed of the Company's internal policies and procedures as appropriate, including written materials that outline the organization of the Board and its Committee(s), the powers and duties of Directors, the required standards of performance for Directors and the Sun Life Financial Code of Business Conduct. As part of the ongoing education program of all directors, short learning sessions were provided and attended by directors during the 2017 scheduled board meetings. The Directors completed the Corporate Governance training conducted by Risks, Opportunities, Assessment, Management (ROAM), Inc., which is accredited by the Insurance.</p> <p>Source Documents:</p> <p><u>2017 Annual Report (Page 24-25)</u> <u>https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</u></p>
D.2.9	Number of board of directors/commissioners meetings held during the year	YES	<p>In 2017, there were 4 (four) board meetings held on the following dates:</p> <p>7 March 2017 6 June 2017 3 October 2017 5 December 2017</p>

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SCORECARD ITEM		Y/ N	Reference/ Source document
			<p>The number of board meetings is disclosed in the Company’s 2017 Annual Report and submitted to the Securities and Exchange Commission (SEC).</p> <p>Source Document:</p> <p><u>2017 Annual Report (Page 22)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p> <p><u>Secretary Certificate, Attendance of Directors and Meeting Dates</u> https://www.sunlifegrepa.com/upload/files/SLGFI%20Board%20Meeting%20Attendance.pdf</p>
D.2.10	Attendance details of each director/commissioner in respect of meetings held	YES	<p>The Company discloses attendance details of each director in respect of meetings held. The Board of Directors had 4 meetings in 2017 – March 7, June 6, Oct 3 and December 5.</p> <p>Further details on attendance of the members in the board meetings are disclosed in the Company’s Annual Report.</p> <p>Source Document:</p> <p><u>2017 Annual Report (Page 22)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p> <p><u>Secretary Certificate, Attendance of Directors and Meeting Dates</u></p>

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SCORECARD ITEM		Y/ N	Reference/ Source document
			http://www.sunlifegrepa.com/upload/files/SLGFI%20Board%20Meeting%20Attendance.pdf
D.2.11	Details of remuneration of each member of the board of directors/commissioners		<p>The total annual compensation of the company's directors during the preceding fiscal year is booked under "Professional Fee" in the Company's Audited Financial Statement.</p> <p>Source Document:</p> <p><u>2017 Audited Financial Statement</u> https://www.sunlifegrepa.com/upload/files/2015%20SLOCPI%20Audited%20Financial%20Statement%20with%20notes_SEC_160614.pdf</p>
Corporate Governance Confirmation Statement			
D.2.12	Does the Annual Report contain a statement confirming the company's full compliance with the code of corporate governance and where there is non-compliance, identify and explain reasons for each such issue?	YES	<p>The Company's Annual Report contains a statement confirming the company's compliance with the code of corporate governance.</p> <p><i>"Corporate Governance</i> <i>Trust is an important element in the insurance business. In fact, one can say that the insurance business is chiefly based on trust. Sun Life Grepa and its Board of Directors (the "Board") are committed to maintaining high standards of governance that will ensure that the trust upon which its business is built will not be compromised.</i></p> <p><i>The Board and Management of Sun Life Grepa adopt governance policies and practices intended to align the interests of all its stakeholders. We are committed to fully comply with all regulatory standards and reflect in the best way possible best</i></p>

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	<p>UK CG Code, and if so, setting out: (i) those provisions, if any, it has not complied with; (ii) in the case of provisions whose requirements are of a continuing nature, the period within which, if any, it did not comply with some or all of those provisions; and (iii) the company's reasons for non-compliance.</p> <p>ASX CODE: Under ASX Listing Rule 4.10.3, companies are required to provide a statement in their Annual Report disclosing the extent to which they have followed the Recommendations in the reporting period. Where companies have not followed all the Recommendations, they must identify the Recommendations that have not been followed and give reasons for not following them. Annual Reporting does not diminish the company's obligation to provide disclosure under ASX Listing Rule 3.1.</p>		<p><i>practices that are in the interest of all stakeholders of the Company.</i></p> <p><i>As part of this commitment, the Board annually reviews and approves its Manual on Corporate Governance, as well as the charters of Board, Audit Committee, Review Committee for Related Party Transactions, Remuneration and Governance Committee, and Risk Management Committee. In 2017, the Company substantially complied with the Code of Corporate Governance prescribed by the Insurance Commission."</i></p> <p>Source Document:</p> <p><u>2017 Annual Report/Corporate Governance (Page 21)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>
D.3.	Disclosure of related party transactions (RPT)		

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	SCORECARD ITEM	Y/ N	Reference/ Source document
D.3.1	<p>Does the company disclose its policy covering the review and approval of material/significant RPTs?</p> <p>OECD Principle V: Disclosure and Transparency (A) Disclosure should include, but not limited to, material information on: (5) Related party transactions</p> <p>ICGN 2.11.1 Related party transactions The company should disclose details of all material related party transactions in its Annual Report.</p>	YES	<p>Company policy requires review of Related Party Transactions. The Company has a Review Committee for Related Party Transactions. The Review Committee for Related Party Transactions ("RPT Committee") shall be composed of at least three (3) members of the Board, at least two (2) of whom are Independent Directors, including the Committee Chair, and who are appointed by the Board on an annual basis following each annual meeting. Each member shall have at least an adequate understanding of the Corporation's ownership structure, i.e., parents, affiliates, and subsidiaries, and table of organization for employees. In case a member has a conflict of interest in a particular related party transaction ("RPT"), he shall refrain from evaluating that particular transaction. The Compliance Officer or Internal Auditor may sit as resource persons in the RPT Committee.</p> <p>The duties and responsibilities of the RPT Committee include:</p> <ul style="list-style-type: none"> Evaluate on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships shall be reflected in the relevant reports to the board and regulators/supervisors. Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral

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			<p>requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the Corporation are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating RPTs, the Committee shall take into account, among others, the following:</p> <ul style="list-style-type: none"> o The related party's relationship to the Corporation and interest in the transactions; o The material facts of the proposed RPT, including the proposed aggregate value of such transaction; o The benefits to the Corporation of the proposed RPT; o The availability of other sources of comparable products or services; and o An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The Corporation shall have in place an effective price discovery system and have exercised due diligence in determining a fair price for RPTs. o All RPTs that are considered material based on Corporation's internal policies shall be endorsed by the RPT Committee to the Board of Directors for approval. <ul style="list-style-type: none"> • Ensure that appropriate disclosure is made, and/or information is provided to

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	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>regulating and supervising authorities relating to the Corporation's RPT exposures, and policies on conflicts of interest or potential conflicts of interest. The disclosure shall include information on the approach to managing material conflicts of interest that are inconsistent with such policies; and conflicts that could arise as a result of Corporation's affiliation or transactions with other related parties.</p> <ul style="list-style-type: none"> • Report to the Board of Directors on a regular basis, the status and aggregate exposures to each related party as well as the total amount of exposures to all related parties. • Ensure that transactions with related parties, including write-off of exposures, are subject to periodic independent review or audit process. • Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including the periodic review of RPT policies and procedures. • 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 of Directors. <p>The Company's 2017 Annual Report also discloses its policy on related party transactions.</p> <p><i>"RELATED PARTY TRANSACTIONS</i></p>

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	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>Transactions between related parties are based on terms similar to those offered to non-related parties. Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions; and the parties are subject to common control or common significant influence (referred to as affiliates). Related parties may be individuals or corporate entities. The Company has a Review Committee for Related Party Transactions (RPT) that reviews and endorses material related party transactions including those involving directors, officers, stockholders, and related interests. The RPT Committee also takes into account whether the RPT is fair, in the best interests of the Company and is entered into on terms no less favorable to the Company than terms generally available to an unaffiliated third-party under the same or similar circumstances. In 2017, the Operating Guidelines for RPTs were updated based on Insurance Commission Circular Letter No. 2017-29 (“Circular”) prescribing the Guidelines to Related Party Transactions for IC Covered Institutions and approved by the Board of Directors. The Circular contains guidelines to ensure RPTs are only undertaken on an arm’s length basis for the benefit of the Company and its stakeholders. Details of Related Party Transactions are provided in Note 31 of the 2017 Audited Financial Statements.”</p> <p>Source Documents:</p>

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SCORECARD ITEM		Y/ N	Reference/ Source document
			<p><u>Manual of Corporate Governance (Page 11-15)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%20Corporate%20Governance%20Manual.pdf</p> <p><u>2017 Audited Financial Statement/Note 30 (Page 67-74)</u> https://www.sunlifegrepa.com/upload/files/2015%20SLOCPI%20Audited%20Financial%20Statement%20with%20notes_SEC_160614.pdf</p> <p><u>Memo on the Creation of Related Party Transactions Review Committee</u> https://www.sunlifegrepa.com/upload/files/SLGFI%20Certification%20on%20the%20Creation%20of%20Related%20Party.pdf</p> <p><u>2017 Annual Report/ Review Committee for Related Party Transactions/First meeting (Page 24, 43)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>
D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?	YES	<p>Details and description of related party transactions are disclosed in Note 31 of the Company’s Audited Financial Statements.</p> <p>Source Document:</p> <p><u>Audited Financial Statement (Page 67-74)</u> https://www.sunlifegrepa.com/upload/files/2015%20SLOCPI%20Audited%20Financial%20Statement%20with%20notes_SEC_160614.pdf</p>

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SCORECARD ITEM		Y/ N	Reference/ Source document
D.3.3	Does the company disclose the nature and value for each material/significant RPT?	YES	<p>Details and description of related party transactions are disclosed in the Notes to Financial Statement.</p> <p>Source Document:</p> <p><u>Audited Financial Statement (Page 67-74)</u> <u>https://www.sunlifegrepa.com/upload/files/2015%20SLOCPI%20Audited%20Financial%20Statement%20with%20notes_SEC_160614.pdf</u></p>
D.4	Directors and commissioners dealings in shares of the company		
D.4.1	Does the company disclose trading in the company's shares by insiders?	N/A	<p><i>Not applicable for Class 2 as prescribed by the Guidelines on Compliance with ASEAN Corporate Governance Scorecard issued by the Insurance Commission.</i></p>
			<p>OECD Principle V (A): (3) Major share ownership and voting rights</p> <p>ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities.</p> <p>ICGN 5.5 Share ownership Every company should have and disclose a policy concerning ownership of shares of the company by senior managers and executive directors with the objective of aligning the interests of these key executives with those of shareholders.</p>
D.5	External auditor and Auditor Report		

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	SCORECARD ITEM	Y/ N	Reference/ Source document
D.5.1	Are audit fees disclosed?	YES	<p><i>As approved by the Stockholders, the Company Engages the services of Sycip Gorres Velayo & Co., a local member firm of Ernst & Young Global Limited, as its external auditor. The audit fees of Sycip Gorres Velayo & Co. for 2017 amounted to Php2.35 million. <u>There were no other fees paid to the firm during the same year other than audit fees.</u></i></p> <p>Source Document:</p> <p><u>2017 Annual Report (Page 40)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>
	<i>Where the same audit firm is engaged for both audit and non-audit services</i>		
D.5.2	Are the non-audit fees disclosed?	Yes	<p><i>As approved by the Stockholders, the Company Engages the services of Sycip Gorres Velayo & Co., a local member firm of Ernst & Young Global Limited, as its external auditor. The audit fees of Sycip Gorres Velayo & Co. for 2017 amounted to Php2.35 million. <u>There were no other fees paid to the firm during the same year other than audit fees.</u></i></p> <p>Source Document:</p> <p><u>2017 Annual Report (Page 40)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>

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SCORECARD ITEM		Y/ N	Reference/ Source document
D.5.3	Does the non-audit fee exceed the audit fees?	NO	<p><i>As approved by the Stockholders, the Company Engages the services of Sycip Gorres Velayo & Co., a local member firm of Ernst & Young Global Limited, as its external auditor. The audit fees of Sycip Gorres Velayo & Co. for 2017 amounted to Php2.35 million. <u>There were no other fees paid to the firm during the same year other than audit fees.</u></i></p> <p>Source Document:</p> <p><u>2017 Annual Report (Page 40)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>
D.6	Medium of communications		
	<i>Does the company use the following modes of communication?</i>		
D.6.1	Quarterly reporting	YES	<p>MODES OF COMMUNICATION</p> <p>The Company understands the importance of communicating with its stakeholders, clients, and the general public. As such the Company releases information about its business, products and campaigns through various channels:</p> <p>Website</p>
			<p>OECD Principle V (E): Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users.</p> <p>ICGN 7.1 Transparent and open communication Every company should aspire to transparent and open communication about its aims, its</p>

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	SCORECARD ITEM	Y/ N	Reference/ Source document
	<p>challenges, its achievements and its failures.</p> <p>ICGN 7.2 Timely disclosure Companies should disclose relevant and material information concerning themselves on a timely basis, in particular meeting market guidelines where they exist, so as to allow investors to make informed decisions about the acquisition, ownership obligations and rights, and sales of shares.</p>		<p>The Company’s website (www.sunlifegrepa.com) provides the latest news, product information, and activities of the company. The information posted on the website is updated on a weekly or monthly basis depending on the urgency of the information.</p> <p>Social Media</p> <p>The company strives to build its social presence by regular announcements posted on its official Facebook, LinkedIn, Youtube, Twitter, and Instagram channels. Alignment with advisors and employees encourage sharing of company updates released through the official channels.</p> <p>Intranet</p> <p>Sun Life Grepa’s intranet provides announcements on employee and company activities. The information posted on this channel are updated on a regular basis or depending on the urgency of the news or advisories. All employees have Intranet access.</p> <p>Sun SMART : Advisor’s Portal</p> <p>Sun SMART, an online portal to keep all agency and bancassurance sales leaders and advisors updated on the latest news about the company, sales activities and campaigns. Materials such as reference materials, company memos, and other materials relevant to the work of the advisors are updated on a regular basis or depending on the</p>

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	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>urgency of the news or advisor.</p> <p>Quarterly staff town hall meetings</p> <p>The Company, through its Human Resources and Marketing Departments, holds town hall meetings with employees to discuss the latest developments within the company such as changes in company policies; management decisions; and activities that require staff participation. This is also one opportunity where employee accomplishments are recognized and new hires are introduced to the whole workforce.</p> <p>Kapihan</p> <p>The Bancassurance Sales Channel organizes “kapihan” or discussions over coffee for its Bancassurance Sales Officers and bank partners. This quarterly event discusses industry and company updates.</p> <p>Billing Notices</p> <p>Clients are notified of their billing statements via a regular SMS message and printed mail.</p> <p>Internal Announcements</p> <p>Sun Life Grepa’s Branding and Corporate Communication section issues internal announcements via email as required. These announcements are on the latest news about the</p>

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	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>company. Educational content is also shared regularly on topics that range from financial literacy to health awareness. The Product Development and Marketing team regularly sends out email materials discussing finance and industry-relevant content.</p> <p>Media Briefings/ Press Releases</p> <p>News about the company, its products, external partnerships, are announced to the general public through press releases sent to members of the media.</p> <p>Company e-Newsletters</p> <p>The company issues “Ventures”, an electronic journal, twice a year to all employees. This newsletter features the staff activities and announcements for the year.</p> <p>Bank Branches</p> <p>The bank branches of Sun Life Grepa’s bancassurance partners, RCBC and RCBC Savings, receive print and digital materials: product brochures, campaign materials, company tarpaulins, ATM screen ads, and queuing system ads. These materials aim to establish Sun Life Grepa’s presence in the banks and generate leads for its bancassurance sales officers. Sun Life Grepa also collaborates with its bank partners for occasional events and digital/ social media efforts to reach bank customers nationwide. Sun Life Grepa also coordinates with the bank branches for</p>

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SCORECARD ITEM		Y/ N	Reference/ Source document
			<p>campaigns targeted at specific demographics in order to generate leads for bancassurance sales officers. The bank branches also hold regular meetings to cascade relevant bancassurance activities.</p> <p>Agency Sales Branches</p> <p>The agency-affiliated advisors regularly meet with their region heads in order to receive company updates from Sun Life Grepa, and recognize their agency's achievements.</p> <p>Up Close & Personal with Richard Every other month, selected groups of employees are invited to informal meetings with the President to share their thoughts about their work.</p> <p>Source Document:</p> <p>2017 Annual Report (Page 28 and 29) https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>
D.6.2	Company website	YES	<p>The Company has a website which it uses as one of its communication media.</p> <p>SLGFI Website https://www.sunlifegrepa.com/</p>

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	SCORECARD ITEM	Y/ N	Reference/ Source document
D.6.3	Analyst's briefing	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>
D.6.4	Media briefings /press conferences	YES	<p>The Company conducts Media/Press Briefings, which are available for viewing in the “News and Press Releases” section of the Company website.</p> <p>Sun Life Grepa, Pacific Cross ink partnership to provide insurance, health benefits to Filipinos</p> <p><i>Sun Life Grepa Financial, Inc. (Sun Life Grepa), one of the top life insurance companies in the Philippines, recently partnered with Pacific Cross Health Care, Inc. (Pacific Cross), one of the country's leading providers of health care plans.</i></p> <p>Sun Life Grepa offers credit card protection product</p> <p>Sun Life Grepa, one of the top life insurance companies in the country has partnered with the country's leading non-life insurance company, Malayan Insurance, to offer Card Guard Plus. This comprehensive credit card protection product bundles Sun Life Grepa's Life and Accident Insurance with Malayan's Lost/Stolen Card Protection, Online Internet Fraud Protection, Purchase Protection and Travel Insurance. Card Guard Plus also includes Multi Card Protection which allows a cardholder to cover up to three credit cards by just paying one (1) monthly premium.</p>

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SCORECARD ITEM		Y/ N	Reference/ Source document
			<p>Sun Life Grepa initiates wellness, efficiency programs in the workplace</p> <p>Sun Life Grepa initiates wellness, efficiency programs in the workplace. Sun Life Grepa Financial, Inc. (Sun Life Grepa), one of the top life insurance companies in the country, raises overall employee engagement with wellness, continuous improvement, and corporate social responsibility initiatives. To encourage employees to strive for wellness, weekly total body conditioning classes and dance classes are now part of the company's after-office offerings. These classes were designed by a certified trainer to enhance cardio-vascular fitness, muscle strength, and flexibility.</p> <p>Source Document:</p> <p><u>SLGFI Website/Newsroom</u> <u>https://www.sunlifegrepa.com/SiteNewsRoom.aspx</u></p>
D.7	Timely filing/release of annual/financial reports		
D.7.1	<p>Are the audited annual financial report / statement released within 120 days from the financial year end?</p> <p>OECD Principle V (C)</p> <p>OECD Principle V (E) OECD Principle V-(A).</p> <p>ICGN 7.2 Timely disclosure</p> <p>ICGN 7.3 Affirmation of financial statements The board of directors and the corporate officers of the company should affirm at least annually the accuracy of the company's financial statements or financial accounts.</p>	YES	<p>The Company's audited financial report was released within 120 days from the financial year end in compliance to SEC's requirement of disclosing the audited financial statement. The Audited Financial Statements were filed with the SEC and BIR before the deadline of April 15.</p> <p>Source Document:</p> <p><u>2017 Annual Report (pages 30-39)</u></p>

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	SCORECARD ITEM	Y/ N	Reference/ Source document
			https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf 2017 Audited Financial Statement https://www.sunlifegrepa.com/upload/files/2015%20SLOCPI%20Audited%20Financial%20Statement%20with%20notes_SEC_160614.pdf
D.7.2	Is the annual report released within 120 days from the financial year end?	YES	<p>The annual report was released within 120 days from the financial year end. The same was published on the 28 of April 2017.</p> <p>Source Document:</p> <p>2017 Annual Report (pages 32-39) https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>
D.7.3	Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the board of directors/commissioners and/or the relevant officers of the company?	YES	<p>The true and fairness/fair representation of the annual financial statement/reports is affirmed by the board of directors and/or the relevant officers of the Company.</p> <p><i>“Responsibilities of Management and Those Charged with Governance for the Financial Statements</i></p> <p><i>Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements</i></p>

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	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p><i>that are free from material misstatement, whether due to fraud or error.</i></p> <p><i>In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.</i></p> <p><i>Those charged with governance are responsible for overseeing the Company's financial reporting process.</i></p> <p>The Annual Report also includes the Statement of Management's Responsibility for the Financial Statements.</p> <p>Source Documents:</p> <p><u>2017 Audited Financial Statement</u> https://www.sunlifegrepa.com/upload/files/2015%20SLOCPI%20Audited%20Financial%20Statement%20with%20notes_SEC_160614.pdf</p> <p><u>Annual Report (Page 31)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>
D.8	Company website		

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	SCORECARD ITEM	Y/ N	Reference/ Source document
	<i>Does the company have a website disclosing up-to-date information on the following:</i>		
D.8.1	Business operations OECD Principle V (A) OECD Principle V (E) ICGN 7.1 Transparent and open communication ICGN 7.2 Timely disclosure	YES	<p>The Company's website discloses information on its Business Operations. Part of the Company's website is dedicated to a section that contains disclosures and reports released by the company, including its reports and presentations for the media briefings.</p> <p>SLGFI's News Releases are found at this link: https://www.sunlifegrepa.com/SiteNewsRoom.aspx</p> <p>The unit price of various funds offered under SLGFI's Variable Unit Linked (VUL) insurance products are published at this link: https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p> <p>SLGFI's Audited Financial Statements are also in its 2017 Annual Report found at this link: https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p> <p>Source Document:</p> <p><u>SGLFI website</u> https://www.sunlifegrepa.com</p>
D.8.2	Financial statements/reports (current and prior years)	YES	The Company's website discloses information on its Financial Statements (please see Annual Report and the copy of the Audited Financial Statements).

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SCORECARD ITEM		Y/ N	Reference/ Source document
			<p>Part of the company’s website is dedicated to a section that contains disclosures and reports released by the company, including its reports and presentations for the media briefings.</p> <p>Source Documents:</p> <p><u>SGLFI website</u> https://www.sunlifegrepa.com</p> <p><u>2017 Annual Report</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>
D.8.3	Materials provided in briefings to analysts and media	YES	<p>The Company's website discloses the Materials it provided in its meetings with media or the public.</p> <p>SLGFI’s News Releases are found at this link: https://www.sunlifegrepa.com/SiteNewsRoom.aspx</p> <p>The unit price of various funds offered under SLGFI’s Variable Unit Linked (VUL) insurance products are published at this link: https://www.sunlifegrepa.com/VULUnitPrice.aspx</p> <p>SLGFI’s Audited Financial Statements are also in its 2017 Annual Report found at this link: https://www.sunlifegrepa.com/CorporateGovernance.aspx</p>

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SCORECARD ITEM		Y/ N	Reference/ Source document
			<p>Source Documents:</p> <p><u>SGLFI website</u> https://www.sunlifegrepa.com/</p> <p><u>2017 Annual Report</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>
D.8.4	Shareholding structure	YES	<p>The Annual Report contains the Shareholding Structure of SLGFI.</p> <p>Source Documents:</p> <p><u>2017 Annual Report (Page 7)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p> <p><u>Amended General Information Sheet (GIS)</u> https://www.sunlifegrepa.com/upload/files/GIS%202015%20Amended%20SLOCPI_03142016.pdf</p>
D.8.5	Group corporate structure	YES	<p>The Annual Report shows the Group Corporate Structure of SLGFI.</p> <p>Source Document:</p> <p><u>2017 Annual Report (Page 7)</u></p>

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SCORECARD ITEM		Y/ N	Reference/ Source document
			https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf
D.8.6	Downloadable annual report	YES	<p>SLGFI's Annual Report is available for viewing and downloading through the Corporate Governance Page of the Company's Website.</p> <p>Source Documents:</p> <p><u>SLGFI Website</u> https://www.sunlifegrepa.com/CorporateGovernance.aspx</p> <p><u>2017 Annual Report (Page)</u> https://www.sunlifegrepa.com/upload/files/SLGFI%202017%20Corporate%20Annual%20Report.pdf</p>
D.8.7	Notice of AGM and/or EGM	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>
D.8.8	Minutes of AGM and/or EGM	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>
D.8.9	Company's constitution (company's by-laws, memorandum and articles of association)	YES	SLGFI's Company's constitutional documents (Articles of Incorporation and By-Laws) are available for viewing and downloading through the Corporate Governance Page, Source Documents Portion of the Company's Website.

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SCORECARD ITEM		Y/ N	Reference/ Source document
			<p>Source Documents:</p> <p>Company Website https://www.sunlifegrepa.com/CorporateGovernance.aspx</p> <p>By-Laws https://www.sunlifegrepa.com/upload/files/SLGFI%20Amended%20AOI%20and%20By-Laws.pdf</p> <p>Amended Articles of Incorporation https://www.sunlifegrepa.com/upload/files/SLOCPI%20Amended%20Articles%20of%20Incorporation.pdf</p>
D.9	Investor relations		
D.9.1	Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer / office responsible for investor relations?	ICGN 7.1 Transparent and open communication	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>