

## Level 2 – BONUS ITEMS

**(B)A. RIGHTS OF SHAREHOLDERS**

(B)A.1	Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting.	Guiding Reference	Answer	Remarks / References
(B)A.1.1	Does the company practice secure electronic voting in absentia at the general meetings of shareholders?	<b>OECD Principle II (C)</b> (5)The objective of facilitating shareholder participation suggests that jurisdictions and/or companies promote the enlarged use of information technology in voting, including secure electronic voting in all listed companies. The principles recommend that voting by proxy be generally accepted. Indeed, it is important to the promotion and protection of shareholders rights that investors can place reliance upon directed proxy voting.	<b>Yes</b>	The company allows voting in person or in absentia at the general meeting of shareholders. Electronic voting is available.  <a href="#">ASM Webpage - Vote</a>  <a href="#">Notice of 2023 Annual Stockholders' Meeting</a>  <a href="#">Amended By-Laws Proxies, Article II, Section 5, PDF Page 13</a>

**(B)B. EQUITABLE TREATMENT OF SHAREHOLDERS**

(B)B.1	Notice of AGM.	Guiding Reference	Answer	Remarks / References
(B)B.1.1	Does the company release its notice of AGM (with detailed agendas and explanatory circulars), as announced to the Exchange, at least 28 days before the date of the meeting?	<b>OECD Principle II (C)</b> (1) Shareholders should be furnished with sufficient and timely information concerning the date,	<b>Yes</b>	The notice of the AGM (with detailed agendas and explanations) was posted to PSE on March 30, 2023, with the rescheduled ASM date of July 5, 2023, more than 90 days before the

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference

(B)B.1	Notice of AGM.	Guiding Reference	Answer	Remarks / References
		<p>location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting.</p> <p>(3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.</p> <p><b>OECD Principle III (A)</b></p> <p><b>ICGN 8.3.2 Shareholder participation in governance</b> Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors on an individual basis and also the right to appoint external auditors.</p> <p><b>ICGN 8.4.1 Shareholder ownership rights</b> The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder vote. CLSA-ACGA (2010) CG Watch 2010 - Appendix 2. (I) CG rules and practices</p>		<p>stockholders' meeting.</p> <p><a href="#">Notice of 2023 Annual Stockholders' Meeting (Rescheduled to July 5, 2023) - PSE Edge Portal</a></p> <p><i>The company also published the notice in 2 major newspapers of general circulation in print and online on May 25 and 26, 2023:</i></p> <p><a href="#">Publication of 2023 Notice of Annual Stockholders' Meeting - Inquirer, May 26, 2023</a> <a href="#">Publication of 2023 Notice of Annual Stockholders' Meeting - BusinessWorld, May 26, 2023</a></p> <p><a href="#">Publication of 2023 Notice of Annual Stockholders' Meeting - BusinessWorld, May 25, 2023</a> <a href="#">Publication of 2023 Notice of Annual Stockholders' Meeting - Inquirer, May 25, 2023</a></p> <p><i>Both of which were published at least 28 days before the meeting date.</i></p>

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference

(B)B.1	Notice of AGM.	Guiding Reference	Answer	Remarks / References
		(25) Do company release their AGM notices (with detailed agendas and explanatory circulars) at least 28 days before the date of the meeting?		

**(B)C. ROLE OF STAKEHOLDERS**

(B)C.1		Guiding Reference	Answer	Remarks / References
(B)C.1.1	Does the company adopt an internationally recognized reporting framework for sustainability (i.e. GRI, Integrated Reporting, SASB)?	<b>OECD - IV. The role of Stakeholders</b>	<b>Yes</b>	Nat Re adopted the Global Reporting Initiative (GRI) Standing in its Sustainability Reporting for 2022.  <a href="#">Nat Re 2022 Sustainability Report About the Report, PDF Page 2 / 54</a>

**(B)D. DISCLOSURE AND TRANSPARENCY**

(B)D.1		Guiding Reference	Answer	Remarks / References
(B)D.1.1	Are the audited annual financial report /statement released within 60 days from the financial year end?	<b>OECD Principle V (A)</b> (1) The financial and operating results of the company. Audited financial statements showing the financial performance and the financial situation of the company (most typically including the balance sheet, the profit and loss statement, the cash flow statement	<b>No</b>	The Company submitted its Annual Report with the Audited Financial Statement on April 28, 2023.  <a href="#">SEC 17-A Annual Report as of December 31, 2022 Audited Financial Statements, PDF Pages 65 - 196</a>  <a href="#">Annual Report, as of December 31, 2022 (PSE Edge Portal)</a>

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference

(B)D.1		Guiding Reference	Answer	Remarks / References
		<p>and notes to the financial statements) are the most widely used source of information on companies.</p> <p><b>OECD Principle V (E)</b>  <b>ICGN 7.2 Timely disclosure</b>  <b>ICGN 7.3 Affirmation of financial statements</b></p> <p>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>		
(B)D.1.2	Does the company disclose details of remuneration of the CEO?	<p><b>OECD Principle V (A)</b>  (4) Disclosure on an individual basis (including termination and retirement provisions) is increasingly regarded as good practice and is now mandated in many countries. In these cases, some jurisdictions call for remuneration of a certain number of the highest paid executives to be disclosed, while in others it is confined to specified positions.</p>	Yes	<p>The company disclosed details of remuneration of the CEO and senior officers for the past 3 years, and an estimate for the current year.</p> <p><a href="#">SEC 17-A Annual Report as of December 31, 2022</a>  <i>Executive Compensation, Item 10, PDF page 55 / 196</i></p>

**(B)E. RESPONSIBILITIES OF THE BOARD**

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference

(B)E.1	Board Competencies and Diversity	Guiding Reference	Answer	Remarks / References
(B)E.1.1	Does the company have at least one female independent director/commissioner?	<b>OECD Principle VI (E)</b> (4) Countries may wish to consider measures such as voluntary targets, disclosure requirements, boardroom quotas, and private initiatives that enhances gender diversity on boards and in senior management	No	The Company has five non-executive female directors. The female NED represents 39% of the Board members. However, none of them are independent directors.  <a href="#">SEC 17-A Annual Report as of December 31, 2022</a> <i>Directors, Including Independent Directors, and Executive Officers, Item #1, PDF page 35 / 196</i>
(B)E.1.2	Does the company have a policy and disclose measurable objectives for implementing its board diversity and report on progress in achieving its objectives?	<b>OECD Principle VI (E)</b> (4) Countries may wish to consider measures such as voluntary targets, disclosure requirements, boardroom quotas, and private initiatives that enhances gender diversity on boards and in senior management.	Yes	Our policy on diversity is defined under our By-laws on qualification of directors.  Directors shall be possessed of the necessary skills, competence and experience, in terms of management capabilities and preferably in the field of insurance or insurance related disciplines.  <a href="#">Amended By-Laws</a> <i>Qualifications of Directors, Article III, Section 2, PDF Page 16</i>  <a href="#">SEC Names Nat Re as One of PH's Listed Firms with Most Gender-Inclusive Board</a> Currently, the Company has 5 female directors out of 13 total directors and have received an SEC award for Most Women Directors (last March 31, 2022).  Backgrounds and business experiences of our directors are diverse as some are bankers, accountants, agricultural economist, engineer, retired army officer and insurance experts.

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference

(B)E.1 Board Competencies and Diversity		Guiding Reference	Answer	Remarks / References
				<a href="#">SEC 17-A Annual Report as of December 31, 2022</a> <i>Profile and business experience of directors,</i> <i>PDF page 36 – 41 / 196</i>
(B)E.2 Board Structure		Guiding Reference	Answer	Remarks / References
(B)E.2.1	Is the Nominating Committee comprise entirely of independent directors/commissioners?	<b>ICGN 2.4.4 Composition of board committees</b>  The members of these key board committees should be solely non-executive directors, and in the case of the audit and remuneration committees, solely independent directors. All members of the nominations committee should be independent from management and at least a majority should be independent from dominant owners.	No	The Nomination Committee has one independent director. All directors in the nomination committee are non-executive directors.  <a href="#">Results of the June 30, 2022 Organizational Meeting of the Board appointing Officers of the Company</a> Item 2, PDF Page 5
(B)E.2.2	Does the Nominating Committee undertake the process of identifying the quality of directors aligned with the company's strategic directions?	<b>OECD Principle VI</b> (5) Ensuring a formal and transparent board nomination and election process. While actual procedures for nomination may differ among countries, the board or a nomination committee has a special responsibility to make sure that established procedures are transparent and respected. The board or nominating committee has	Yes	<a href="#">Board Meeting Minutes Review of the Qualification of the New Directors Excerpt</a>  The Nomination and Compensation Committee undertook the process of identifying the quality of directors aligned with the company's strategic directions. This is the reason for the preference of directors from the field of insurance or insurance-related disciplines.

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(B)E.2	Board Structure	Guiding Reference	Answer	Remarks / References
		<p>a key role in (but not limited to): (i) Defining the general or individual profile of board members that the company may need at any given time; (ii) Considering the appropriate knowledge, competencies and expertise to complement the existing skills of the board; (iii) Identifying potential candidates to meet desired profiles and proposing them to shareholders, and/or (iv) Considering those candidates advanced by shareholders with the right to make nominations</p>		<p><a href="#">Revised Manual of Corporate Governance</a> Nomination and Election Process, PDF Pages 11-15</p> <p><a href="#">Nomination and Election Rules</a> <i>Qualifications of Regular Directors, Section 4, PDF page4</i> <i>Competence, Item #A.1 PDF Page 15</i></p>

(B)E.3	Board Appointments and Re-Election	Guiding Reference	Answer	Remarks / References
(B)E.3.1	<p>Does the company use professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors/commissioners?</p>	<p><b>OECD Principle VI (D)</b> (5) The board or nomination committee has the responsibility to identify potential candidates to meet desired profiles and propose them to shareholders, and/or consider those candidates advanced by shareholders with the right to make nominations. There are increasing calls for open search processes extending to a broad range of people.</p> <p><b>WORLD BANK PRINCIPLE 6</b></p>	Yes	<p>The Company uses external sources for candidates leveraging our major shareholders' databases of director candidates. Thus we have a good mix of directors with varying knowledge and expertise for both our male and female directors.</p> <p><a href="#">Nat Re Leadership</a></p> <p><a href="#">Nomination and Election Rules</a> <i>Nomination of Candidates, Rule III, PDF page 3</i></p>

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference

(B)E.3	Board Appointments and Re-Election	Guiding Reference	Answer	Remarks / References
		(VI.I.21) Are boards known to hire professional search firms when proposing candidates to the board?		

(B)E.4	Board Appointments and Re-Election	Guiding Reference	Answer	Remarks / References
(B)E.4.1	Do independent non-executive directors/commissioners make up more than 50% of the board of directors/commissioners for a company with independent chairman?	<b>OECD Principle VI (E)</b> (1) Boards should consider assigning a sufficient number of non-executive board members capable of exercising independent judgement to tasks where there is a potential for conflict of interest.	<b>No</b>	<p>Twelve of the 13 directors are non-executive directors (NED). Only the CEO is the executive director. The Chairperson is a female NED.</p> <p>Three of the 13 directors are independent NED. All of them are chairmans of the risk oversight committee, audit committee, and the governance and related party transaction committee.</p> <p>The Company complies with the SEC requirements to have at least 20% of our Board of Directors as Independent Directors.</p> <p><a href="#">Amended Articles of Incorporation</a> <i>Item Sixth, PDF Page 6</i></p>

(B)E.5	Risk Oversight	Guiding Reference	Answer	Remarks / References
(B)E.5.1	(B)E.5.1 Does the board describe its governance process around IT issues including disruption, cyber security, disaster recovery, to ensure	<b>King Code 2009</b> 5. The governance of information technology	<b>Yes</b>	The Company has implemented an Enterprise Risk Management Process, which is an organization-wide approach to the identification, assessment, communication and management of enterprise risks which are, defined as issues

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	that all key risks are identified, managed and reported to the board?	The board should be responsible for information technology (IT) governance 5.1.1. The board should assume the responsibility for the governance of IT and place it on the board agenda. 5.1.2. The board should ensure that an IT charter and policies are established and implemented.		which may prevent the Company from achieving its strategic objectives. This process has been integrated into the Company's operations and is overseen by a Risk Management Team, who reports the results of the review and risk assessment to members of senior management. and eventually to the board.  Technology risks and related activities are overseen by the Board Risk Oversight Committee  <a href="#">Corporate Information Security Policy</a>  <a href="#">Business Continuity Policy</a>  <a href="#">SEC 17-A Annual Report as of December 31, 2022 Risk Management Objectives, PDF page 112</a>  <a href="#">Board Risk Oversight Committee Charter Section 2. c, PDF Page 3</a>
<b>(B)E.6</b>	<b>Board Performance</b>	<b>Guiding Reference</b>	<b>Answer</b>	<b>Remarks / References</b>
(B)E.6.1	Does the company have a separate board level Risk Committee?	<b>ICGN 5.5 Risk Committee</b> While ultimate responsibility for a company's risk management approach rests with the full board, having a risk committee (be it a stand-alone risk committee, a combined risk committee with nomination and governance, strategy, audit or other) can be an effective mechanism to bring the transparency, focus and independent judgement needed to	Yes	The company has a Risk Oversight Committee.  <a href="#">Amended By-Laws Risk Oversight Committee Article V, Section 6, PDF Page 26</a>  <a href="#">Results of the June 30, 2022 Organizational Meeting of the Board appointing Officers of the Company</a> Item 5, PDF Page 5 / 6

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference

		oversee the company's risk management approach.		
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**Level 2 – Penalty Items****(P)A. RIGHTS OF SHAREHOLDERS**

<b>(P)A.1 Basic Shareholder Rights</b>	<b>Guiding Reference</b>	<b>Answer</b>	<b>Remarks / References</b>
(P)A.1.1 Did the company fail or neglect to offer equal treatment for share repurchases to all shareholders?	<b>OECD Principle II (A)</b>	<b>N/A</b>	There is no instance of share repurchases during this period under review.  <a href="#">SEC 17-A Annual Report as of December 31, 2022</a> <i>Part II, Item 5.4 Page 15 / 196</i> Recent sales of unregistered or exempt securities, including recent issuances of securities constituting an exempt transactions

<b>(P)A.2 Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse.</b>	<b>Guiding Reference</b>	<b>Answer</b>	<b>Remarks / References</b>
(P)A.2.1 Is there evidence of barriers that prevent shareholders from communicating or consulting with other shareholders?	<b>OECD Principle II (G)</b> Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles,	<b>No</b>	There is no evidence of any barriers that prevent shareholders from communicating with other shareholders. The Company submits its list of 100 top shareholders (monthly basis, to the PSE) and majority of whom are institutional investors part of the insurance industry. The Board of Directors includes minority interest shareholders.

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(P)A.2 Shareholders, including institutional shareholders, should be allowed to consult with each other on issues concerning their basic shareholder rights as defined in the Principles, subject to exceptions to prevent abuse.	Guiding Reference	Answer	Remarks / References
	subject to exceptions to prevent abuse.		<p>We have published on our website contact information of our Communication Officer and Investor Relations Officer to facilitate easy communication with our shareholders.</p> <p><a href="#">Nat Re Contact Us Webpage</a></p> <p><a href="#">SEC Form 20-IS Definitive Information Statement Shareholder and Investor Relations, PDF page 102 / 329</a></p>

(P)A.3 Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting.	Guiding Reference	Answer	Remarks / References
(P)A.3.1 Did the company include any additional and unannounced agenda item into the notice of AGM/EGM?	OECD Principle II (C) 2	N/A	<p>There was no additional and unannounced agenda item included in the notice of our ASM.</p> <p><a href="#">Nat Re's Notice of 2022 Annual Stockholders' Meeting</a></p>

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference

(P)A.3	Right to participate effectively in and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholders meeting.	Guiding Reference	Answer	Remarks / References
				<a href="#">Minutes of the June 30, 2022 Annual Stockholders' Meeting</a>
(P)A.3.2	Did the Chairman of the Board, Audit Committee Chairman and CEO attend the most recent AGM?	<b>OECD Principle II (C)</b> ICGN 2.4.2 Time Commitment All directors need to be able to allocate their time effectively and attendance at AGMs to meet and directly communicate with shareholders is a key responsibility of all directors and the CEO.	Yes	The following were present in the most recent ASM:  Mr. Wilfredo C. Mardia – Chairman of the Board Mr. Medel T. Nera– Chairman of the Audit Committee Allan R. Santos – President & CEO  <a href="#">Minutes of the June 30, 2022 Annual Stockholders' Meeting</a> <i>Directors Present, PDF page 1</i>

(P)A.4	Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.	Guiding Reference	Answer	Remarks / References
(P)A.4.1	Shareholders Agreement?	<b>OECD Principle II (D)</b>	N/A	There is no existing Shareholders Agreement
(P)A.4.2	Voting Cap?		N/A	There are no Voting Cap
(P)A.4.3	Mutiple Voting Rights?		N/A	There are no multiple voting rights. One share, one vote is practiced.

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(P)A.4	Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.	Guiding Reference	Answer	Remarks / References
				<p><a href="#">Amended By-Laws</a> <i>Election of Directors, Article 2, Section 7, PDF page 14</i></p> <p><a href="#">SEC Form 20-IS Definitive Information Statement</a> <i>Voting Procedures, PDF Page 65 – 67 / 329</i></p>

(P)A.5	Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.	Guiding Reference	Answer	Remarks / References
(P)A.5.1	Is a pyramid ownership structure and/ or cross holding structure apparent?	<p><b>OECD Principle II (D):</b> Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.</p> <p>Some capital structures allow a shareholder to exercise a degree of control over the corporation disproportionate to the shareholders' equity ownership in the company. Pyramid structures, cross shareholdings and shares with limited or multiple voting rights can</p>	N/A	<p>There is no pyramid ownership structure and/or cross holding structure. The company's shareholding structure is fully disclosed.</p> <p><a href="#">SEC 17-A Annual Report as of December 31, 2022</a> <i>Security Ownership of Certain Record and Beneficial Owners, Item 11, PDF page 57 / 196</i></p> <p><a href="#">Shareholder Structure</a> <i>Company website</i></p>

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference

(P)A.5	Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.	Guiding Reference	Answer	Remarks / References
		be used to diminish the capability of non-controlling shareholders to influence corporate policy.		

**(P)B. EQUITABLE TREATMENT OF SHAREHOLDERS**

(P)B.1	Insider trading and abusive self-dealing should be prohibited.	Guiding Reference	Answer	Remarks / References
(P)B.1.1	Has there been any conviction of insider trading involving directors/commissioners, management and employees in the past three years?	<p><b>OECD Principle III: The Equitable Treatment of Shareholders</b> (B) Insider trading and abusive dealing should be prohibited. ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities.</p> <p>Among other issues, these must seek to ensure individuals do not benefit from knowledge which is not generally available to the market.</p> <p><b>ICGN 8.5 Shareholder rights of action</b></p>	N/A	There has been no insider trading involving any of the directors, management, or employee in the past three years. As such, no conviction.

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(P)B.1 Insider trading and abusive self-dealing should be prohibited.	Guiding Reference	Answer	Remarks / References
	... Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.		

(P)B.2 Protecting minority shareholders from abusive action	Guiding Reference	Answer	Remarks / References
(P)B.2.1 Has there been any cases of non compliance with the laws, rules and regulations pertaining to material related party transactions in the past three years?	<p><b>OECD Principle III (B) Insider trading and abusive dealing should be prohibited</b></p> <p><b>ICGN 2.11.1 Related party transactions</b> Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.</p> <p><b>ICGN 2.11.2 Director conflicts of interest</b> Companies should have a process for identifying and managing any conflicts of interest directors may have. If a director has an interest in a matter under consideration by the</p>	No	There has been no case of non-compliance with the laws, rules and regulations pertaining to material RPTs in the past three years.

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(P)B.2	Protecting minority shareholders from abusive action	Guiding Reference	Answer	Remarks / References
		<p>board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.</p> <p><b>ICGN 8.5 Shareholder rights of action</b> Shareholders should be afforded rights of action and remedies which are readily accessible in order to redress conduct of company which treats them inequitably. Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p>		
(P)B.2.2	Were there any RPTs that can be classified as financial assistance (i.e not conducted at arms length) to entities other than wholly-owned subsidiary companies?	<p><b>OECD Principle III (G)</b> Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress. Abusive self-dealing should be prohibited.</p>	N/A	<p>The company has no wholly owned subsidiary companies.</p> <p>There were no RPTs that were classified as financial assistance to any entity.</p>

**(P)C. ROLE OF STAKEHOLDERS**

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference



(P)C.1	The rights of stakeholders that are established by law or through mutual agreements are to be respected.	Guiding Reference	Answer	Remarks / References
(P)C.1.1	Have there been any violations of any laws pertaining to labour/employment/consumer/insolvency/commercial/competition or environmental issues?	<p><b>OECD Principle IV</b> (A) The rights of stakeholders that are established by law or through mutual agreements are to be respected.</p> <p><b>OECD Principle IV (D)</b> (7) Companies are also well advised to establish and ensure the effectiveness of internal controls, ethics, and compliance programmes or measures to comply with applicable laws, regulations, and standards, including statutes criminalizing the bribery of foreign public officials, as required under the OECD Anti-Bribery Convention, and other forms of bribery and corruption. Moreover, compliance must also relate to other laws and regulations such as those covering securities, competition and work and safety conditions.</p>	No	There have been no violations of any laws pertaining to labor, employment, consumer, insolvency, commercial, competition or environmental issues.

(P)C.2	Where stakeholders participate in the corporate governance process, they should have access to relevant, sufficient and reliable information on a timely and regular basis.	Guiding Reference	Answer	Remarks / References
(P)C.2.1	Has the company faced any sanctions by regulators for failure to make announcements within the requisite time period for material events?	<b>OECD Principle IV</b> (B) Where stakeholders participate in the corporate governance process, they should have access to relevant, sufficient and reliable information on a timely and regular basis.	N/A	The Company has no instance of failure to make announcements in required time period, as such, there were no sanctions imposed to the company by regulators.

**(P)D. DISCLOSURE AND TRANSPARENCY**

(P)D.1	Sanctions from regulator on financial reports.	Guiding Reference	Answer	Remarks / References
(P)D.1.1	Did the company receive a "qualified opinion" in its external audit report?	<b>OECD Principle V: Disclosure and Transparency</b> (B) Information should be prepared and disclosed in accordance with high quality standards of accounting and financial and non-financial disclosures.	No	The company did not receive any "qualified opinion" on its audited financial statements.  <a href="#">SEC 17-A Annual Report as of December 31, 2022 Report of Independent Auditors, PDF Page 67 / 196</a>
(P)D.1.2	Did the company receive an "adverse opinion" in its external audit report?	(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance	No	The company did not receive any "adverse opinion" on its audited financial statements.
(P)D.1.3	Did the company receive a "disclaimer opinion" in its external audit report?		No	The company did not receive any "disclaimer opinion" on its audited financial statements.
(P)D.1.4	Has the company in the past year revised its financial statements for reasons other than changes in accounting policies?		No	The company has not revised its financial statements in the past year.

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(P)D.1	Sanctions from regulator on financial reports.	Guiding Reference	Answer	Remarks / References
		<p>of the company in all material respects. (D) External auditors should be accountable to the shareholders and owe a duty to the company to exercise due professional care in the conduct of the audit.</p> <p><b>ICGN 6.2 Annual audit</b> The annual audit carried out on behalf of shareholders is an essential part of the checks and balances required at a company. It should provide an independent and objective opinion that the financial statements fairly represent the financial position and performance of the company in all material respects, give a true and fair view of the affairs of the company and are in compliance with applicable laws and regulations.</p> <p><b>ICGN 7.3 Affirmation of financial statements</b> The board of directors and the appropriate officers of the company should affirm at least annually the accuracy of the company's financial statements or financial accounts.</p> <p><b>International Auditing Standard (ISA) No. 705 "Modifications to the</b></p>		

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(P)D.1	Sanctions from regulator on financial reports.	Guiding Reference	Answer	Remarks / References
		<p><b>Opinion in the Independent Auditor's Report" (2009).</b>            Paras. 7, 8 and 9 specify the three types of modifications to the auditor's opinion; that is, Qualified opinion, Adverse opinion, and Disclaimer opinion respectively.</p>		

**(P)E. RESPONSIBILITIES OF THE BOARD**

(P)E.1		Guiding Reference	Answer	Remarks / References
(P)E.1.1	Compliance with listing rules, regulations and applicable laws	<p><b>OECD Principle VI (D)</b>            (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, Companies are also well advised to set up internal programmes and procedures to promote compliance with applicable laws, regulations and standards, including statutes to criminalise bribery of foreign officials that are required to be enacted by the OECD Anti-bribery Convention and measures designed to control other forms of bribery and corruption. Moreover, compliance must also relate to other laws and regulations such as</p>	Yes	<p>The company's board of directors and management is committed to comply with listing rules, regulations and applicable laws.</p> <p><a href="#">SEC Form 20-IS Definitive Information Statement</a>  <i>Compliance with the Best Practices on Corporate Governance, PDF page 100 / 329</i></p>

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(P)E.1		Guiding Reference	Answer	Remarks / References
		those covering securities, competition and work and safety conditions. Such compliance programmes will also underpin the company's ethical code.systems for risk management, financial and operational control, and compliance with the law and relevant standards.		
(P)E.1.2	Have there been any instances where non-executive directors/commissioner have resigned and raised any issues of governance-related concerns?	<b>UK CODE (JUNE 2010)</b> A.4.3 Where directors have concerns which cannot be resolved about the running of the company or a proposed action, they should ensure that their concerns are recorded in the board minutes. On resignation, a non-executive director should provide a written statement to the chairman, for circulation to the board, if they have any such concerns.	<b>No</b>	There has been no report or instance that a resigned director has raised any issue of governance-related concern.

(P)E.2	Board Structure	Guiding Reference	Answer	Remarks / References
(P)E.2.1	Does the Company have any independent directors/commissioners who have served for more than nine years or two terms of five years <sup>1</sup> each (which ever is higher) in the same capacity?  <sup>1</sup> The five years term must be required by legislation which pre-existed before the introduction of the ASEAN Corporate Governance Scorecard in 2011	<b>ICGN 3.3 Tenure</b> Non-executive directors should serve for an appropriate length of time to properly serve the board without compromising the independence of the board. The length of tenure of each director should be reviewed regularly by the	<b>Yes</b>	Reckoning year is 2012 per SEC Memo No. 4, series of 2017 on Term Limit of Independent Directors. However, per IC guidelines, the reckoning year for the term limit of IDs is 2015  <a href="#">Term Limit of Independent Directors</a> <i>IC Circular 2018-36, PDF Page 4</i>  <a href="#">SEC Form 20-IS Definitive Information Statement</a>

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference

(P)E.2	Board Structure	Guiding Reference	Answer	Remarks / References
		nomination committee to allow for board refreshment and diversity.		Please refer to the justification provided for the re-election of Director Medel T. Nera as an Independent Director of Nat Re, PDF Pages 73 – 74 / 329.
(P)E.2.2	Did the company fail to identify who are the independent director(s) / commissioner(s)?	<b>ICGN 2.5 Independence</b>	<b>No</b>	The identity of the (3) independent directors of Nat Re are fully disclosed.  <a href="#">SEC 17-A Annual Report as of December 31, 2022 Business Experience of Directors and Officers (Mr. Roberto G. Manabat, Mr. Medel T. Nera and Mr. Rex Maria A. Mendoza), PDF Pages 40 – 41 / 196</a>
(P)E.2.3	Does the company have any independent directors/non-executive/commissioners who serve on a total of more than five boards of publicly-listed companies?	<b>OECD PRINCIPLE VI (E)</b> (3) Board members should be able to commit themselves effectively to their responsibilities. Service on too many boards can interfere with the performance of board members. Companies may wish to consider whether multiple board memberships by the same person are compatible with effective board performance and disclose the information to shareholders.	<b>Yes</b>	We have one (1) ID who is serving as a director in more than (5) publicly-listed companies however, we provided a justification that he has been very active and insightful during the monthly board meetings and has attended all board and committee meetings (100% attendance Audit, 100% Risk Oversight, 100% Governance and Related Party Transactions, and 100% Investment Comm.) during the year under review. This is included in our Agenda items (re-election of Mr. Medel T. Nera) for this 2023 ASM for approval of the stockholders  <a href="#">SEC 20-IS Definitive Information Statement, May 2022</a> <i>Justification for the re-election of Mr. Medel T. Nera; Directorship in more than 5 PLCs; Board/Board Committee meeting attendance, PDF Pages 73 – 74 / 329</i>

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference

(P)E.2	Board Structure	Guiding Reference	Answer	Remarks / References
				<a href="#">Attendance of the Directors in 2022 Board and Board Committee Meetings</a>  <a href="#">SEC 17-A Annual Report as of December 31, 2022 Directorships in Other Listed Companies, PDF page 44 / 196</a>

(P)E.3	External Audit	Guiding Reference	Answer	Remarks / References
(P)E.3.1	Is any of the directors or senior management a former employee or partner of the current external auditor (in the past 2 years)?	<p><b>OECD Principle V</b></p> <p>(C) An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects.</p> <p>Examples of other provisions to underpin auditor independence include, a total ban or severe limitation on the nature of non-audit work which can be undertaken by an auditor for their audit client, mandatory rotation of auditors (either partners or in some cases the audit partnership), a temporary ban on the employment of an ex-auditor by the audited company and prohibiting auditors</p>	No	<p>There are no director or key officers who have been an employee or partner of the current external auditor (in the past 2 years).</p> <p><a href="#">Profiles of Directors and Key Officers</a></p>

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference

(P)E.3	External Audit	Guiding Reference	Answer	Remarks / References
		or their dependents from having a financial stake or management role in the companies they audit.		

(P)E.4	Board Structure and Composition	Guiding Reference	Answer	Remarks / References
(P)E.4.1	Has the chairman been the company CEO in the last three years?	<p><b>OECD Principle VI (E)</b></p> <p>The board should be able to exercise objective independent judgement on corporate affairs. In countries with single tier board system, the objectivity of the board and its independence from management may be strengthened. Separation of the two posts is generally regarded as good practice, as it can help to achieve an appropriate balance of power, increase accountability and improve the board's capability for decision making independent management. The presence of a recent CEO as Chairman may unduly influence the views of the board by the separation of the role of chief executive and Chair.</p>	No	<p>The Chairman has never been the company CEO.</p> <p><a href="#">SEC 17-A Annual Report as of December 31, 2022</a>  <i>Business experience of Jose Arnulfo A. Veloso, former Chairman and the current Chairman of the Board, Mrs. Evelina G. Escudero during the past five (5) years, PDF Page 36 / 196</i></p>
(P)E.4.2	Do independent non-executive directors/commissioners receive options, performance shares or bonuses?	<p><b>UK CODE (JUNE 2010)</b></p> <p>(D.1.3) Levels of remuneration for non-executive directors should reflect the time commitment and responsibilities of the role. Remuneration for non-executive directors should not include share</p>	No	<p>Independent Directors do not receive options, performance shares or bonuses. They only receive per diem for attending board and committee meetings.</p> <p><a href="#">SEC 17-A Annual Report as of December 31, 2022</a>  <i>Executive Compensation, Per Diem of Directors,</i></p>

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference



(P)E.4	Board Structure and Composition	Guiding Reference	Answer	Remarks / References
		<p>options or other performance-related elements. If, by exception, options are granted, shareholder approval should be sought in advance and any shares acquired by exercise of the options should be held until at least one year after the non-executive director leaves the board. Holding of share options could be relevant to the determination of a non-executive director's independence (as set out in provision B.1.1).</p> <p><b>ASX CODE</b>  <b>Box 8.2: Guidelines for non-executive director remuneration</b>  Companies may find it useful to consider the following when considering non-executive director remuneration:</p> <ol style="list-style-type: none"> <li>1. Non-executive directors should normally be remunerated by way of fees, in the form of cash, noncash benefits, superannuation contributions or salary sacrifice into equity; they should not normally participate in schemes designed for the remuneration of executives.</li> </ol>		PDF Page 55 – 56 / 196

Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference

(P)E.4	Board Structure and Composition	Guiding Reference	Answer	Remarks / References
		2. Non-executive directors should not receive options or bonus payments. 3. Non-executive directors should not be provided with retirement benefits other than superannuation.		

*Note: Where applicable and for convenient reading, PDF pages (pp.) will be used as reference*