

D. Disclosure and Transparency			
D.1 Transparent ownership structure			
	Question	Answer	Remarks
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	Y	Source: Annual Report, Ownership and Corporate Structure, Page 41 http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?	Y	Source: Annual Report, Ownership and Corporate Structure, Page 41 http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?	Y	Source: Annual Report, Ownership and Corporate Structure, Page 41 http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?	Y	Source: Annual Report, Ownership and Corporate Structure, Page 41 http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
D.1.5	Does the company disclose details of the subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?	N/A	RSIC does not have subsidiaries, associates, joint ventures and special purpose enterprises.
D.2 Quality of Annual Report			
Does the company's annual report disclose the following items:			
D.2.1	Key risks	Y	Source: Annual Report, Key Risk, Page 15 Insurance Risk Financial Risk Credit Risk Liquidity Risk Market Risk Interest Rate Risk Foreign Currency Risk Price Risk http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
D.2.2	Corporate objectives	Y	Source: Annual Report, Our Company, Page 8 Profitability Market Share Corporate Governance Corporate Social Responsibility Active leadership in the field of Risk Management http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
D.2.3	Financial performance indicators	Y	Source: Annual Report, Performance Highlights, Pages 11-14 http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
D.2.4	Non-financial performance indicators	Y	Source: Annual Report, Performance Highlights, Page 11 http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf

D.2.5	Dividend policy	Y	<p>Source: Annual Report, Corporate Governance, Page 31</p> <p>VII. INVESTOR'S RIGHTS AND PROTECTION</p> <p>The Board shall commit to respect the following rights of the stockholders:</p> <p>5.0 Right to Dividends</p> <p>Stockholders shall have the right to receive declared dividends subject to the procedures prescribed by the Board. The Company shall be compelled to declare dividends when its retained earnings exceeds 100% of its paid –in- capital stock, except:</p> <p>a. When justified by definite corporate expansion projects or programs approved by the Board; or</p> <p>b. When the Company is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured; or</p> <p>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>http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf</p>
D.2.6	Details of whistle-blowing policy	Y	<p>Source: Code of Ethics, Page 8-9</p> <p>IX. Implementation and Monitoring</p> <p>3. Organization Heads have the responsibility for the monitoring, ensuring, and enforcing compliance with this Code within their area of jurisdiction. The Organization Heads shall also be responsible for reporting noncompliance with this Code to their hierarchy whenever appropriate, including taking or implementing disciplinary actions after proper exercise of due process.</p> <p>4. Our Company's directors, officers and employees have the duty to Report any observed violations of this Code and to communicate the same to our supervisors and immediate Heads, when appropriate. Our Company shall take steps to ensure the protection of those who report violations in good faith. On the other hand, our Company shall impose sanctions on those who attempt to conceal or hamper the investigation of any violation of this Code.</p> <p>Our Company shall take all reports of potential violations of this Code seriously and are committed to confidentiality and exercise of due process for the investigation of allegations. Employees who are under investigation for potential violation of this Code will have an opportunity to be heard prior to any final decision of our Company.</p> <p>5. Any administrative investigation or penalty imposed under the provisions of this Code shall be independent of, and without prejudice to, any other legal action that may be instituted against the party concerned under existing laws and regulations.</p> <p>http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-Code-of-Ethics.pdf</p>

D.2.7	Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of	Y	Source: Annual Report, Board of Directors, Page 31 http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
D.2.8	Training and/or continuing education programme attended by each director/commissioner	N	
D.2.9	Number of board of directors/commissioners meetings held during the year	Y	Source: Annual Report, Board Meetings, Page 35 http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
D.2.10	Attendance details of each director/commissioner in respect of meetings held	Y	Source: Annual Report, Board Meetings, Page 35 http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
D.2.11	Details of remuneration of the CEO and each member of the board of directors/commissioners	N	
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?	Y	Source: Annual Report, Corporate Governance, Page 27 At RSIC, our Board of Directors, officers, managers and employees commit to the fundamental principles of sound corporate governance and acknowledge that these are necessary components of a robust strategic business management that will further enhance the value of our Company to all stakeholders involved. Our Manual on Corporate Governance, available for download on our corporate website, is adopted pursuant to Securities and Exchange Commission (SEC) Memorandum Circular No. 6, series of 2009 (Revised Code of Corporate Governance) issued on July 15, 2009, as well as Insurance Commission (IC) Circular Letter 31-2005 issued September 26, 2005, in order to achieve policyholder and market investor's confidence and sustain the growth of the insurance industry, ultimately contributing to the country's economic well-being. http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
D.3. Disclosure of related party transactions (RPT)			
D.3.1	Does the company disclose its policy covering the review and approval of material/significant RPTs?	Y	Source: Corporate Governance Manual 3.0 Duties and Responsibilities of the Board (Page 5) 3.15 Review and approve material transactions not in the company's ordinary course of business. 6.2. The Board's internal control mechanisms for the Board's oversight responsibility may include: (Page 10) f. Review of the Company's personnel and human resource policies and sufficiency, conflict of interest situations, changes in the compensation plan for employees and succession plan for officers and management. http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-Corporate-Governance-Manual.pdf
D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?	Y	Source: Annual Report, Disclosure on Related Party Transactions (RPTs), taken from 2012 Audited Financial Report "Related party transactions in the ordinary course of business are..." http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
D.3.3	Does the company disclose the nature and value for each material/significant RPT?	Y	Source: Annual Report, Disclosure on Related Party Transactions (RPTs), taken from 2012 Audited Financial Report "Related party transactions in the ordinary course of business are..." http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
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	RSIC is a wholly-owned subsidiary of Meralco.
D.5 External auditor and Auditor Report			
D.5.1	Are audit fees disclosed?	Y	<p>Source: KPMG - RSIC Engagement Letter</p> <p>The audit fees for the services of KPMG Manabat Sanagustin & Company are estimated to be Two Hundred Pesos only (PhP200,000.00), exclusive of out-of-pocket expenses and of the 12% value added tax (VAT) on general professional partnership. Due to being a general professional partnership, income payments to MS&Co remain exempt from withholding taxes.</p> <p>http://republic-insurance.ph/wp-content/uploads/2013/04/Audit-Fees.pdf</p>
Where the same audit firm is engaged for both audit and non-audit services,			
D.5.2	Are the non-audit fees disclosed?	N	KPMG only performs audit services to RSIC.
D.5.3	Does the non-audit fees exceed the audit fees?	N	KPMG only performs audit services to RSIC.
D.6 Medium of communications			
Does the company use the following modes of communication?			
D.6.1	Quarterly reporting	Y	<p>Source: Annual Report, Page 28</p> <p>RSIC has consistently complied with the disclosure and reportorial requirements of the Insurance Commission (IC). In 2012, these included:</p> <ul style="list-style-type: none"> Negative List of Officers and Employees - Quarterly Statistical Report - Quarterly Evaluation of Quarterly Statistical Report on Catastrophes - Quarterly Fire Service Tax Receipts - Quarterly Reports on Number of COC's issued - Quarterly Statement of Paid-up Capital Reserves and Investments - Quarterly <p>http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf</p>
D.6.2	Company website	Y	http://republic-insurance.ph/
D.6.3	Analyst's briefing	N	
D.6.4	Media briefings /press conferences	N	
D.7 Timely filing/release of annual/financial reports			
D.7.1	Is the audited annual financial report released within 120 days from the financial year end?	Y	<p>Source: Website: External Auditor</p> <p>http://republic-insurance.ph/wp-content/uploads/2013/04/Report-of-Independent-Auditors-2012.pdf</p>
D.7.2	Is the audited annual financial report released within 90 days from the financial year end?	Y	<p>Source: Website: External Auditor</p> <p>http://republic-insurance.ph/wp-content/uploads/2013/04/Report-of-Independent-Auditors-2012.pdf</p>
D.7.3	Is the audited annual/financial report released within 60 days from the financial year end?	N	
			<p>Source: Annual Report, Financial Statement, Page 46</p> <p>http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf</p>

D.7.4	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?	Y	<p>Minutes of Meeting of the Stockholders 2013, Page 1 and 2</p> <p>The Chairman stated that copies of the audited financial statements for the period ended December 31, 2012 were distributed to the stockholders prior to this meeting. He then asked if there were any questions on the financial statements of the Company and there being none, upon motion made and seconded, the stockholders approved and adopted the following resolution:</p> <p>RESOLVED, that the Board of Directors of Bauang Private Power Corporation (the "Corporation") hereby approves, confirms and authorizes the issuance of the Corporation's audited financial statements for the period ended December 31, 2012.</p> <p>http://republic-insurance.ph/wp-content/uploads/2013/04/2013-Stockholder-Meeting-Minutes.pdf</p>
D.8 Company website			
Does the company have a website disclosing up-to-date information on the following:			
D.8.1	Business operations	Y	<p>Source: Website</p> <p>Republic Surety & Insurance Co., Inc. (RSIC), is a wholly owned non-life insurance subsidiary of Meralco. Taken over in March 2007 under the leadership of its President Dr. Pedro P. Benedicto, Jr. RSIC has been tasked to underwrite Meralco's risk exposures and address all its insurance needs including its subsidiaries.</p> <p>RSIC has quickly began to assist Meralco in rationalizing its insurance programs with the aid of engineering surveys and risk management approaches, thus saving Meralco not only substantial premiums but also cost effective cover designs and proactive claims management.</p> <p>Envisioning itself as the country's Total Risk Solution Provider, RSIC is quickly becoming a major player in the local insurance industry that make a strong mark for its fierce advocacy towards Good Corporate Governance and Corporate Social Responsibility. It holds among its core value the virtue of "malasakit" in dealing with others.</p> <p>Today, RSIC is fully licensed to write non-life insurance packages to include Property (Fire & Allied Perils, Industrial All Risks & Commercial All Risks and Engineering), Liabilities & Casualty, Marine, Motor, Surety, Homeowner's and other Special Packages. It continues to innovate new insurance packages and group programs.</p> <p>RSIC has established and continues to develop a dynamic, pro-active risk management and underwriting team. And with its fast growing underwriting capacity and risk management capability, RSIC is poised to propel itself with even greater growth as it serves the expanding requirements of Meralco, Metro Pacific, San Miguel and Lopez groups' fast-growing corporate, employees and customer requirements.</p> <p>http://republic-insurance.ph/the-company/</p>
D.8.2	Financial statements/reports (current and prior years)	Y	<p>Source: Annual Report, Page 46-50</p> <p>http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf</p>
D.8.3	Materials provided in briefings to analysts and media	N	
D.8.4	Shareholding structure	Y	<p>Source: Website: Annual Report, Ownership and Corporate Structure, Page 40</p> <p>http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf</p>

D.8.5	Group corporate structure	Y	Source: Website: Annual Report, Ownership and Corporate Structure, Page 40 http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
D.8.6	Downloadable annual report	Y	http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf
D.8.7	Notice of AGM and/or EGM	Y	http://republic-insurance.ph/wp-content/uploads/2013/04/2013-Stockholder-Meeting-Minutes.pdf
D.8.8	Company's constitution (company's by-laws, memorandum and articles of association)	Y	Source: Website: Corporate Governance Page http://republic-insurance.ph/wp-content/uploads/2013/07/Articles-of-Incorporation.pdf http://republic-insurance.ph/wp-content/uploads/2013/07/By-Laws.pdf
D.8.9	All of the above (D.8.1 to D.8.8) are available in English	Y	All communication materials are available in English
D.9 Investor relations			
D.9.1	Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer responsible for investor relations?	Y	Source: Website: Annual Report, Management, Page 39 Ricardo G. Hernandez <i>Vice-President / Chief Marketing Officer</i> Phone no: 470-3034 Fax: 470-3027 Email: ric.hernandez@republic-insurance .ph http://republic-insurance.ph/wp-content/uploads/2013/04/RSIC-2012-Annual-Report.pdf