

Level 2	Bonus Items	Answer	Source Document / Location of Information
A	<b>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.	Y	<p><b>Source:</b>  <b>Corporate Governance Manual, Page 30 - 34</b></p> <p>VI. INVESTOR'S RIGHTS AND PROTECTION</p> <p>The Board shall commit to respect the following rights of the stockholders:</p> <p>1.0 Voting Right</p> <p>Stockholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Corporation Code. Cumulative voting shall be used in the election of directors.</p> <p>4.0 Right to Information  Stockholders shall be provided upon request, with periodic reports filed by the company with the SEC (e.g., proxy statement/ information statement and annual report) which disclose personal or personal information about the Directors and Officers such as their educational and business background, holdings of the Company's shares, material transactions with the Company, relationship with other Directors and Officers and the aggregate compensation of Directors and Officers.</p> <p>7.0 Right to Transfer and Fair Conduct of Stockholders' Meeting</p> <p>The board shall adopt appropriate measure to ensure that stockholders' meetings are conducted in a fair and transparent manner. The stockholders should be encouraged to personally attend such meetings, and if unable to do so, they should be advised ahead of time of their right to appoint a proxy on their behalf. Subject to the requirements of law, rules and regulations, the By-Laws of the Company and the rules approved by the board, the validity of a proxy should be resolved in favor of the stockholder.</p> <p>It shall be the duty of the directors to promote stockholders rights, remove impediments to the exercise of stockholders' rights and allow possibilities to seek redress for violation of their rights. The directors shall envisage the exercise of stockholders' voting rights and the solution of problems through appropriate mechanisms. They shall be instrumental in removing excessive costs and other administrative or practical impediments to stockholders participating in meetings and/ or voting in person.</p>

			<p>VII RELATIONS WITH STOCKHOLDERS</p> <p>3.0 Constructive use of the AGM (Annual General Meeting)</p> <p>a. The Board shall use the AGM or Annual Stockholder’s Meeting to communicate with investors and encourage their participation.</p> <p>b. The company shall count all proxy votes.</p> <p>c. The company ensures that votes cast are properly received and recorded.</p> <p>e. The Board proposes a separate resolution at the AGM on each material issue (i.e reports, accounts.)</p> <p>f. The Chairman, directors and members of the Audit, Remuneration and Nomination committees shall be present at the AGM to answer questions.</p> <p>g. Notices, annual reports including the latest annual Financial Statements of the company shall be given to stockholders at least two (2) weeks prior to the AGM.</p> <p><a href="http://republic-insurance.ph/wp-content/uploads/2013/07/Corporate-Governance-Manual.pdf">http://republic-insurance.ph/wp-content/uploads/2013/07/Corporate-Governance-Manual.pdf</a></p>
A.1.1(B)	Does the company allow the use of secure electronic voting in absentia at the general meetings of shareholders?		
B	<b>Equitable treatment of shareholders</b>		
B.1	Notice of AGM		
B.1.1(B)	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?	Y	<p><b>Source:</b>  <b>Corporate Governance Manual, Page 34 - 35</b></p> <p>3.0 Constructive use of the AGM (Annual General Meeting)</p> <p>g. Notices, annual reports including the latest annual Financial Statements of the company shall be given to stockholders at least two (2) weeks prior to the AGM.</p> <p><a href="http://republic-insurance.ph/wp-content/uploads/2013/07/Corporate-Governance-Manual.pdf">http://republic-insurance.ph/wp-content/uploads/2013/07/Corporate-Governance-Manual.pdf</a></p>
B.2	Insider trading and abusive self-dealing should be prohibited.		
B.2.1(B)	Does the company have a policy requiring directors / Commissioners and key officers to notify the Board or its delegate at least one day before they deal in the company shares?		
D	<b>Disclosure and transparency</b>		
D.1	Quality of Annual Report		
D.1.1(B)	Does the company disclose the Identity of advisers/consultants to the remuneration/compensation committee appointed by the board and whether they are deemed independent or they have declared any conflicts of interests?		
E	<b>Responsibilities of the Board</b>		
E.1	Board Competencies and Diversity		
E.1.1(B)	Does the company have at least one female independent director/commissioner?		
E.2	Nominating Committee		

E.2.1(B)	Does the Nominating Committee comprise entirely of independent directors/commissioners?
E.3	<b>Board Appointments and Re-Election</b>
E.3.1(B)	Does the company compile a board profile when considering candidates to the board (i.e., identify the professional skills and personal characteristics present on the current board; identify the missing skills and characteristics; and nominate individuals who could fill possible gaps)?
E.3.2(B)	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?
E.4	<b>Board Structure &amp; Composition</b>
E.4.1(B)	Has the company set a limit of five board seats in PLCs including its unlisted subsidiaries?
E.5	<b>Board Appraisal</b>
E.5.1(B)	Does the company appoint an external consultant to facilitate the board assessment at least once every three years?
E.6	<b>Risk Oversight</b>
E.6.1 (B)	Does the Annual Report contain a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems?