

D.1 Transparent ownership structure			Y/ N	Reference/ Source document
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	OECD Principle V: Disclosure and Transparency (A) Disclosure should include, but not limited to, material information on: (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, and beneficial ownership. ICGN 7.6 Disclosure of ownership ... the disclosure should include a description of the relationship of the company to other companies in the corporate group, data on major shareholders and any other information necessary for a proper understanding of the company's relationship with its public shareholders.	Y	BPI/MS 2014 General Information Sheet Name/No. of Shares/Percentage Bank of Phil. Islands/ 1,448,975/41.40% MSG Holdings (Asia)Pte. Ltd./ 1,697,219/48.49% FGU Ins. Corp./349,507/9.99%
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?		Y	BPI/MS 2014 General Information Sheet Name/No. of Shares/Percentage Bank of Phil. Islands/ 1,448,975/41.40%
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?		Y	BPI/MS 2014 General Information Sheet
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?		Y	BPI/MS 2014 General Information Sheet
D.1.5	Does the company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?		Y	BPI/MS 2014 General Information Sheet

D.2 Quality of Annual Report				
<i>Does the company's annual report disclose the following items:</i>				
D.2.1	Key risks	*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. OECD Principle V (E): Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users. ICGN 2.4 Composition and structure of the board ICGN 2.4.1 Skills and experience ICGN 2.4.3 Independence ICGN 5.0 Remuneration ICGN 5.4 Transparency UK Corporate Governance Code (2010) A.1.2 - the number of meetings of the board and those committees and individual attendance by directors. CLSA-ACGA (2010) CG Watch 2010 - Appendix 2 (I) CG rules and practices (19) Disclose the exact remuneration of individual directors.	Y	BPI/MS 2014 Audited Financial Statement Notye 3 - Insurance and Financial Risk Management Objectives and Policies and Capital Management (pages 15-30)
D.2.2	Corporate objectives		N	SEC Form 17-A is not required for BPI/MS since it is not a publicly-listed company
D.2.3	Financial performance indicators		N	SEC Form 17-A is not required for BPI/MS since it is not a publicly-listed company
D.2.4	Non-financial performance indicators		N	SEC Form 17-A is not required for BPI/MS since it is not a publicly-listed company
D.2.5	Dividend policy		N	SEC Form 17-A is not required for BPI/MS since it is not a publicly-listed company
D.2.6	Details of whistle-blowing policy		N	SEC Form 17-A is not required for BPI/MS since it is not a publicly-listed company
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		N	SEC Form 17-A is not required for BPI/MS since it is not a publicly-listed company
D.2.8	Training and/or continuing education programme attended by each director/commissioner		N	SEC Form 17-A is not required for BPI/MS since it is not a publicly-listed company
D.2.9	Number of board of directors/commissioners meetings held during the year		N	SEC Form 17-A is not required for BPI/MS since it is not a publicly-listed company
D.2.10	Attendance details of each director/commissioner in respect of meetings held		N	
D.2.11	Details of remuneration of each member of the board of directors/commissioners	N/A		
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?		N	SEC Form 17-A is not required for BPI/MS since it is not a publicly-listed company

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?	OECD Principle V: Disclosure and Transparency (A) Disclosure should include, but not limited to, material information on: (5) Related party transactions ICGN 2.11.1 Related party transactions The company should disclose details of all material related party transactions in its Annual Report.	Y	> 2014 Corporate Governance Report Governance Structures Section J. Related Party Transactions Page 7 > 2014 Audited Financial Statements Note 23 - Related Party Transactions and Balances Page 49
D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?		Y	2014 Audited Financial Statement Note 23 - Related Party Transactions and Balances Page 49 "The table below summarizes the Company's transactions and balances with its related parties."
D.3.3	Does the company disclose the nature and value for each material/significant RPT?		Y	2014 Audited Financial Statement Note 23 - Related Party Transactions and Balances Page 49 "The table below summarizes the Company's transactions and balances with its related parties."

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?	OECD Principle V (A): (3) Major share ownership and voting rights ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities. 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.	Y	BPI/MS 2014 General Information Sheet. BPI/MS is not a publicly-listed company.

D.5 External auditor and Auditor Report				
D.5.1	Are audit fees disclosed?	OECD Principle V (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. OECD Principle V (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. ICGN 6.5 Ethical standards (Audit) The auditors should observe high-quality auditing and ethical standards. To limit the possible risk of possible conflicts of interest, non-audit services and fees paid to auditors for non-audit services should be both approved in advance by the audit committee and disclosed in the Annual Report.	N	
D.5.2	Are the non-audit fees disclosed?		N/A	Audit firm is not engaged for non-audit services
D.5.3	Does the non-audit fee exceed the audit fees?		N/A	Audit firm is not engaged for non-audit services.

D.6 Medium of communications				
<i>Does the company use the following modes of communication?</i>				
D.6.1	Quarterly reporting	OECD Principle V (E): Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users. ICGN 7.1 Transparent and open communication Every company should aspire to transparent and open communication about its aims, its challenges, its achievements and its failures. 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.	N/A	
D.6.2	Company website		Y	
D.6.3	Analyst's briefing		N/A	
D.6.4	Media briefings /press conferences		N/A	

D.7 Timely filing/release of annual/ financial reports				
D.7.1	Are the audited annual financial report / statement released within 120 days from the financial year end?	OECD Principle V (C) OECD Principle V (E) OECD Principle V-(A).	Y	2014 Audited Financial Statement
D.7.2	Is the annual report released within 120 days from the financial year end?		N	
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?	ICGN 7.2 Timely disclosure The board of directors of the company 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.	Y	2014 Audited Financial Statement Statement of Management's Responsibility for Financial Statements

D.8 Company website				
<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	Y	
D.8.2	Financial statements/reports (current and prior years)		Y	2013 and 2014 Asean Corporate Governance Scorecard attachment (Audited Financial Statement)
D.8.3	Materials provided in briefings to analysts and media		N/A	
D.8.4	Shareholding structure		Y	2014 Asean Corporate Governance Scorecard attachment (General Information Sheet)
D.8.5	Group corporate structure		Y	BPI/MS 2014 General Information Sheet
D.8.6	Downloadable annual report		Y	BPI/MS Website About Navigation
D.8.7	Notice of AGM and/or EGM		Y	2014 Asean Corporate Governance Scorecard attachment (Notice of AGM)
D.8.8	Minutes of AGM and/or EGM		Y	2014 Asean Corporate Governance Scorecard attachment (Minutes of AGM)
D.8.9	Company's constitution (company's by-laws, memorandum and articles of association)		Y	2014 Asean Corporate Governance Scorecard attachment (Articles of Incorporation and By-Laws)

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	