

COMPANY NAME:	ARMED FORCES AND POLICE MUTUAL BENEFIT ASSOCIATION, INC (AFPMBAI)		COMPANY STRUCTURE:	
FINANCIAL YEAR END	2019			
SECTOR				
A. Rights of Shareholders				
A.1	Basic Shareholder Rights		Y/N	Reference/ Source document
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends?	OECD Principle II: The Rights of Shareholders and Key Ownership Functions (A) Basic shareholders rights should include the right to amongst others: (6) share in the profits of the corporation.	N/A	
A.2 Right to participate in decisions concerning fundamental corporate changes.				
Do shareholders have the right to participate in:				
A.2.1	Amendments to the company's constitution?	OECD Principle II (B) Shareholders should have the right to participate in, and to be sufficiently informed in, decision concerning fundamental corporate changes such as: (1) amendments to the statutes, articles of incorporation or similar governing documents of the company.	Y	Summary of Minutes of the 11 July 2020 Annual General Membership Meeting (AGM), page 5 (https://afpmbai.com.ph/wp-content/uploads/2020/07/Summary_of_Minutes_Final.pdf).
A.2.2	The authorization of additional shares?	OECD Principle II (B): (2) The authorization of additional shares.	Y	DEFAULT
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	OECD Principle II (B): (3) extraordinary transactions, including the transfer of all or substantially all assets, that effect result in the sale of the company.	Y	DEFAULT
A.3 Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.				
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit- in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners?	OECD Principle II (C): (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and the election of board members, should be facilitated. Shareholders should be able to make their views known on the remuneration policy for board members and key executives. The equity component of compensation schemes for board members and employees should be subject to shareholder approval.	Y	Summary of Minutes of the 11 July 2020 Annual General Membership Meeting (AGM)(https://afpmbai.com.ph/wp-content/uploads/2020/07/Summary_of_Minutes_Final.pdf), page 4: Ratification of the Acts and Resolutions of the Board of Trustees, Corporate Officers, and Management (https://www.afpmbai.com.ph/afpmbai_ref_materials/Matters_for_Ratification-Updated.pdf#page=4).
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?		Y	Rules on Nomination and Election for the 2020 AGM, Pages 1-2 (https://www.afpmbai.com.ph/afpmbai_ref_materials/Rules_on_Nomination_&_Election.pdf#page=1); Guidelines in AFPMBAI Regular Members' Participation in the 11 July 2020 Virtual Annual General Membership Meeting, Page 2 (https://www.afpmbai.com.ph/afpmbai_ref_materials/AGM_Guidelines_2020.pdf#page=2).
A.3.3	Does the company allows shareholders to elect directors/commissioners individually?		Y	Summary of Minutes of the 11 July 2020 AGM, pages 5-7 (https://afpmbai.com.ph/wp-content/uploads/2020/07/Summary_of_Minutes_Final.pdf#page=5); Voting Results on the Matters Taken Up During the 11 July 2020 Annual General Membership Meeting, Pages 1-2 (https://afpmbai.com.ph/wp-content/uploads/2020/07/Voting_Result_AGM.pdf).
A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?	OECD Principle II (C): Shareholders should have the opportunity to participate effectively and vote in general shareholders meeting and should be informed of the rules, including voting procedures, that govern general shareholder meetings.	Y	Rules on Nomination and Election for the 2020 AGM, Pages 1-2 (https://www.afpmbai.com.ph/afpmbai_ref_materials/Rules_on_Nomination_&_Election.pdf); Guidelines in AFPMBAI Regular Members' Participation in the 11 July 2020 Virtual Annual General Membership Meeting, Page 2 (https://www.afpmbai.com.ph/afpmbai_ref_materials/AGM_Guidelines_2020.pdf#page=2); Summary of Minutes of the 11 July 2020 AGM, Pages 5-6 (https://afpmbai.com.ph/wp-content/uploads/2020/07/Summary_of_Minutes_Final.pdf#page=5).
A.3.5	Do the minutes of the recent AGM record that there was an opportunity allowing for shareholders to ask question or raise issues?	OECD Principle II (C): (2) Shareholders have the opportunity to ask question to the board, including questions relating to the annual external audit, to place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limitations.	Y	Summary of Minutes of the 11 July 2020 AGM (https://afpmbai.com.ph/wp-content/uploads/2020/07/Summary_of_Minutes_Final.pdf); Governance Report of the 2019 Annual Report, on Annual General Membership Meeting, Page 13 (https://www.afpmbai.com.ph/afpmbai_ref_materials/2019_%20AFPMBAI_Annual_Report(low).pdf#page=7).
A.3.6	Do the minutes of the recent AGM record questions and answers?		Y	Summary of Minutes of the 11 July 2020 AGM, page 3, (https://afpmbai.com.ph/wp-content/uploads/2020/07/Summary_of_Minutes_Final.pdf#page=3); Corporate Governance Report of the 2019 Annual Report page 13 on AGMM (https://www.afpmbai.com.ph/afpmbai_ref_materials/2019_%20AFPMBAI_Annual_Report(low).pdf#page=7)
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolutions?		Y	Summary of Minutes of the 11 July 2020 AGM (https://afpmbai.com.ph/wp-content/uploads/2020/07/Summary_of_Minutes_Final.pdf); Voting Results on the Matters Taken Up During the 11 July 2020 Annual General Membership Meeting (https://afpmbai.com.ph/wp-content/uploads/2020/07/Voting_Result_AGM.pdf).
A.3.8	Does the company disclose the voting results including approving, dissenting, and abstaining votes for each agenda item for the most recent AGM?		Y	Summary of Minutes of the 11 July 2020 AGM (https://afpmbai.com.ph/wp-content/uploads/2020/07/Summary_of_Minutes_Final.pdf); Voting Results on the Matters Taken Up During the 11 July 2020 Annual General Membership Meeting, Pages 1-2 (https://afpmbai.com.ph/wp-content/uploads/2020/07/Voting_Result_AGM.pdf).
A.3.9	Does the company disclose the list of board members who attended the most recent AGM?	OECD Principle II (C): and ICGN 2.4.2: All directors need to be able to allocate sufficient time to the board to perform their responsibilities effectively, including allowing some leeway for occasions when greater than usual time demands are made.	Y	Summary of Minutes of the 11 July 2020 AGM, pages 1-2 (https://afpmbai.com.ph/wp-content/uploads/2020/07/Summary_of_Minutes_Final.pdf).

A.3.10	Did the chairman of the board of directors/commissioner attend the most recent AGM?		Y	Summary of Minutes of the 11 July 2020 AGM (https://afpmbai.com.ph/wp-content/uploads/2020/07/Summary_of_Minutes_Final.pdf).
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?		Y	Summary of Minutes of the 11 July 2020 AGM (https://afpmbai.com.ph/wp-content/uploads/2020/07/Summary_of_Minutes_Final.pdf).
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		Y	Summary of Minutes of the 11 July 2020 AGM (https://afpmbai.com.ph/wp-content/uploads/2020/07/Summary_of_Minutes_Final.pdf).
A.3.13	Did the company organise their most recent AGM in an easy to reach location?	OECD Principle II (C):	Y	Notice of Meeting published on 11 June 2020 in the AFPMBAI website (https://afpmbai.com.ph/notice-of-annual-general-membership-meeting-2020/); Guidelines in AFPMBAI Regular Members' Participation in the 11 July 2020 Virtual Annual General Membership Meeting (https://afpmbai.com.ph/notice-of-annual-general-membership-meeting-2020/).
A.3.14	Does the company allow for voting in absentia?	OECD Principle II (C): (4) Shareholders should be able to vote in person or in absentia, and equal effect should be given to votes whether cast in person or in absentia.	Y	Notice of Meeting published on 11 June 2020 in the AFPMBAI website (https://afpmbai.com.ph/notice-of-annual-general-membership-meeting-2020/); Guidelines in AFPMBAI Regular Members' Participation in the 11 July 2020 Virtual Annual General Membership Meeting (https://afpmbai.com.ph/notice-of-annual-general-membership-meeting-2020/).
A.3.15	Did the company vote the poll (as opposed to by show of hands) for all resolutions at the most recent AGM?		Y	Voting Results on the Matters Taken Up During the 11 July 2020 Annual General Membership Meeting, Pages 1-2 (https://afpmbai.com.ph/wp-content/uploads/2020/07/Voting_Result_AGM.pdf); Summary of Minutes of the 11 July 2020 AGM (https://afpmbai.com.ph/wp-content/uploads/2020/07/Summary_of_Minutes_Final.pdf).
A.3.16	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?		Y	Rules on Nomination and Election for the 11 July 2020 AGM (https://www.afpmbai.com.ph/afpmbai_ref_materials/Rules_on_Nomination_&_Election.pdf); Summary of Minutes of the 11 July 2020 AGM, pages 5-7 (https://afpmbai.com.ph/wp-content/uploads/2020/07/Summary_of_Minutes_Final.pdf#page=5); Governance Report for the 2019 Annual Report on the Annual General Membership Meeting (https://www.afpmbai.com.ph/afpmbai_ref_materials/2019_%20AFPMBAI_Annual_Report(low).pdf#page=7).
A.3.17	Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM for all resolutions?	OECD Principle II (C): (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meeting, as well as full and timely information regarding the issues to be dedicated at the meeting.	Y	Voting Results on All Resolutions during the 11 July 2020 AGM, uploaded in the AFPMBAI Website on Monday, 13 July 2020 (https://afpmbai.com.ph/about/governance/)
A.3.18	Do the companies provide at least 21 days notice for all resolution		Y	Notice of Meeting published on 11 June 2020 in the AFPMBAI website (https://afpmbai.com.ph/notice-of-annual-general-membership-meeting-2020/), and Article V (Membership Meetings) Section 3 (Notice of Meetings) of the 2019 New Bylaws (http://www.afpmbai.com.ph/afpmbai_ref_materials/2019%20By-Laws.pdf). Article V. Section 3 of the 2019 Bylaws (Notice of Meetings): "Section 3. Notice of Meetings. A written notice stating the place, time and purpose(s) of the meeting of the members shall be sent either personally, by mail and/or electronic means addressed to each member at his latest address on record with the Association, or published in at least 2 newspapers of general circulation, not later than thirty (30) days prior to the date set for such meeting. Provided, That failure or defect in the notice shall not invalidate the meeting or any of the proceedings thereat, if the business transacted at such meeting is within the powers of the Association and the majority of the voting members of the Association are present or represented at the meeting."
A.3.19	Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circular and/or the accompanying statement?		Y	Notice of Meeting for the 11 July 2020 AGM published in the AFPMBAI Website, as follows: (https://afpmbai.com.ph/notice-of-annual-general-membership-meeting-2020/)
A.4	Market for corporate control should be allowed to function in an efficient and transparent manner.			
A.4.1	In cases of mergers, acquisitions and/or takeovers requiring shareholders approval, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?	OECD Principle II (C): Markets for corporate control should be allowed to function in an efficient and transparent manner. (1) The rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets, should be clearly articulated and disclosed so that investors understand their rights and recourse. Transactions should occur at transparent prices and under fair conditions that protect the rights all shareholders according to their class.	N/A	
A.5	The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.			
A.5.1	Does the Company publicly disclose policy/practice to encourage shareholders including institutional shareholders to attend the general meetings or engagement with the company?	OECD Principle II (C): The exercise of ownership rights by all shareholders, including institutional Investors, should be facilitated.	N/A	DEFAULT