

COMPANY NAME:		The Manufacturers Life Insurance Co. (Phils.), Inc. ("Manulife Philippines")		COMPANY STRUCTURE: <input checked="" type="checkbox"/> Class 1 <input type="checkbox"/> Class 3		
FINANCIAL YEAR END:		2018		<input type="checkbox"/> Class 2 <input type="checkbox"/> Class 4 <input type="checkbox"/> Class 5		
SECTOR <input checked="" type="checkbox"/> Insurance		<input type="checkbox"/> MBA				
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 shareholder 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 on, decisions concerning fundamental corporate changes such as: (1) amendments to the statutes, or articles of incorporation or similar governing documents of the company.	Y			Default item for Class I Companies under Insurance Commission CL No. 2015-23

A.2.2	The authorisation of additional shares?	OECD Principle II (B): (2) the authorisation of additional shares.	Y		Default item for Class I Companies under Insurance Commission CL No. 2015-23
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 in effect result in the sale of the company.	Y		Default item for Class I Companies under Insurance Commission CL No. 2015-23

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 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		Default item for Class I Companies under Insurance Commission CL No. 2015-23
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?		N/A		
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?		Y	Annual Report (page 35) Rights of Shareholders "Among others, all of the Company's shareholders (including non-controlling shareholders) have the right to: x x x 6. Elect directors individually. As provided in the Company By-Laws, <u>each shareholder</u> is entitled to one vote for each share of stock entitled to vote and recorded in the shareholder's name in the books of the Company."	2018 Annual Report

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 shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.	N/A	
A.3.5	Do the minutes of the most recent AGM record that there was an opportunity allowing for shareholders to ask questions or raise issues?	OECD Principle II (C): (2) Shareholders should have the opportunity to ask questions 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.	N/A	
A.3.6	Do the minutes of the most recent AGM record questions and answers?		N/A	
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?		N	
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	See Secretary's Certificate showing the votes cast for the election of the directors. Secretary's Certificate
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	See Secretary's Certificate "2. I hereby certify that based on the corporate records in my custody, the Corporation held its Annual Stockholders Meeting x x x During the said meeting, all of the shareholders were present (personally or via videoconference) except for Mr. David Thomas. " Secretary's Certificate

A.3.10	Did the chairman of the board of directors/commissioners attend the most recent AGM?		Y	Annual Report (page 35) Annual General Meeting "In the most recent Annual General Shareholders Meeting held at the head office x x x the Board Chairperson, Joachim Wessling x x x also attended the meeting."	2018 Anunual Report
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?		Y	Annual Report (page 35) Annual General Meeting "In the most recent Annual General Shareholders Meeting held at the head office x x x The Company's President and CEP, Ryan Charland x x x also attended the meeting."	2018 Annual Report
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		Y	Annual Report (page 35) Annual General Meeting "In the most recent Annual General Shareholders Meeting held at the head office x x x and the Audit Committee Chairperson, Janette Pena, also attended the meeting."	2018 Annual Report
A.3.13	Did the company organise their most recent AGM in an easy to reach location?	OECD Principle II (C)	Y	The most recent annual general meeting (AGM) of stockholders was held at the Company's head office in Makati City. Annual Report (page 35) Annual General Meeting "In the most recent Annual General Shareholders Meeting held at the head office of Manulife in Makati City x x x"	2018 Annual Report
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		Default item for Class I Companies under Insurance Commission CL No. 2015-23
A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	OECD Principle II (C)	N/A		
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?		N/A		

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 meetings, as well as full and timely information regarding the issues to be decided at the meeting.	N/A	
A.3.18	Do companies provide at least 21 days notice for all resolutions?		Y	Annual Report (page 35) Annual General Meeting "x x x The Company's Secretary ensures that the notice of meeting, including the notice for annual shareholders meeting, is sent to the stockholders at least 21 days from the date of actual 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/circulars and/or the accompanying statement?		Y	See Notice of Annual Stockholders Meeting 01 April 2019
A.4	Markets 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 (E): 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 of all shareholders according to their class.	N/A	

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[Notice of Annual Stockholders Meeting 01 April 2019](#)

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 (F): The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.	N/A		