

| B.1 | Shares and voting rights | | Y/ N | Reference/Source document | Link |
|--------------------------|---|---|------|---|--|
| B.1.1 | Do the company's ordinary or common shares have one vote for one share? | <p>OECD Principle III (A) All shareholders of the same series of a class should be treated equally. (1) Within any series of a class, all shares should carry the same rights. All investors should be able to obtain information about the rights attached to all series and classes of shares before they purchase. Any changes in voting rights should be subject to approval by those classes of shares which are negatively affected.</p> <p>ICGN 8.3.1 Unequal voting rights Companies ordinary or common shares should feature one vote for one share. Divergence from a 'one-share, one-vote' standard which gives certain shareholders power which is disproportionate to their equity ownership should be both disclosed and justified.</p> | Y | <p>By-laws Article III, Section 7, page 4</p> <p>"Section 7. Voting. At every meeting of the stockholders, each stockholder shall be entitled to one vote in person or by proxy and, unless otherwise provided by law, he shall have one vote for each share of stock entitled to vote and recorded in his name in the books of the Corporation. At all meeting of the stockholders, all elections and all questions shall be decided by the majority vote of the stockholders present in person or by proxy and entitled to vote thereat, a quorum being present, unless it is otherwise provided by law or the Articles of Incorporation of the Corporation. Unless required by law, or demanded by a stockholder present in person or by proxy at any meeting, and entitled to vote thereat, the vote on any question need not be by ballot, On a vote by ballot, each ballot shall be signed by the stockholder voting, or in his name by his proxy if there be such proxy, and shall state the number of shares voted by him."</p> | Amended By-Laws |
| B.1.2 | Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)? | | Y | <p>All of the Company's shares of stocks are common shares (see GIS, Capital Structure, page 2), therefore, this should not be applicable.</p> <p>For the common shares, the By-laws provide the following voting right:</p> <p>By-laws Article III, Section 7, page 4 "Section 7. Voting. At every meeting of the stockholders, each stockholder shall be entitled to one vote in person or by proxy and, unless otherwise provided by law, he shall have one vote for each share of stock entitled to vote and recorded in his name in the books of the Corporation. xxx "</p> | Amended By-Laws |
| B.2 Notice of AGM | | | | | |
| B.2.1 | Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution? | <p>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 shareholder meetings:</p> | Y | The notice of annual stockholders meeting shows that each item for resolution deals only with one item. See Notice of Annual Stockholders Meeting 07 April 2017 | Notice of Annual Stockholders Meeting 7 April 2017 |
| B.2.2 | Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version? | <p>(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.</p> | N/A | The Company's shareholder, directors, and officers are all conversant in English, which is the language used in business and commercial transactions in the Philippines. The Company does not find any need to translate the notice to local language. | |
| | Does the notice of AGM/circulars have the following details: | <p>(3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.</p> | | | |
| B.2.3 | Are the profiles of directors/commissioners (at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included? | <p>OECD Principle II (A) All shareholders of the same series of a class should be treated equally. (4) Impediments to cross border voting should be eliminated.</p> <p>ICGN 8.3.2 Shareholder participation in governance Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors in an individual basis and also the right to appoint external auditor.</p> | Y | <p>The Bio Data of directors and officers for election were attached to the notice of annual stockholders meeting held on 07 April 2017.</p> <p>See also Corporate Secretary's Certificate: "x x x the BIO DATA of the above directors were included in the Board Materials."</p> | Notice of Annual Stockholders Meeting 7 April 2017 |
| B.2.4 | Are the auditors seeking appointment/re-appointment clearly identified? | <p>ICGN 8.4.1 Shareholder ownership rights The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder vote.</p> | Y | <p>The notice of organizational meeting held on 07 April 2017 identified the proposed external auditor of the Company for 2017.</p> <p>See Notice of Organizational Meeting, 07 April 2017: "3. Appointment of External Auditor as Endorsed by the Audit Committee."</p> | Notice of Organizational Meeting 7 April 2017 |
| B.2.5 | Has an explanation of the dividend policy been provided? | | N/A | A dividend policy is aimed at protecting minority stockholders. There is no minority stockholder in the Company since it is wholly-owned by one stockholder. | |
| B.2.6 | Is the amount payable for final dividends disclosed? | | N/A | Disclosure of final dividends is aimed at protecting minority stockholders. There is no minority stockholder in the Company since it is wholly-owned by one stockholder. | |
| B.2.7 | Were the proxy documents made easily available? | | Y | This is not applicable because the Company is wholly-owned by one stockholder. However, proxy letter is available on the Company website if need be by any of its stockholders holding nominee shares. Proxy letter was also attached to the Annual Stockholders Meeting 07 April 2017. | Notice of Annual Stockholders Meeting 7 April 2017 |

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| B.3 Insider trading and abusive self-dealing should be prohibited. | | | | | |
| B.3.1 | Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market? | <p>OECD Principle III (B) Insider trading and abusive dealing should be prohibited</p> <p>ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals do not benefit from knowledge which is not generally available to the market.</p> <p>ICGN 8.5 Shareholder rights of action ... Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p> | <p>Y</p> <p>Code of Business Conduct and Ethics Invest in Ethical Manner, page 19 "Directors, officers and employees must strictly follow all laws and regulations affecting investments. It is unethical for directors, officers, and employees to buy or sell Manulife securities while in possession of material information that has not been publicly disclosed about the Company or its affiliates or to inform another person, except as permitted by law, of material information that has not been publicly disclosed. xxx xxx"</p> <p>Annual Report Insider Trading (p. 27) "Directors, officers, employees, representatives and other associates of the Company are prohibited from (a) benefiting from opportunities that are discovered through the use of Company property, information or position; (b) using Company property, information or position for personal gain; and (c) competing with the Company. They owe it to the Company to advance its legitimate interests when the opportunity to do so arises."</p> | Code of Business Conduct and Ethics | |
| B.3.2 | Are the directors / commissioners required to report their dealings in company shares within 3 business days? | | N/A | This is NOT applicable to the Company because its shares are not available for sale to the public as it is wholly-owned by one stockholder. The shares in the name of individual directors are only nominee shares. | |
| B.4 Related party transactions by directors and key executives. | | | | | |
| B.4.1 | Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest? | <p>OECD Principle III (C) Members of the board and key executives should be required to disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the corporation.</p> <p>ICGN 2.11.1 Related party transactions Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.</p> <p>ICGN 2.11.2 Director conflicts of interest Companies should have a process for identifying and managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.</p> | <p>Y</p> <p>Annual Report Related Party Transactions (p. 27) "Directors, officers and employees are required by the Company's Code of Business Conduct and Ethics to immediately report their interest in transactions and any conflict of interest or potential conflict. Directors and executives are also required to abstain from participating in any discussion on a particular subject that they are conflicted."</p> <p>Code of Business Conduct and Ethics V-Conflict of Interest, page 17 "xxx xxx Directors and officers of MFC are required by law to disclose conflicts of interests in material agreements and transactions entered into by the Company. For further guidance, MFC directors and corporate officers should review the MFC Conflict of Interest Rules for Directors and Officers. xxx xxx"</p> | 2016 Annual Report | |
| B.4.2 | Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company and shareholders? | | y | Material significant RPTs are subject to audit review by external auditors. 2016 Audited Financial Statements, Note 26 on Related Party Transactions, page 69 2016 Audited Financial Statements | |
| B.4.3 | Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted? | | y | <p>Annual Report: Related Party Transactions (p. 27) "Directors, officers and employees are required by the Company's Code of Business Conduct and Ethics to immediately report their interest in transactions and any conflict of interest or potential conflict. Directors and executives are also required to abstain from participating in any discussion on a particular subject that they are conflicted."</p> <p>Arms Length (p. 27) "Directors and executives must not be associated in any way with agreements between the Company and suppliers in which they or a member of their immediate family have an interest or which might result in their or their family member's personal gain."</p> | 2016 Annual Report |
| B.4.4 | Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates? | | y | <p>Code of Business Conduct and Ethics Be Careful About Personal Benefits, Page 19 "Conflicts of interest may arise if you receive, or a member of your family receives a personal benefit as a result of your position in the Company. All such personal benefits, including loans and guarantees of obligations from the Company, must be disclosed on the Company's Code of Business Conduct and Ethics Certification and Conflict of Interest Disclosure Statement and approved by the Company. Personal loans to executive officers are prohibited unless specifically permitted by law."</p> | Code of Business Conduct and Ethics |

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| B.5 Protecting minority shareholders from abusive actions | | | The Company is wholly-owned by one stockholder. The shares in the name of the directors are only nominee shares. | | |
| B.5.1 | Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies? | <p>OECD Principle III (A) All shareholders of the same series of a class should be treated equally. (2) Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress.</p> | N | <p>Annual Report Related Party Transactions (p. 27) "The Company has not entered into any transactions which may be classified as financial assistance to other entities other than wholly-owned companies. x x x Details of the related party transactions are provided in Note 26 of the Audited Financial Statements as submitted by the Company to regulators."</p> | 2016 Annual Report |
| B.5.2 | Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length? | <p>ICGN 2.11.1 Related party transactions Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.</p> <p>ICGN 2.11.2 Director conflicts of interest Companies should have a process for identifying and managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.</p> <p>ICGN 8.5 Shareholder rights of action Shareholders should be afforded rights of action and remedies which are readily accessible in order to redress conduct of company which treats them inequitably. Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p> | Y | <p>Annual Report Related Party Transactions (p. 27) "The Company has not entered into any transaction which may be classified as financial assistance to other entities other than wholly-owned companies. Any related party transactions, mostly limited to contracts within the Manulife conglomerates, are conducted in such a way as that they are fair and at arm's length and subject to appropriate review and approval process. x x x" See also Note 26 of Audited Financial Statements, page 69:</p> <p>Code of Business Conduct and Ethics Deal at Arm's Length with Suppliers and Other Counterparties, page 17 "You must not be associated in any way with the agreements between the Company and the suppliers in which you or a member of your immediate family have an interest, or which might result in personal gain or benefit in any way to you or to a member of your family.</p> <p>You must not engage in transactions or other business decision-making relating to suppliers, vendors, customers or other business relationships that may benefit you or a member of your immediate family, without receiving explicit written authorization from your supervisor. Such authorization is only appropriate where the supervisor determines that there is no actual conflict of interest. Failure to obtain such written authorization before engaging in such activity can result in termination."</p> | <p>2016 Annual Report</p> <p>Code of Business Conduct and Ethics</p> |