

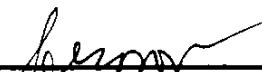
ANNUAL CORPORATE GOVERNANCE REPORT OF

YAPSTER E-INSURANCE BROKERS, INC

(Name of Company)

1. For the fiscal year ended 2021
2. Certificate Authority Number **IB - 01 - 2022 - R**
3. **MAKATI, PHILIPPINES**
Province, Country or other jurisdiction of incorporation or organization
4. **17F BA LEPANTO BUILDING 8747 PASEO DE ROXAS MAKATI, 1226**
Address of principal office Postal Code
5. **02 - 8893-1111**
Company's telephone number, including area code
6. **NA**
Company's official website
7. **NA**
Former name, former address, and former fiscal year, if changed since last report.

CERTIFIED TRUE / PHOTO COPY


TRANQUILINO E. ESPEJON
IC Supervising Administrative Officer
Administrative Division
Insurance Commission
MAY 30, 2022
Date: _____

ANNUAL CORPORATE GOVERNANCE REPORT

EXPLANATION

COMPLIANT/
NON-
COMPLIANT

The Board's Governance Responsibilities

Principle 1: The company should be headed by a competent, working board to foster the long- term success and sustainability of the corporation in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.

Recommendation 1.1

1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	Provide information or link/reference to a document containing information on the following: 1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors 2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance	SEE GIS
2. Board has an appropriate mix of competence and expertise.	COMPLIANT		SEE GIS
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT		SEE GIS

Recommendation 1.2

1. Board is composed of a majority of non-executive directors.	N O N COMPLIANT	Identify or provide link/reference to a document identifying the directors and the type of their directorships	BOARD IS COMPOSED OF MAJORITY OF FAMILY MEMBERS
--	--------------------	--	---

Recommendation 1.3

1. Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors.	N O N COMPLIANT	Provide link or reference to the company's Board Charter or Manual on Corporate Governance relating to its policy on training of directors.	COMPANY HAS NO CORPORATE GOVERNANCE MANUAL
---	--------------------	---	--

CERTIFIED TRUE / PHOTO COPY

TRANQUILINO E. ESPEJON
IC Supervising Administrative Officer
Administrative Division
Insurance Commission

Date: _____

2. Company provides in its Board Charter or Manual on Corporate Governance an orientation program for first time directors.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.	COMPANY HAS NO CORPORATE GOVERNANCE MANUAL
3. Company has relevant annual continuing training for all directors.	COMPLIANT		
Recommendation 1.4			
1. Board has a policy on board diversity.	COMPLIANT	Provide information on or link/reference to a document containing information on the company's board diversity policy.	SEE GIS
Recommendation 1.5			
1. Board is assisted in its duties by a Corporate Secretary.	COMPLIANT	Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.	SEE GIS
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT		
3. Corporate Secretary is not a member of the Board of Directors.	NON-COMPLIANT		CORSEC IS ALSO MEMBER OF THE BOARD
4. Corporate Secretary attends training/s on corporate governance.	NON-COMPLIANT	Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.	COMPANY HAS NO CORPORATE GOVERNANCE POLICY/ MANUAL GIVEN IT IS COMPOSE OF LESSES THAN 10 EMPLOYEES

CERTIFIED TRUE / PHOTO COPY

TRANQUILINO E. ESPEJON
 IC Supervising Administrative Officer

Administrative Division
 Insurance Commission

Date: _____

Recommendation 1.6

1. Board is assisted by a Compliance Officer.	COMPLIANT	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.	
2. Compliance Officer has a rank of Vice President or an equivalent position with adequate stature and authority in the corporation.	NON-COMPLIANT		
3. Compliance Officer is not a member of the board.			SINCE COMPANY IS SMALL COMPLIANCE OFFICER IS EQUIVALENT TO THE RANK OF THAT ACCOUNTING OFFICER
4. Compliance Officer attends training/s on corporate governance annually.	NON-COMPLIANT	Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered	SINCE COMPANY IS SMALL THERE IS NO CORPORATE GOVERNANCE IN ITS CHARTER

Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

Recommendation 2.1

1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)	SEE ATTACHED COMPANY MANUAL
--	-----------	---	-----------------------------

Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)	SEE ATTACHED COMPANY MANUAL
2. Board oversees and monitors the implementation of the company's business objectives and strategy in order to sustain the company's long-term viability and strength..	COMPLIANT	Indicate frequency of review of business objectives and strategy	

CERTIFIED TRUE / PHOTO COPY



TRAMQUILINO E. ESPEJON

IC Supervising Administrative Officer
Administrative Division
Insurance Commission

Date: _____

Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications	SEE ATTACHED COMPANY MANUAL
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	Disclose and provide information or link/reference to a document containing information on the company's succession planning and retirement policies and programs, and its implementation	SEE ATTACHED COMPANY MANUAL
2. Board adopts a policy on the retirement for directors and key officers.	NON-COMPLIANT		SINCE COMPANY IS SMALL, WITH LESS THAN 10 PERSONNEL, NO POLICY ON RETIREMENT
Recommendation 2.5			
1. Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members.	COMPLIANT	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.	SEE ATTACHED COMPANY MANUAL
2. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT		SEE ATTACHED COMPANY MANUAL
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT		SEE ATTACHED COMPANY MANUAL
CERTIFIED TRUE / PHOTO COPY			
TRAMBOUILLO E. ESPEJON IC Supervising Administrative Officer			

CERTIFIED TRUE / PHOTO COPY

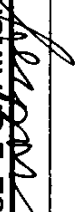

TRANQUILINO E. ESPEJON
 IC Supervising Administrative Officer
 Administrative Division
 Insurance Commission

Date: _____

Recommendation 2.6

1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders.	SEE MINUTES OF ANNUAL MEETING SEE MINUTES OF ANNUAL MEETING THERE IS ELECTION FOR THE BOARD BUT NO MANUAL ON CORPORATE GOVERNANCE
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	NON -COMPLIANT		
3. Board nomination and election policy includes how the company accepts nominations from minority shareholders.	NON -COMPLIANT	Provide proof if minority shareholders have a right to nominate candidates to the board.	NO MINORITY AS MAJORITY OF DIRECTORS ARE FAMILY MEMBERS
4. Board nomination and election policy includes how the board reviews nominated candidates.	COMPLIANT		SEE MINUTES OF ANNUAL MEETING
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	COMPLIANT	Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	SEE MINUTES OF ANNUAL MEETING
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT		SEE MINUTES OF ANNUAL MEETING

Recommendation 2.7

1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	COMPLIANT	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs	SEE ATTACHED COMPANY MANUAL
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT	Identify transactions that were approved pursuant to the policy.	CERTIFIED TRUE / PHOTO COPY
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT		 TRANQUILINO E. ESPEJON IC Supervising Administrative Officer Insurance Commission


Recommendation 2.8

1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management. Identify the Management team appointed.	SEE ATTACHED COMPANY MANUAL.
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management. Provide information on the assessment process and indicate frequency of assessment of performance.	SEE ATTACHED COMPANY MANUAL.

Recommendation 2.9

1. Board establishes an effective performance management framework that ensures that Management, including the Chief Executive Officer performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.	SEE ATTACHED COMPANY MANUAL.
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT		SEE ATTACHED COMPANY MANUAL.

CERTIFIED TRUE / PHOTO COPY


TRANQUILINO E. ESPEJON
IC Supervising Administrative Officer
Administrative Division
Insurance Commission

Date: _____

Recommendation 2.10

1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system	SEE ATTACHED COMPANY MANUAL
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT		SEE ATTACHED COMPANY MANUAL
3. Board approves the Internal Audit Charter.	COMPLIANT	Provide reference or link to the company's Internal Audit Charter	SEE ATTACHED COMPANY MANUAL


Recommendation 2.11

1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.	COMPLIANT	Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.	SEE ATTACHED COMPANY MANUAL
2. The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT	Provide proof of effectiveness of risk management strategies, if any.	SEE ATTACHED COMPANY MANUAL

Recommendation 2.12

1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	COMPLIANT	Provide link to the company's website where the Board Charter is disclosed.	SEE ATTACHED COMPANY MANUAL
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT		
3. Board Charter is publicly available and posted on the company's website.	NON -COMPLIANT	COMPANY HAS NO WORKING WEBSITE	

CERTIFIED TRUE / PHOTO COPY


TRANQUILINO B. ESPEJON
 IC Supervising Administrative Officer
 Administrative Division
 Insurance Commission

Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

Recommendation 3.1

1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.

COMPLIANT

Provide information or link/reference to a document containing information on all the board committees established by the company.

Recommendation 3.2

1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.

COMPLIANT

Provide information or link/reference to a document containing information on the Audit Committee, including its functions. Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.

2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.

COMPLIANT

Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.

3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.

COMPLIANT


Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.

4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.

COMPLIANT

Provide information or link/reference to a document containing information on the Chairman of the Audit Committee


CERTIFIED TRUE / PHOTO COPY


TRANQUILINO E. ESPEJON
 IC, Supervising Administrative Officer
 Administrative Division
 Insurance Commission

Recommendation 3.3

1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	NON COMPLIANT	Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.	THE COMPANY HAS NO CORPORATE GOVERNANCE POLICY AND COMMITTEE
2. Corporate Governance Committee is composed of at least three members, majority of whom should be independent directors.	NON COMPLIANT	Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.	THE COMPANY HAS NO CORPORATE GOVERNANCE POLICY AND COMMITTEE
3. Chairman of the Corporate Governance Committee is an independent director.	NON COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.	THE COMPANY HAS NO CORPORATE GOVERNANCE POLICY AND COMMITTEE

Recommendation 3.4

1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	NON COMPLIANT	Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions	SUCH FUNCTION LIES WITHIN THE OPERATIONS MANAGER, TASKED TO ASSESS RISK AND DO RISK MANAGEMENT AS THE OCCASION ARISE
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	NON COMPLIANT	Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship	SUCH FUNCTION LIES WITHIN THE OPERATIONS MANAGER, TASKED TO ASSESS RISK AND DO RISK MANAGEMENT AS THE OCCASION ARISE
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	NON COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the BROC	 TRANQUILINO E. ESPEJON IC Supervising Administrative Officer Administrative Division Insurance Commission

4. At least one member of the BROOC has relevant thorough knowledge and experience on risk and risk management.	NON COMPLIANT	Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROOC.	SUCH FUNCTION LIES WITHIN THE OPERATIONS MANAGER, TASKED TO ASSESS RISK AND DO RISK MANAGEMENT AS THE OCCASION ARISE
---	---------------	--	--


Recommendation 3.5

1. The Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	NON COMPLIANT	Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.	SUCH FUNCTION LIES WITHIN THE OPERATIONS MANAGER, TASKED TO ASSESS RISK AND DO RISK MANAGEMENT AS THE OCCASION ARISE
2. RPT Committee is composed of at least three non-executive directors, majority of whom should be independent, including the Chairman.	NON COMPLIANT	Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.	NO RPT COMMITTEE. SUCH FUNCTION LIES WITHIN THE OPERATIONS MANAGER, TASKED TO ASSESS RISK AND DO RISK MANAGEMENT AS THE OCCASION ARISE

Recommendation 3.6

1. All established committees have a Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT		
3. Committee Charters were fully disclosed on the company's website.	NON -COMPLIANT	Provide link to company's website where the Committee Charters are disclosed.	COMPANY HAS NO FUNCTIONING WEBSITE

Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly manage the company's business and responsibilities, including sufficient time to be familiar with the corporation's business.


TRAMQUILINO E. ESPEJON
 IC Supervising Administrative Officer
 Administrative Division
 Insurance Commission

Date: _____

Recommendation 4.1

1. The Directors attends and actively participates in all meetings of the Board, Committees and shareholders in person or through tele-videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT	Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.	
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT		
3. The directors asks the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	Provide information or link/reference to a document containing information on any questions raised or clarification/ explanation sought by the directors.	

Recommendation 4.2

1. Non-executive directors concurrently serve as directors to a maximum of five Insurance Commission Regulated Entities (ICREs) and publicly-listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the company.	COMPLIANT	Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously. Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies.	
--	-----------	--	--

Recommendation 4.3

1. The directors notify the company's board where he/she is an incumbent director before accepting a directorship in another company.	COMPLIANT	Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.	
---	-----------	---	--

CERTIFIED TRUE / PHOTO COPY


TRANQUILINO E. ESPEJON
IC Supervising Administrative Officer
Administrative Division
Insurance Commission

Date: _____

Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs.

Recommendation 5.1

1. The Board is composed of at least twenty percent (20%) independent directors.

NON COMPLIANT

Provide information or link/reference to a document containing information on the number of independent directors in the board.

FAMILY OWNED COMPANY

Recommendation 5.2

1. The independent directors possess all the necessary qualifications and none of the disqualifications to hold the position.

COMPLIANT

Provide information or link/reference to a document containing information on the qualifications of the independent directors.

Recommendation 5.3

1. The independent directors serve for a maximum cumulative term of nine years.

COMPLIANT

Provide information or link/reference to a document showing the years IDs have served as such.

As far as Insurance Companies are concerned, the foregoing term limit shall be reckoned from 02 January 2015 while the reckoning date for the Pre-Need Companies and Health Maintenance Organizations shall be from 21 September 2016.

For other covered entities, all previous terms served by existing Independent Directors prior to the effectivity of this Circular shall not be included in the application of the term limit prescribed in this item.

2. The company bars an independent director from serving in such capacity after the term limit of nine years.


COMPLIANT

Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director.

CERTIFIED TRUE / PHOTO COPY

TRANQUILINO E. ESPERON

IC Supervising Administrative Officer
Administrative Division
Insurance Commission

3. In the instance that the company retains an independent director in the same capacity after nine years, the board submits to the Insurance Commission a formal written justification and seek shareholders' approval during the annual shareholders' meeting.	COMPLIANT	Provide proof on submission of a formal written justification to the Insurance Commission and proof of shareholders' approval during the annual shareholders' meeting.	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	NON-COMPLIANT	Identify the company's Chairman of the Board and Chief Executive Officer.	SAME PERSON
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer. Identify the relationship of Chairman and CEO.	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director or where the roles of Chairman and CEO are being held by one person, the Board should designate a lead director among the independent directors.	COMPLIANT	Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any. Indicate if Chairman is independent.	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations for the same.	COMPLIANT	Provide proof of abstention, if this was the case.	<div style="text-align: center;"> CERTIFIED TRUE / PHOTO COPY  TRANQUILINO E. ESPEJON IC Supervising Administrative Officer Administrative Division Insurance Commission </div>

Recommendation 5.7

1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the corporation.	COMPLIANT	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	
2. The meetings are chaired by the lead independent director.	COMPLIANT		

Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competences.

Recommendation 6.1

1. The Board conducts an annual assessment of its performance as a whole.	COMPLIANT	Provide proof of annual assessments conducted for the whole board, the individual members, the Chairman and the Committees.	
2. The performance of the Chairman is assessed annually by the Board.	COMPLIANT		
3. The performance of the individual member of the Board is assessed annually by the Board.	COMPLIANT		
4. The performance of each committee is assessed annually by the Board.	COMPLIANT		
5. Every three years, the assessments are supported by an external facilitator.	COMPLIANT		Identify the external facilitator and provide proof of use of an external facilitator.

CERTIFIED TRUE / PHOTO COPY

TRANQUILINO E. ESPEJON
Supervising Administrative Officer
Insurance Commission

Date: _____

Recommendation 6.2


1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders.	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT		

Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7.1

1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	COMPLIANT	Provide information on or link/reference to the company's Code of Business Conduct and Ethics.	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.	
3. The Code is disclosed and made available to the public through the company website.	NON -COMPLIANT	Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.	THE COMPANY HAS NO FUNCTIONING WEBSITE

CERTIFIED TRUE / PHOTO COPY


TRANQUILINO E. ESPEJON
IC Supervising Administrative Officer
Administrative Division
Insurance Commission

Recommendation 7.2

1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company Internal policies.	COMPLIANT	Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.	

Disclosure and Transparency

Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

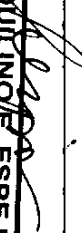
Recommendation 8.1

1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	COMPLIANT	Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders.	
--	-----------	---	--

Recommendation 8.3

1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.	
--	-----------	--	--

CERTIFIED TRUE / PHOTO COPY


TRANQUILINO ESPESON
IC Supervising Administrative Officer
Administrative Division
Insurance Commission

Date: _____

2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.

COMPLIANT

Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.

Recommendation 8.4

1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.

NON - COMPLIANT

Disclose or provide link/reference to the company policy and practice for setting board remuneration.

NON DISCLOSURE POLICIES ARE INTERNAL POLICIES SET FORTH IN THE BOARD CHARTER. NO CORPORATE GOVERNANCE POLICY BY THE COMPANY

2. Company provides a clear disclosure of its policies and procedure for setting Executive remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.

NON - COMPLIANT

Disclose or provide link/reference to the company policy and practice for determining executive remuneration.

NON DISCLOSURE POLICIES ARE INTERNAL POLICIES SET FORTH IN THE BOARD CHARTER. NO CORPORATE GOVERNANCE POLICY BY THE COMPANY

3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.

NON - COMPLIANT

Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.

NO RETIREMENT PLAN/ PROVISION AS COMPANY HAS ONLY LESS THAN 10 PERSONNEL

Recommendation 8.5


1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions.

COMPLIANT

Disclose or provide reference/link to company's RPT policies

Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.

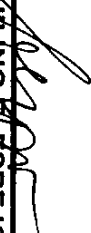
CERTIFIED TRUE / PHOTO COPY


TRANQUILINO E. ESPEJON
IC Supervising Administrative Officer
Administrative Division
Insurance Commission

<p>2. Company discloses material or significant RPTs in its Annual Company Report or Annual Corporate Governance Report, reviewed and approved by the Board, and submitted for confirmation by majority vote of the stockholders in the annual stockholders' meeting during the year.</p>	NON COMPLIANT	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. Name of the related counterparty; 2. Relationship with the party; 3. Transaction date; 4. Type/nature of transaction; 5. Amount or contract price; 6. Terms of the transaction; 7. Rationale for entering into the transaction; 8. The required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and 9. Other terms and conditions. 	<p>COMPANY HAS NO CORPORATE GOVERNANCE MANUAL BEING A SMALL COMPANY</p>
<p>Recommendation 8.7</p> <p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p> <p>2. Company's MCG is posted on its company website.</p>	<p>NON COMPLIANT</p> <p>NON COMPLIANT</p>	<p>Provide link to the company's website where the Manual on Corporate Governance is posted.</p>	<p>CORPORATE GOVERNANCE MANUAL BEING A SMALL COMPANY</p> <p>COMPANY HAS NO FUNCTION</p>

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.

CERTIFIED TRUE / PHOTO COPY


TRANQUILINO E. ESPEJON
 IC Supervising Administrative Officer
 Administrative Division
 Insurance Commission

Date: _____


Recommendation 9.1

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	COMPLIANT	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	COMPLIANT	Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	COMPLIANT	Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.	

Recommendation 9.2

1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter.	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter.	

CERTIFIED TRUE / PHOTO COPY


TRANQUILINO E. ESPEJON
IC Supervising Administrative Officer
Administrative Division
Insurance Commission

Date: _____

Recommendation 9.3


1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	Disclose the nature of non-audit services performed by the external auditor, if any.	
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	Provide link or reference to guidelines or policies on non-audit services.	

Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

Recommendation 10.1

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	NON-COMPLIANT	Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.	COMPANY ADHERES TO DATA PRIVACY ACT
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	NON-COMPLIANT	Provide link to Sustainability Report, if any. Disclose the standards used.	COMPANY ADHERES TO DATA PRIVACY ACT

CERTIFIED TRUE / PHOTO COPY


TRANQUILINO E. ESPEJON
IC Supervising Administrative Officer
Administrative Division
Insurance Commission

Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.

Recommendation 11.1

1. The company should have a website to ensure a comprehensive, cost efficient, transparent, and timely manner of disseminating relevant information to the public.	NON COMPLIANT	Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.	THE COMPANY HAS NO FUNCTIONING WEBSITE AS THE BOARD HAS YET TO CONCLUDE DISCUSSION OF ITS RENEWAL AS DUE TO PANDEMIC BUDGET IS LIMITED
---	---------------	--	--

Internal Control System and Risk Management Framework

Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.


Recommendation 12.1

1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	List quality service programs for the internal audit functions. Indicate frequency of review of the internal control system.	
--	-----------	---	--

CERTIFIED TRUE / PHOTO COPY


TRANQUILINO E. ESPEJON
 IC Supervising Administrative Officer
 Administrative Division
 Insurance Commission

2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	Identify international framework used for Enterprise Risk Management. Provide information or reference to a document containing information on: 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks Indicate frequency of review of the enterprise risk management framework.	
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	COMPLIANT	Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.	
Recommendation 12.3			
1. The company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.	CERTIFIED TRUE / PHOTO COPY
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	COMPLIANT		


TRANQUILINO E. ESPEJON
 IC Supervising Administrative Officer
 Insurance Commission

Date: _____

3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT	Identify qualified independent executive or senior management personnel, if applicable.	
--	-----------	---	--

Recommendation 12.4

1. The company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	Provide information on company's risk management function.	
--	-----------	--	--

Recommendation 12.5

1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	NON -COMPLIANT	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	SUCH FUNCTION LIES WITHIN THE OPERATIONS MANAGER, TASKED TO ASSESS RISK AND DO RISK MANAGEMENT AS THE OCCASION ARISE
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	COMPLIANT		

Cultivating a Synergic Relationship with Shareholders


Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

Recommendation 13.1


1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	Provide link to company's website	

Recommendation 13.2

CERTIFIED TRUE / PHOTO COPY


TRANQUILINO E. ESPEJON
 IC Supervising Administrative Officer
 Administrative Division
 Insurance Commission

Date: _____

1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 21 days before the meeting.	COMPLIANT	Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting. Provide link to the Agenda included in the company's Information Statement	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	COMPLIANT	Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.	
2. Minutes of the Annual and Special Shareholders' Meetings are available on the company website within five business days from the end of the meeting.	NON-COMPLIANT	Provide link to minutes of meeting in the company website. Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes. Indicate also if the voting on resolutions was by poll. Include whether there was opportunity to ask question and the answers given, if any.	NO COMPANY WEBSITE CERTIFIED TRUE / PHOTO COPY  TRANQUILIND E. ESPEJON IC Supervising Administrative Officer Administrative Division Insurance Commission Date: _____
Recommendation 13.4			


1. Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner	COMPLIANT COMPLIANT	Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	NON-COMPLIANT	Provide link/reference to where it is found in the Manual on Corporate Governance.	THE COMPANY HAS NO C O R P O R A T E GOVERNANCE MANUAL

Duties to Stakeholders

Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	Identify policies and programs for the protection and fair treatment of company's stakeholders.	
Recommendation 14.3			

CERTIFIED TRUE / PHOTO COPY


TRANQUILINO E. ESPEJON
 IC Supervising Administrative Officer
 Administrative Division
 Insurance Commission
 Date: _____

1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	COMPLIANT COMPLIANT	Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights. Provide information on whistleblowing policy, practices and procedures for stakeholders.	SEE COMPANY MANUAL
--	----------------------------	---	--------------------

Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1


1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.	SEE ATTACHED COMPANY MANUAL
--	-----------	--	-----------------------------

Recommendation 15.2

1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	COMPLIANT	Identify or provide link/reference to the company's policies, programs and practices on anti-corruption.	SEE ATTACHED COMPANY MANUAL
--	-----------	--	-----------------------------


2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	Identify how the board disseminated the policy and program to employees across the organization.	SEE ATTACHED COMPANY MANUAL
---	-----------	--	-----------------------------

Recommendation 15.3

1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.	COMPLIANT	Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees. Indicate if the framework includes	CERTIFIED TRUE / PHOTO COPY  TRANQUILINO E. ESPERON IC Supervising Administrative Officer Administrative Division Insurance Commission
--	-----------	---	--

2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT	procedures to protect the employees from retaliation. Provide contact details to report any illegal or unethical behavior.	SEE COMPANY MANUAL
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.	SEE COMPANY MANUAL
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	COMPLIANT	Provide information or reference to a document containing information on the company's community involvement and environment-related programs.	SEE COMPANY MANUAL

CERTIFIED TRUE / PHOTO COPY


TRANQUILINO E. ESPEJON
 IC Supervising Administrative Officer
 Administrative Division
 Insurance Commission

Date: _____

CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based on authentic records.

Signed in the City of MAKATI on the 30TH of MAY 2022

MR. FERDINAND Y. YAP

CHAIRMAN OF THE BOARD

Signature over printed name

ATTY. EDEN C. CALDE

CORPORATE SECRETARY

Signature over printed name

MS. LINDAY CHUA

INDEPENDENT DIRECTOR

Signature over printed name

MR. FERDINAND Y. YAP

PRESIDENT/CEO

Signature over printed name

MS. MELINDA ESTRELLA

CORPORATE GOVERNANCE

COMPLIANCE OFFICER

Signature over printed name

INDEPENDENT DIRECTOR

Signature over printed name

MAKATI CITY

MAY 30 2022

SUBSCRIBED AND SWORN to before me this _____ day of _____, 20____, by the following who are all personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me their respective identification document as follows:

	NAME	ID NO.	DATE/ PLACE ISSUED
1.			
2.			
3.			
4.			
5.			
6.			

ATTY. GERVASIO B. ORTIZ JR.
Notary Public City of Makati
Until December 31, 2022
IBP No. 05729-Lifetime Member
MCLE Compliance No. VI-0024312
Appointment No. M-02-(2021-2022)
PTB No. 0052810-03-2022
NOTARY PUBLIC
Makati City Roll No. 40091
101 Urbah Ave. Campos Rueda Bldg
Ergy. Pio Del Pilar, Makati City


Doc. No. 666;
Page No. 15;
Book No. XVII;
Series of 20 21

CERTIFIED TRUE / PHOTO COPY


TRANQUILINO E. ESPEJON
IC Supervising Administrative Officer
Administrative Division
Insurance Commission

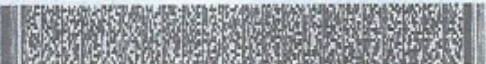
Date: _____

Republic of the Philippines
Social Security System

 **FERDINAND YU YAP**


06-2301502-9
MARCH 13, 1980


CORASON S. DE LA PAZ
SAS PRESIDENT



PROUD TO BE A FILIPINO

REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF TRANSPORTATION
LAND TRANSPORTATION OFFICE
NON-PROFESSIONAL DRIVER'S LICENSE

 **YAP, FERDINAND YU**


Last Name, First Name, Middle Name

Nationality Sex Date of Birth Weight (kg) Height (m)
PHL M 1980/03/13 80 1.58

Address
27 PEDRO LOPEZ ST CEBU CITY

License No. Issuance Date Agency Code
G01-98-241616 2024/03/13 N32

Class Type: A+B Free Color: BROWN
Restrictions: 1,2 Conditions: NONE


Signature of Licensee EDGAR C. BALVANCE
Assistant Secretary

REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF TRANSPORTATION
LAND TRANSPORTATION OFFICE
DRIVER'S LICENSE



Last Name, First Name, Middle Name
CHUA, LINDSAY LEE

Nationality	Sex	Date of Birth	Weight (kg)	Height(m)
PHL	F	1978/03/04	51	1.56

Address
U908 BARON 3 GARDENS A MABINI ST SAN
JUAN CITY

License No.	Expiration Date	Agency Code
N04-96-377366	2032/03/04	N55

Blind Type
A+

Eyes Color
BROWN

Dr. Codes
B, B1, B2

Conditions
NONE

Signature of Licensee

EDGAR C. CALVANTE
Asst. Sec. for Licensing

REPUBLIC OF THE PHILIPPINES
Unified Multi-Purpose ID



CRN - 0111-9007566-9

CHUA
LINDSAY


LEE
LEE

DATE OF BIRTH 1978/03/04

408 BARON 3 GARDENS, 199 A
MABINI ST. BRGY. ADDITION
HILLS SAN JUAN CITY NCR
PHL 1500

[Handwritten signature]

REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF TRANSPORTATION
LAND TRANSPORTATION OFFICE
NON-PROFESSIONAL DRIVER'S LICENSE



Last Name, First Name, Middle Name
CALDE, EDEN CATA CUTAN

Nationality Sex Date of Birth Weight (kg) Height (m)
PHL F 1973/12/08 81 1.57

Address
81 NO. 18 WELFAREVILLE COMPD. MANDALUYONG
CITY

License No. Expiration Date Agency Code
N02-11-017852 2021/12/08 N34

Blood type Eyes Color
B+ BLACK

Restrictions Conditions
2 A

Signature of Licensee *Edén Catacutan*

EDGAR C. CALYANTE
Assistant Secretary

Edén
Edén
Edén

Edén
Edén
Edén