

COMPANY NAME  
FINANCIAL YEAR END  
SECTOR  
COMPANY STRUCTURE

AA GUARANTY ASSURANCE CO., INC.  
2017  
Insurance  
Class 3

		Source Document/Location of Information	Answer	Remarks
<b>A Rights of Shareholders</b>				
<b>A.1</b>	<b>Basic Shareholder Rights</b>			
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?	By-laws (Article VI, Section 3, page 8)  Dividend Policy Declaration (Corporate Governance Principles)	Y	Dividends declared by the company are paid out within thirty (30) days from the date of declaration.
<b>A.2 Right to participate in decisions concerning fundamental corporate changes.</b>				
	Do shareholders have the right to participate in:			
A.2.1	Amendments to the company's constitution?	By-Laws (Article VIII, Section 1, page 8)	Y	Shareholders have the right to participate in decisions concerning fundamental corporate changes.
A.2.2	The authorisation of additional shares?	Amended Articles of Incorporation (Article VII, page 3)	Y	Shareholders have the right to participate in the authorisation of additional shares.
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	By-Laws (Article VIII, Section 1, page 8)	Y	Shareholders have the right to participate in the transfer of substantial assets of the company.
<b>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.</b>				
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?		N	
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?	Minutes of 2018 ASM (item VI, page 2) By-Laws (Article II, Section 7, page 2)	Y	The company provides non-controlling shareholders a right to nominate candidates for board of directors.
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?	Minutes of 2018 ASM (item VI, page 2) By-Laws (Article II, Section 7, page 2)	Y	The company allows shareholders to elect directors individually.
A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?	Minutes of 2018 ASM (item VI, page 2) By-Laws (Article II, Section 7, page 2)	Y	The company discloses the voting and vote tabulation procedures.
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?	source Document/Location of Information	Y	Shareholders are given ample opportunity to ask questions. The By-laws likewise allow shareholders to call for special meetings of the stockholders and to place items on the agenda of such meetings.
A.3.6	Do the minutes of the most recent AGM record questions and answers?	By-laws (Article II, Section 2, page 2)	Y	The questions and issues raised by the shareholders were duly recorded.
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?		Y	The disclosure of the outcome of the most recent ASM includes resolutions.
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?		N	
A.3.9	Does the company disclose the list of board members who attended the most recent AGM?	Minutes of the 2018 ASM (page 1)	Y	
A.3.10	Did the chairman of the board of directors/commissioners attend the most recent AGM?		Y	
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?	Minutes of the 2018 ASM (page 1)	Y	

A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		Y	
A.3.13	Did the company organise their most recent AGM in an easy to reach location?	<a href="#">Notice of 2018 ASM</a>	Y	The company organized its most recent AGM at its main office in Manila.
A.3.14	Does the company allow for voting in absentia?	<a href="#">By-laws (Article II, Section 7, page 2)</a> <a href="#">Proxy Form</a>	Y	The company allows for voting in absentia by proxy. Stockholders are allowed to appoint their proxies.
A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?		N	
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.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?		N	
A.3.18	Does the company provide at least 21 days notice for all resolutions?		N	
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?		N	

**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, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?	<a href="#">By-Laws (Article III, Section 1, page3)</a>	Y	
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**A.5 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.**

A.5.1	Does the company publicly disclose policies to encourage shareholders including institutional shareholders to attend the AGM?	<a href="#">Notice of 2018 ASM</a>	Y	Company encourages stockholders to attend the ASM by distributing notices early.
A.5.2	Is the share ownership by institutional investors, other than controlling shareholders, greater than 5%?	<a href="#">2018 General Information Sheet</a>	N	There are no institutional owners; all shareholders are individuals.