

Company Name Philippines
PLARIDEL SURETY & INSURANCE CO.
StockCode
Expert Name 0
Sector Non-Life Insurance
Year 2013
Date of Financial Year End 31/12/2013

		Source Document/ Location of Information	Yes/No	Point	REMARKS
B	Equitable Treatment of Shareholders				
B.1	Shares and voting rights				
B.1.1	Do the company's ordinary or common shares have one vote for one share?	DEFAULT PROVISION (Bonus)	Y	1	
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)?	NOT APPLICABLE as the Company is a private corporation and thus does not list its shares in the stock exchange.	N/A	0	
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?	Notice of AGM and Minutes	Y	1	
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?	Notice of AGM	Y	1	
	Does the notice of AGM/circulars have the following details:				
B.2.3	Are the profiles of directors/commissioners (at least age, qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	Notice of AGM / Annual Report	N	0	http://plaridel.powersites.ph/var/m_0/07/070/1460/32955-Annual%20Report%202012.pdf
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	Notice of AGM / Annual Report	N	0	http://plaridel.powersites.ph/var/m_0/07/070/1460/32955-Annual%20Report%202012.pdf
B.2.5	Has an explanation of the dividend policy been provided?	Annual Report - Notes to the Audited Financial Statements No.24	Y	1	http://plaridel.powersites.ph/var/m_0/07/070/1460/32955-Annual%20Report%202012.pdf

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B.2.6	Is the amount payable for final dividends disclosed?	No dividends paid in the period covered because the Company had to comply with paid-up capital requirements as required by the law and the regulator.	N/A	0	
B.2.7	Documents required to be proxy/ Were the proxy documents made easily available?	Notice of AGM	Y	1	
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?	DEFAULT PROVISION (Bonus)	Y	1	
B.3.2	Are the directors and commissioners required to report their dealings in company shares within 3 business days ?	Code of Ethics and Conduct (Art. X) / Company Website	Y	1	http://plaridel.powersites.ph/var/m_0/07/070/1460/36754-d2n.pdf http://plaridelsurety.com.ph
B.4	Related party transactions by directors and key executives.				
B.4.1	Are directors and commissioners required to disclose their interest in transactions and any other conflicts of interest?	Code of Ethics and Conduct (Art. X) / Company Website	Y	1	http://plaridel.powersites.ph/var/m_0/07/070/1460/36754-d2n.pdf http://plaridelsurety.com.ph
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?	Code of Ethics (Art. X) /Company Website (Substantial compliance: not a committee of independent directors, but still a committee nonetheless -- "A committee meeting, such as that of the Management Committee or Executive Committee, may...")	Y	1	http://plaridel.powersites.ph/var/m_0/07/070/1460/36754-d2n.pdf http://plaridelsurety.com.ph
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?	DEFAULT PROVISION (Bonus)	Y	1	

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B	Equitable Treatment of Shareholders				
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.	DEFAULT PROVISION (Bonus)	Y	1	
B.5	Protecting minority shareholders from abusive actions				
B.5.1	Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?	None such RPTs occurred during the period covered.	N	1	http://plaridel.powersites.ph/var/m_0/07/070/1460/32955-Annual%20Report%202012.pdf http://www.plaridelsurety.com.ph
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?	Code of Ethics and Conduct (Art. X) / Corporate Governance Manual (Duties of a Director) / Company Website	Y	1	http://plaridel.powersites.ph/var/m_0/07/070/1460/36754-d2n.pdf http://plaridel.powersites.ph/var/m_0/07/070/1460/36756-d4n.pdf