

B.1 Shares and voting rights		Y/ N	Reference/Source document
B.1.1	Do the company's ordinary or common shares have one vote for one share?	Y	<p><b>Nomination Committee Charter (Page 2)</b>  <b>V. Implementing Rules and Regulations</b></p> <ul style="list-style-type: none"> <li>• Voting by proxy – each member is entitled to one (1) vote, which he may exercise in person or by proxy, which shall be in writing and filed with the nomination committee of the association</li> </ul>
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)?	N/A	Praxis Fides is a non-stock non- profit organization
			<p><b>OECD Principle III</b>  <b>(A) All shareholders of the same series of a class should be treated equally.</b>  (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><b>ICGN 8.3.1 Unequal voting rights</b>  Companies ordinary or common shares should feature one vote for one share. Divergence from a 'one share, one vote' standard which gives certain</p>

B.2 Notice of AGM		Y/ N	Reference/Source document
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?	Y	<p><b>AGM Minutes (Page4)</b>  <b>VII. Seventh Part of the Program</b>  <b>C. Resolutions</b>  Resolutions made during the 28th Annual General Meeting is the approval of a minor member shall be limited to buy one plan only with a maximum insurance coverage of P10K only. Membership/s beyond P10K insurance coverage will no longer be accepted and that an adult member shall be limited to buy multiple plans if insurance coverage will exceed the maximum P200K claims.</p>
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?	Y	<p><a href="https://praxisfidembai4.webs.com/GA_INVITATION_OUTSIDE_english.jpg">https://praxisfidembai4.webs.com/GA_INVITATION_OUTSIDE_english.jpg</a></p> <p><i>view AGM invitation in English (pls. click provided link)</i></p>
	<b>Does the notice of AGM/circulars have the following details:</b>		<p><b>OECD Principle II</b>  (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:  (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.  (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.</p> <p><b>OECD Principle II</b>  (A) All shareholders of the same series of a class should be treated equally.  (4) Impediments to cross border voting should be eliminated.</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><b>ICGN 8.3.2 Shareholder participation in governance</b> 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> <p><b>ICGN 8.4.1 Shareholder ownership rights</b> 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	<a href="https://praxisfidembai4.webs.com/BOT2019.jpg">https://praxisfidembai4.webs.com/BOT2019.jpg</a>	<i>See profile of 2019 BOT Candidates ( pls. click provided link)</i>
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?		Y	<a href="https://praxisfidembai4.webs.com/Annual%20Report%202018.pdf">https://praxisfidembai4.webs.com/Annual%20Report%202018.pdf</a>	<p><b>Annual Report Page (10)</b> <b>Audit Committee</b></p> <p>The AMC and Associates the external auditor of Praxis Fides MBAI was seeking re-appointment for the year 2019 with annual fees of P121, 000.00. Non-Audit fees includes the Compiler's Fee and Annual Statement fee amounting to P44, 000.00</p>
B.2.5	Has an explanation of the dividend policy been provided?		Y	<a href="https://praxisfidembai4.webs.com/Annual%20Report%202018.pdf">https://praxisfidembai4.webs.com/Annual%20Report%202018.pdf</a>	<p><b>Annual Report Page(6)</b> <b>Earning 2018</b></p> <p>Every member in good standing shall have the rights among others to participate in the distribution of profit of the Association on the basis of his capital contributions after the Association has set aside such reserves as maybe required by any existing laws and regulations.</p>
B.2.6	Is the amount payable for final dividends disclosed?		Y	<a href="https://praxisfidembai4.webs.com/Annual%20Report%202018.pdf">https://praxisfidembai4.webs.com/Annual%20Report%202018.pdf</a>	<p><b>Annual Report Page (6)</b> <b>Earning 2018</b></p> <p>The company realized a P55M income which will be maintained in the Free/ Unassigned portion of the Fund Balance account, with proposed allocation of 10% and 7.5% for participating and non-participating members respectively.</p>
B.2.7	Were the proxy documents made easily available?		Y	<a href="https://praxisfides.webs.com/downloads/proxyform.pdf">https://praxisfides.webs.com/downloads/proxyform.pdf</a>	Downloadable Forms (pls click provided link)

**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><b>OECD Principle III (B) Insider trading and abusive dealing should be prohibited</b></p> <p><b>ICGN 3.5 Employee share dealing</b> 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>	NA	DEFAULT	
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	<p><b>ICGN 8.5 Shareholder rights of action</b> ... Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p>	Y	<a href="https://praxisfidembai4.webs.com/PFMBAI%20CORPORATE%20GOVERNANCE%20MANUAL%20REVISED%202017.pdf">https://praxisfidembai4.webs.com/PFMBAI%20CORPORATE%20GOVERNANCE%20MANUAL%20REVISED%202017.pdf</a>	<p><b>PFMBAI Manual on Corporate Governance Revised 2017 Page 6</b> <b>2.1.8 Disclosure of RPTs and Other Conflict of Interest</b> <i>Board of Trustees, Employees and Work Force of the Association are required to disclose their dealings, interest in transactions, contracts and loans in the Association and other material transactions involving conflict of interest within three (days). The extent of related party transactions involves the beneficiary, amount, nature and term of transactions.</i></p>

<b>B.4 Related party transactions by directors and key executives.</b>					
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><b>OECD Principle III</b> (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><b>ICGN 2.11.1 Related party transactions</b> 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</p>	Y	<a href="https://praxisfidembai4.webs.com/PFMBAI%20CORPORATE%20GOVERNANCE%20MANUAL%20REVISED%202017.pdf">https://praxisfidembai4.webs.com/PFMBAI%20CORPORATE%20GOVERNANCE%20MANUAL%20REVISED%202017.pdf</a>	<p><b>PFMBAI Manual on Corporate Governance Revised 2017 Page 6</b> <b>2.1.8 Disclosure of RPTs and Other Conflict of Interest</b> <i>Board of Trustees, Employees and Work Force of the Association are required to disclose their dealings, interest in transactions, contracts and loans in the Association and other material transactions involving conflict of interest within three (days). The extent of related party transactions involves the beneficiary, amount, nature and term of transactions.</i></p>

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?	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.  <b>ICGN 2.11.2 Director conflicts of interest</b> 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.	Y	<a href="https://praxisfidembai4.webs.com/PFMBAI%20CORPORATE%20GOVERNANCE%20MANUAL%20REVISED%202017.pdf">https://praxisfidembai4.webs.com/PFMBAI%20CORPORATE%20GOVERNANCE%20MANUAL%20REVISED%202017.pdf</a>	<b>PFMBAI Manual on Corporate Governance Revised 2017 Page 17</b> <b>4.3 Review of Related Party Transactions</b> <i>Praxis Fides MBAI Independent</i> <i>Trustee shall review the materials and significant Related Party Transactions to determine whether they are in the best interest of the association and its members.</i>
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	<a href="https://praxisfidembai4.webs.com/PFMBAI%20CORPORATE%20GOVERNANCE%20MANUAL%20REVISED%202017.pdf">https://praxisfidembai4.webs.com/PFMBAI%20CORPORATE%20GOVERNANCE%20MANUAL%20REVISED%202017.pdf</a>	<b>PFMBAI Manual on Corporate Governance Revised 2017 Page 13</b> <b>2.8 Board Meetings</b> Board of Trustee are required not to attend meetings in which he/she have a personal interest on a certain agenda that needs board approval.
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?		NA	DEFAULT	

<b>B.5 Protecting minority shareholders from abusive actions</b>					
<b>B.5 Protecting minority shareholders from abusive actions</b>					
B.5.1	Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?	<b>OECD Principle III</b> <b>(A) All shareholders of the same series of a class should be treated equally.</b> (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.	Y	<a href="https://praxisfidembai4.webs.com/Annual%20Report%202018.pdf">https://praxisfidembai4.webs.com/Annual%20Report%202018.pdf</a>	<b>Annual Report Page 11-12</b> <b>Risk Management and Related Party Transaction Committee</b> For 2018 , related party transaction pertains to the Privilege Loan/ Car Loan of some members of the BOT and Staff amounting to P8,415,953.44.
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?	<b>ICGN 2.11.1 Related party transactions</b> Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should	Y	<a href="https://praxisfidembai4.webs.com/Annual%20Report%202018.pdf">https://praxisfidembai4.webs.com/Annual%20Report%202018.pdf</a>	<b>Annual Report Page 11-12</b> <b>Risk Management and Related Party Transaction Committee</b> The committee has conducted the review and ensured that the transactions are fair and at arm's length.

