

B.1	Shares and voting rights	Y/ N	Reference/Source document	REFERENCE
B.1.1	Do the company's ordinary or common shares have one vote for one share?	Y	DEFAULT	
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	DEFAULT	

B.2	Notice of AGM	Y/ N	Reference/Source document	REFERENCE
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	http://praxisfidembai4.webs.com/AGM%20minutes%202016_final.pdf	Praxis Fides MBAI 26th AGM Minutes, pg3 III. Third Part letter c. c. As a result of the question of Ms. Liberty Mandia, the BOT may pass a resolution to set a limit for their yearly incentive to become a performance-based incentives to be approved by the general membership on Annual General Meeting
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	http://praxisfidembai4.webs.com/invitation%2026th%20general%20assembly2016_website%20english.png	Copy of 26th AGM Invitation
Does the notice of AGM/circulars have the following details:				
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?	Y	http://praxisfidembai4.webs.com/PRAxis%20FIDES%20MBAI_annual%20Report2016_2.pdf	Annual Report / Board of Trustees Profile 2016 pg 9-12
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	Y	http://praxisfidembai4.webs.com/PRAxis%20FIDES%20MBAI_annual%20Report2016_2.pdf	Annual Report Audit Committee pg.21 1. Review and approval of the Audited Financial Statements 2016 which was released on March 15, 2017 of which this is within the 120 days limit from the financial year end. The committee also recommend for the approval of external auditor of Praxis Fides MBAI, AMC and Associates was highly recommended by the committee, the fee based on the scope of work is P110,000.00
B.2.5	Has an explanation of the dividend policy been provided?	Y	http://praxisfidembai4.webs.com/PRAxis%20FIDES%20MBAI_annual%20Report2016_2.pdf	Annual Report GM's Report Equitable payment of dividends to shareholder, as of end 2016 the Association gives a 10% of the net income as dividend policy to all members amounting to P521,665,325.30
B.2.6	Is the amount payable for final dividends disclosed?	Y	http://praxisfidembai4.webs.com/PRAxis%20FIDES%20MBAI_annual%20Report2016_2.pdf	Annual Report GM's Report Equitable payment of dividends to shareholder, as of end 2016 the Association gives a 10% of the net income as dividend policy to all members amounting to P521,665,325.30
B.2.7	Were the proxy documents made easily available?	Y	http://www.praxisfides.webs.com/downloads/proxyform.pdf	

B.3	Insider trading and abusive self-dealing should be prohibited.	Y/ N	Reference/Source document	REFERENCE
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?	Y	DEFAULT	
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	N/A		

B.4	Related party transactions by directors and key executives.	Y/ N	Reference/Source document	REFERENCE
B.4.1	Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest?	Y	DEFAULT	

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?	interest in any transaction or matter directly affecting the corporation. 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.	Y	http://praxisfidembai4.webs.com/PRA%20FIDES%20MBAI%20annual%20Report2016_2.pdf	Annual Report pg23 Corporate Governance and Education Committee <i>Review material or significant RPTs to determine whether they are in the best interests of the shareholders. Any RPTs if any will be disclosed and will be conducted in such a way ensuring that they are fair and at arms' length.</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?	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	Y	DEFAULT	
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	DEFAULT	

B.5 Protecting minority shareholders from abusive actions					
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B.5.1	Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?	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. 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.	Y	http://praxisfidembai4.webs.com/PRA%20FIDES%20MBAI%20annual%20Report2016_2.pdf	Annual Report pg26 <i>Related Party Transaction – Board of Trustees, Employees and Work Force of the Association are required to disclose their interest in transactions, contracts and loans in the Association and other material transactions involving conflict of interest. The extent of related party transactions involves the beneficiary, amount, nature and term of transactions.</i>
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?	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	Y	http://praxisfidembai4.webs.com/PRA%20FIDES%20MBAI%20annual%20Report2016_2.pdf	Annual Report pg23 Corporate Governance and Education Committee <i>Review material or significant RPTs to determine whether they are in the best interests of the shareholders. Any RPTs if any will be disclosed and will be conducted in such a way ensuring that they are fair and at arms' length.</i>