



Directors' Handbook



Anong plano mo? Usap tayo.

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PART I

COMPANY OVERVIEW

About The Philippine American Life and General Insurance (PHILAM LIFE) Company



The Philippine American Life and General Insurance Company (Philam Life) is the country's premier life insurance company. Established on 21 June 1947, Philam Life has earned the trust of customers for its financial strength, strong brand name, and ability to deliver on its promises.

Philam Life has PHP251.4 billion in total assets as of 31 December 2017, while serving almost 600,000 individual policyholders and over 2,200,000 insured group members.

Philam Life understands the needs of its customers and provides holistic solutions that include life protection, health insurance, savings, education, retirement, investment, group, and credit life insurance. It also offers bancassurance and fund management products and services through its subsidiaries—BPI-Philam Life Assurance Company (BPLAC) and Philam Asset Management Inc. (PAMI).

Philam Life is a member of AIA Group Limited, the largest independent publicly listed pan-Asian life insurance group.

About AIA



AIA Group Limited and its subsidiaries (collectively “AIA” or the “Group”) comprise the largest independent publicly listed pan-Asian life insurance group. It has a presence in 18 markets in Asia-Pacific – wholly-owned branches and subsidiaries in Hong Kong, Thailand, Singapore, Malaysia, China, Korea, the Philippines, Australia, Indonesia, Taiwan, Vietnam, New Zealand, Macau, Brunei, Cambodia, a 97 per cent subsidiary in Sri Lanka, a 49 per cent joint venture in India and a representative office in Myanmar.

The business that is now AIA was first established in Shanghai a century ago in 1919. It is a market leader in the Asia-Pacific region (ex-Japan) based on life insurance premiums and holds leading positions across the majority of its markets. It had total assets of US\$230 billion as of 31 December 2018.

AIA meets the long-term savings and protection needs of individuals by offering a range of products and services including life insurance, accident and health insurance and savings plans. The Group also provides employee benefits, credit life and pension services to corporate clients. Through an extensive network of agents, partners and employees across Asia-Pacific, AIA serves the holders of more than 33 million individual policies and over 16 million participating members of group insurance schemes.

AIA Group Limited is listed on the Main Board of The Stock Exchange of Hong Kong Limited under the stock code “1299” with American Depositary Receipts (Level 1) traded on the over-the-counter market (ticker symbol: “AAGIY”).

Capital Structure



Authorized Capital Stock	-	P2,000,000,000.00
Subscribed and Paid-Up	-	P1,995,606,710.00
No. of Shares Issued & Outstanding	-	199,560,671 shares
Treasury Share	-	439,329
Par value	-	P10.00/share
Financial Year End	-	31 December
Relevant Regulator	-	Insurance Commission
External Auditor	-	Isla Lipana & Company

LIST OF STOCKHOLDERS

<u>Name of Stockholders</u>	<u>Nationality</u>	<u>No. of Shares</u>	<u>Percentage of Ownership</u>
AIA Company Limited	Hong Kong SAR	199,560,514	} 99.9999253360%
Jacky Chan	Chinese	1	
Chee Kiong "Kelvin" Ang	Malaysian	1	
Ariel G. Cantos	Filipino	1	
Francis G. Estrada	Filipino	1	
Antonino Aquino	Filipino	1	
Doris Magsaysay Ho	Filipino	1	
Joaquin Quintos	Filipino	1	
Clive Anderson	Canadian	1	
Sub-total		199,560,522	99.9999253360%

Directors & Officers



BOARD OF DIRECTORS

1. Jacky Chan
2. Ariel G. Cantos
3. Chee Kiong “Kelvin” Ang
4. Francis G. Estrada
5. Antonino T. Aquino
6. Joaquin E. Quintos IV
7. Doris Magsaysay Ho
8. Clive Anderson

CORPORATE OFFICERS

Jacky Chan	-	Chairman of the Board
Kelvin Ang	-	Chief Executive Officer
Gary James Ogilvie	-	Treasurer
Carla J. Domingo	-	Corporate Secretary

SENIOR OFFICERS

Arleen May S. Guevara	-	Chief Investment Officer
Gary James Ogilvie	-	Chief Financial Officer
Yun Kang Ng	-	Interim Chief Agency Officer
Carla J. Domingo	-	Chief Legal Officer and Corporate Secretary
Joseph G. De Dios	-	Chief Risk Officer
Generosa Pio de Roda Reyes	-	Chief Operations Officer
Anna Liza M. Villamor	-	Chief HR Officer
Leonardo D. Tan, Jr.	-	Chief Marketing Officer

Our Affiliates



The Philippine American Life Insurance (PHILAM LIFE) Company has formed several strategic partnerships and alliances over the years thereby strengthening its life insurance and wealth management business to better deliver our commitments to our valued clients.

BPI-Philam Life Assurance (BPLAC) Corporation



BPI-Philam Life Assurance (BPLAC) Corporation is a strategic bancassurance alliance between two leading companies in the country today - The Philippine American Life and General Insurance (PHILAM LIFE) Company and Bank of the Philippine Islands (BPI).

Philam Equitable Life Assurance Company, Inc.



This was a bancassurance joint venture with Equitable Bank (which was later merged into Banco De Oro). Banco De Oro has a partnership with Generali which resulted to a compromise where insurance selling in BDO will be divided between Generali and Philam Life. Thus, prompting the negotiation later with BPI. Philam Life later purchased the 5% share of BDO (pursuant to the agreement) hence, this is now 100% owned by Philam Life. Management is still keeping the company for a future Sales and Marketing purpose which is still under study.

Philam Call Center Services, Inc.



The primary purpose is to engage in the business of call center services; provide marketing services to client companies' products via telemarketing, direct mail marketing; e-commerce, etc.; and provide consultancy services on all the foregoing services. The company was incorporated on August 27, 1999.

Our Affiliates (cont'd)

Philam Asset Management, Inc.



Philam Asset Management, Inc. is an asset management company that administers, distributes and provides investment advisory to nine (9) mutual funds.

Philam Properties Corporation



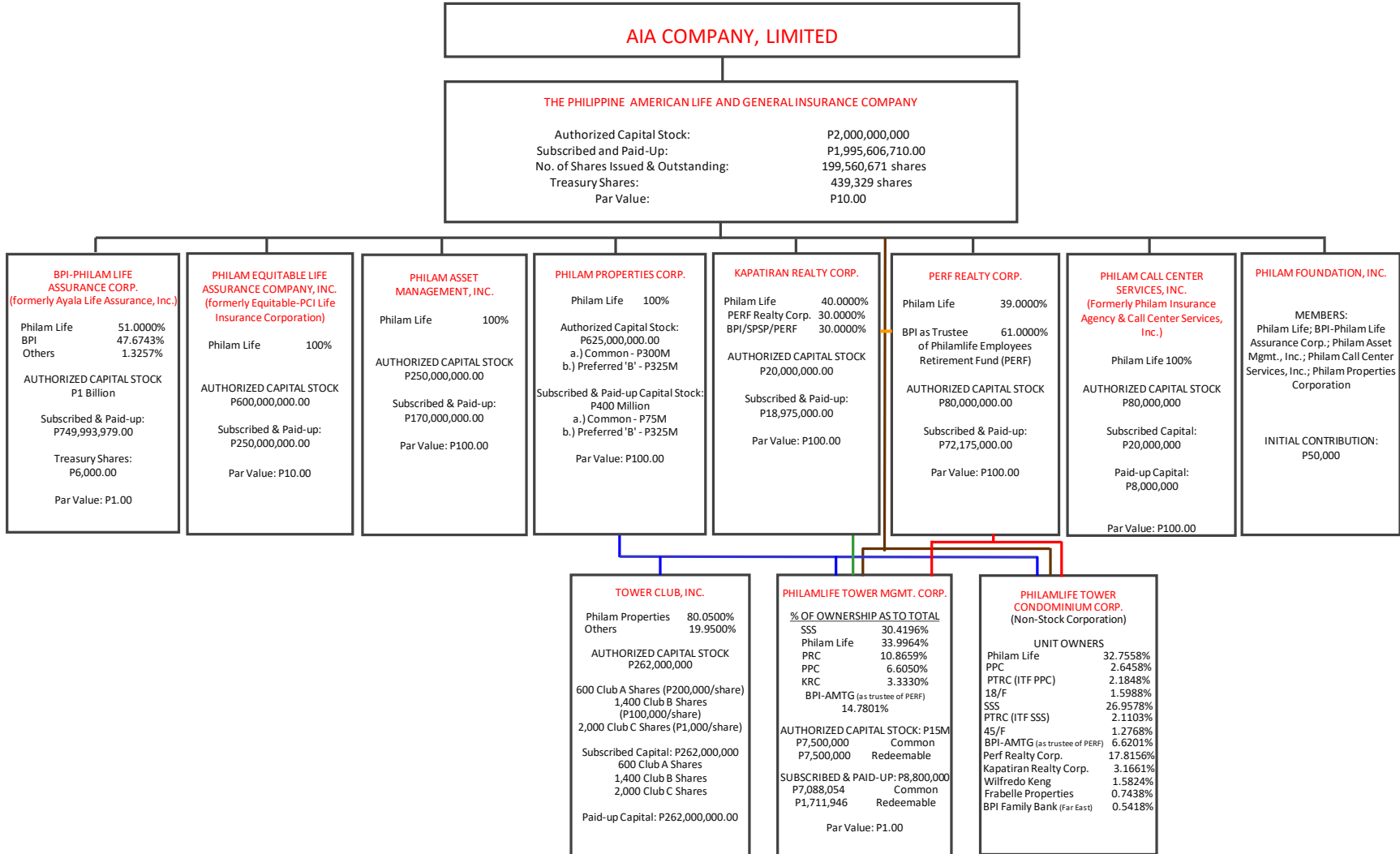
Philam Properties Corporation (PPC) provides corporate real estate services for Philam Life and affiliate companies by managing the company's real estate portfolio across the Philippines from new development, commissioning, management, marketing/leasing, tenancy administration, and disposition.

Philam Foundation, Inc.



Philam Foundation, Inc. is the corporate social responsibility arm for the Philam Group of Companies. Established in 1997 to commemorate Philam Life's 50th Golden Anniversary, the Foundation has focused its assistance in the areas of Health, Education, Arts & Culture and Livelihood Development (HEAL). For 2011, Philam Foundation's major thrust is Education.

Philam Group Structure



PART II

BOARD OF DIRECTORS

Composition, General Power, Duties & Responsibilities of the Board of Directors



Composition

Article VI of the Articles of Incorporation provides that the number of directors of the Corporation shall be seven (7) [Amended as of 31 March 2015]



AOI

Corporation Code of the Philippines

TITLE III

BOARD OF DIRECTORS/TRUSTEES/OFFICERS

Sec. 23. *The board of directors or trustees.* - Unless otherwise provided in this Code, the corporate powers of all corporations formed under this Code shall be exercised, all business conducted and all property of such corporations controlled and held by the board of directors or trustees to be elected from among the holders of stocks, or where there is no stock, from among the members of the corporation, who shall hold office for one (1) year until their successors are elected and qualified.

Every director must own at least one (1) share of the capital stock of the corporation of which he is a director, which share shall stand in his name on the books of the corporation. Any director who ceases to be the owner of at least one (1) share of the capital stock of the corporation of which he is a director shall thereby cease to be a director. Trustees of non-stock corporations must be members thereof. A majority of the directors or trustees of all corporations organized under this Code must be residents of the Philippines.

By-Laws

ARTICLE III

DIRECTORS



By-Laws

Section 3. Powers. – The Board of Directors shall have the power to elect or appoint all necessary officers and committees, to employ agents, factors and clerks, to require any of the same to give bond for the faithful discharge of their duties, to fix the compensation of employees and to prescribe their duties, to dismiss any appointed officer or employee, and generally to control all officers or employees of the corporation.

In addition to the powers and authority by these By-Laws expressly conferred upon it, the Board of Directors may exercise all the powers of the corporation and do all such lawful acts and things as are not by law or by the Articles of Incorporation, or by these By-Laws, directed or required to be exercised or done by the stockholders.

Duties and Responsibilities of the Board

MANUAL OF CORPORATE GOVERNANCE

The Philippine American Life and General Insurance (PHILAM LIFE) Company Board of Directors recognizes its responsibility to provide effective corporate governance oversight of the Company's affairs. Accordingly, the Board has adopted corporate governance guidelines to assist it in the discharge of its duties and responsibilities.

These guidelines are in addition to and are not intended to change any applicable law or regulation, or the Charter or By-laws of the Company. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with the duties and responsibilities owed to the Company and its shareholders and/or stakeholders.

In fulfilling its mission, the duties and responsibilities of PHILAM LIFE Board of Directors include, but are not limited to, the following:

- Review and approval of strategic and business plans, including operating and capital plans of the Company.
- Oversee the conduct of PHILAM LIFE's business to ensure that the business is being properly managed and dealings with policyholders, claimants, and creditors are fair and equitable.
- Identify principal business risks and ensure the implementation of appropriate risk management system to specifically manage the underwriting, reinsurance, investment, financial, and operational risks of the Company.
- Approve corporate policies in core areas of operations, specifically underwriting, investments, reinsurance, and claims management.
- Develop and implement an investor relations program or adopt shareholder communications policy for PHILAM LIFE.
- Review the adequacy and the integrity of PHILAM LIFE's internal control systems and management information systems including systems for compliance with the Insurance Code and other applicable laws, regulations, rules, directives, and guidelines.
- Election of Directors to fill vacancies on the Board.
- Election of PHILAM LIFE's Chairman of the Board and Chief Executive Officer
- Planning for succession of the PHILAM LIFE Chairman of the Board and Chief Executive Officer
- Review and approve material transactions not in the Company's ordinary course of business.
- Establish a system of check and balance which applies to PHILAM LIFE Board of Directors and its members.
- Present to all its members and shareholders a balanced and understandable assessment of the Company's performance and financial conditions.
- Approval of the Charter, By-laws, Directors Rules and Regulations, Corporate Governance Guidelines, Code of Business Conduct and Ethics, and other corporate governance documents, as may be appropriate, and any amendments thereto, and the fulfillment of all duties and responsibilities set forth therein.
- Such other duties and responsibilities as may be required by applicable law or regulation or Company policy or in connection with a matter over which the Board has authority.

Qualifications and Disqualification of a Director

A. QUALIFICATIONS

Directors

- i. Directors sitting on Philamlife Board of Directors shall be possessed of the necessary skills, competence, and experience, in terms of management capabilities preferably in the field of insurance or insurance-related disciplines. In view of the judiciary nature of insurance obligations, directors shall also be a person of integrity and credibility.
- ii. Every director shall own at least one (1) share of the capital stock of the Company whose share should be in his name and recorded in the books of the Company.
- iii. Each director shall be at least twenty-five (25) years of age at the time of his appointment.
- iv. Each director must have attended a special seminar on Corporate Governance conducted by a training provider accredited by the Insurance Commission.
- v. Philamlife Board of Directors may establish a fixed retirement age policy for directors.

Independent Directors

- i. An independent director shall be one who has not been an officer or employee of Philamlife, its subsidiaries or affiliates or related interest for at least three (3) years immediately preceding his term or incumbency.
- ii. He or she is not related within the fourth degree of consanguinity or affinity, legitimate or common-law of any director, officer or majority shareholder of the company or any of its related companies.
- iii. He or she is not a director or officer of the related companies of Philamlife majority shareholders;
- iv. He or she is not a majority shareholder of Philamlife, any of its related companies, or of its majority shareholder;
- v. He or she is not acting as nominee or representative of any director or substantial shareholder of Philamlife, any of its related companies, or any of its substantial shareholders; and
- vi. He or she is free from any business or other relationships with Philamlife or any of its major stockholders which could materially interfere with the exercise of his judgment, i.e., has not engaged and does not engage in any transaction with the institution, or any of its related companies or any of its substantial shareholders, whether by himself or with other persons or through a firm of which he is a partner director or a shareholder.

Qualifications and Disqualification of a Director (cont'd)

B. DISQUALIFICATIONS

Permanently Disqualified

The following shall be grounds for the permanent disqualification of a director:

- i. Any person finally convicted judicially or administratively of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, malversation, swindling, forgery, bribery, false oath, perjury or other fraudulent act or transgressions.
- ii. Persons who have been convicted by final judgment of the court for violation of insurance laws;
- iii. Persons who have been judicially declared insolvent, spendthrift or unable to enter into a contract; or
- iv. Directors, officers or employees of closed insurance companies or any insurance intermediaries who were responsible for such institutions closure as determined by the Insurance Commission.

Qualifications and Disqualification of a Director (cont'd)

B. DISQUALIFICATIONS (cont'd)

Temporary Disqualified

Philamlife Board of Directors may also provide for the temporary disqualification of a director or from holding a director position for a specific/indefinite period of time for the following reasons:

- i. Persons who refuse to fully disclose the extent of their business interest when required pursuant to a provision of law or of a circular, memorandum or rules or regulation of the Insurance Commission. This disqualification shall be in effect as long as refusal persists;
- ii. Directors who have been absent or who have not participated for whatever reasons in more than fifty percent (50%) of all meetings, both regular and special meetings of Philamlife Board of Directors during their incumbency, or any twelve (12) month period during said incumbency. This disqualification applies for purposes of the succeeding elections;
- iii. Persons convicted for offenses involving dishonesty, breach of contract or violation of insurance laws but whose conviction has not yet become final and executory;
- iv. Directors and officers of closed insurance companies and insurance intermediaries pending clearance from the Insurance Commission;
- v. Directors disqualified for failure to observe/discharge their duties and responsibilities prescribed under existing regulations. This disqualification applies until the lapse of the specific period of disqualification by the Insurance Commission;
- vi. Directors who failed to attend the special seminar on corporate governance. This disqualification applies until the director concerned had attended such seminar;
- vii. Persons dismissed/terminated from their employment for cause. This disqualification shall be in effect until they have cleared themselves of involvement in the alleged irregularity;
- viii. Those under preventive suspension;

Qualifications and Disqualification of a Director (cont'd)

B. DISQUALIFICATIONS (cont'd)

**Temporary
Disqualified**

- ix. Persons with derogatory records with the NBI, court, police, Interpol, and insurance authorities of other countries (for foreign directors) involving violation of any law, rule or regulation of the government or any of its instrumentalities adversely affecting the integrity and/or ability to discharge the duties of an Insurance Director. This disqualification applies until they have cleared themselves of involvement in the alleged irregularity;
- x. Persons who are delinquent in the payment of their obligations as defined hereunder:
 - a. Delinquency in the payment of obligations means that obligations of a person with the insurance company or its related companies where he/she is a director or officer; or at least two obligations with other insurance companies, under different credit lines or loan contracts;
 - b. Obligations shall include all borrowings from an insurance company, or its related companies obtained by:
 - i. A director or officer for his own account or as the representative or agent of others or where he/she acts as a guarantor, endorsers, or surety for loans from such institutions;
 - ii. The spouse or child under the parental authority of the director or officer;
 - iii. Any person whose borrowings or loan proceeds were credited to the amount of, or used for the benefit of a director or officer;
 - iv. A partnership of which a director or officer, or his/her spouse is the managing partner or a general partner owning a controlling interest in the partnership; and
 - v. A corporation, association or firm wholly-owned or majority of the capital is contributed by any or a group of persons mentioned in the foregoing items i, ii, iii, iv:

This disqualification should be in effect as long as delinquency persists.

Kinds of Directors

Executive Director

Refers to a director who is at the same time appointed to head a department/unit within the corporate organization.

Non-Executive Director

Refers to a Board member with non-executive functions.

Independent Non-Executive Director

Refers to a person other than an officer or employee of the corporation, its parent or subsidiaries, or any other individual having any relationship with the corporation, which could interfere with the exercise of independent judgment in carrying out the responsibilities of a director. This means that apart from the director's fees and shareholdings, he should be independent of management and free from any business or other relationship that could materially interfere with the exercise of his independent judgment.

Board Balance and Independence

Board Balance

- Philamlife Board of Directors shall endeavor a balance composition of executives and non-executive directors, having a clear division of responsibilities such that no individual or small group of individuals can dominate the Board's decision making.
- Only the Committee Chairman and members are entitled to be present at the Audit, Nomination, and/or Remuneration committee meetings but others may attend at the invitation of a particular committee.
- Philamlife Board shall identify in its Annual Report any non-executive director it considers to be independent.
- Philamlife shall ensure that each director does not have, directly or indirectly, a financial, legal or other relationship with the Company that would reasonably interfere with the exercise of independent judgment in carrying out the responsibilities of the director.

Multiple Board Seats

- The optimum number of directorships shall be generally related to the capacity of a director in performing his duties diligently.
- The CEO and other executive directors shall submit themselves to a low indicative limit (four or lower) on membership in other corporate boards.
- The same low limit also applies to independent non-executive directors who serve as full-time executives in other corporations
- There can be a higher indicative limit (five or lower) for other directors who hold non-executive position in any corporation. In any case, the capacity of directors to serve with diligence shall not be compromised.

PART III

BOARD COMMITTEES

Audit & RPT Committee

Audit & RPT Committee

Description/Background

The Audit and RPT Committee is authorized by the Board to investigate any activity within these Terms. It is authorized to seek any information it requires from any employees and all employees are directed to co-operate with any request made by the Audit and RPT Committee.

The Audit and RPT Committee is authorized by the Board to obtain outside independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Audit and RPT Committee shall be provided with sufficient resources to discharge its duties. It shall be responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external party who advises the Committee.

Composition

- Antonino Aquino (Chair)
- Jacky Chan
- Joaquin Quintos
- Francis G. Estrada

Frequency

Quarterly

Constitution


Charter



Audit & RPT
Charter


Nomination & Governance Committee

Governance, Nomination & Compensation Committee

Description/Background	<p>The Committee shall assist the Philam Life Board of Directors in ensuring compliance with and proper observance of corporate governance principles and practices. The Committee shall also ensure the observance of the nomination and compensation policies and functions of the Board.</p> <p>The members of the Governance, Nomination and Compensation Committee shall be appointed by the Board and shall consist of three (3) members of the Board, at least one (1) of whom shall be an independent non executive Director, unless the Board should from time to time otherwise determine. Attendance of at least two (2) members of the Committee shall be required to constitute a quorum.</p>
Composition	<ul style="list-style-type: none">• Jacky Chan (Chair)• Ariel G. Cantos• Doris Magsaysay-Ho
Frequency	On Call
Constitution	Charter  Governance, tion & Compensati

Board Risk Committee

Board Risk Committee

Description/Background	<p>The BRC shall provide advice to and assist the Board in reviewing and recommending the Risk Appetite, the Risk Management Statement and the Risk Management Framework. The Board Risk Committee (Policy and Strategy) shall approve the Risk Measurement Systems and Metrics.</p> <p>The BRC shall be composed of five (5) members, one (1) of whom shall act as Chairperson. If the Chairperson is not present at a meeting the BRC may appoint an Acting Chairperson. At least one (1) member will be an independent director.</p>
Composition	<ul style="list-style-type: none">• Francis G. Estrada (Chair)• Doris Magsaysay Ho• Antonino Aquino• Kelvin Ang• Clive Anderson
Frequency	Quarterly
Constitution	Charter  Board Risk Com Charter


Executive Committee

Executive Committee

Description/Background	Such Committee shall have and may exercise all the powers of the Board during the interval between its meetings, which may be lawfully delegated, subject to such limitations as may be provided by resolution of the Board.
Composition	<ul style="list-style-type: none">• Jacky Chan (Chair)• Kelvin Ang• Antonino E. Aquino
Frequency	On Call
Constitution	Article III, Section 6 of the By-Laws

Investments Committee


Investment Committee


Description/Background	Such Committee shall have and may exercise all the powers of the Board concerning investments during the interval between its meetings, subject to such limitations as may be provided by the Board.
Composition	<ul style="list-style-type: none">• Francis G. Estrada - Chairman• Kelvin Ang• Antonino T. Aquino
Frequency	Quarterly
Constitution	Charter  PAL IC TOR




PART IV

REPORTORIAL REQUIREMENTS FOR DIRECTORS

Reportorial Requirements

INSURANCE COMMISSION (IC)			
Report/Document	Filing Period	In Compliance with	Required Form(s)
1 Resume	within 30 days upon election/appointment	Fit and proper requirements of 187 of the Insurance Code	(no required format)
2 Biographical Data Certification	within 30 days upon election/appointment	IC Circular Letter No. 35-2006	 Biographical Data Certification
3 Certificate of Attendance on Corporate Governance Seminar	within the first six (6) months of their assumption to office and with the corresponding proof of compliance	IC Circular Letter No. 12-2004	(to be issued by the accredited training institution)

SECURITIES AND EXCHANGE COMMISSION (SEC)			
Report/Document	Filing Period	In Compliance with	Required Form(s)
1 Certification of Independent Directors	within 30 days upon election/appointment	Section 38 of the Securities Regulation Code (SRC)	 Certification of Independent Directors

OFFICE OF THE CORPORATE SECRETARY			
Report/Document	Filing Period	Required Form(s)	
1 Declaration of Trust and Indemnity Undertaking	within 30 days upon election/appointment	 Declaration of Trust and Indemnity Undertaking	
2 Assignment Separate from Certificate	upon issuance of stock certificate	 Assignment Separate from Certificate	
3 Director's Confirmation regarding Connected Transactions	annual (every January)	 AIA Director's Confirmation	