

COMPANY NAME:	TSPI Mutual Benefit Association, Inc. (TSPI MBI)		COMPANY STRUCTURE:		
FINANCIAL YEAR END	2018		<input type="radio"/> Class 1	<input type="radio"/> Class 3	<input checked="" type="radio"/> Class 5
SECTOR	<input type="checkbox"/> Insurance	<input checked="" type="checkbox"/> MBA	<input type="radio"/> Class 2	<input type="radio"/> Class 4	
A. Rights of Shareholders					
A.1 Basic Shareholder Rights			Y/ N	Remarks	Reference/Source document
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?	OECD Principle II: The Rights of Shareholders and Key Ownership Functions (A) Basic shareholder rights should include the right to, amongst others: (6) share in the profits of the corporation.	N/A	TSPI MBI is a non-stock, non-profit organization.	Amended Articles of Incorporation - p.4, paragraph 1.

A.2 Right to participate in decisions concerning fundamental corporate changes.					
<i>Do shareholders have the right to participate in:</i>					
A.2.1	Amendments to the company's constitution?	OECD Principle II (B) Shareholders should have the right to participate in, and to be sufficiently informed on, decisions concerning fundamental corporate changes such as: (1) amendments to the statutes, or articles of incorporation or similar governing documents of the company.	Y	Not shareholders but Qualified members.	Amended By Laws: Article II - Membership Section I-Qualifications for Membership
				Refer to the Duties and Responsibilities of Members	Amended By Laws: Article II - Section X1 - Duties and Responsibilities of Members
A.2.2	The authorisation of additional shares?	OECD Principle II (B): (2) the authorisation of additional shares.	N/A	TSPI MBI is a non-stock, non-profit organization.	Amended Articles of Incorporation - p.4, paragraph 1.
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	OECD Principle II.(B): (3) extraordinary transactions, including the transfer of all or substantially all assets, that in effect result in the sale of the company.	Y	Distribution of assets in case of dissolution.	Amended Articles of Incorporation - Article Sixth

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.					
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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?	OECD Principle II (C): (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated. Shareholders should be able to make their views known on the remuneration policy for board members and key executives. The equity component of compensation schemes for board members and employees should be subject to shareholder approval.	N/A	No member of the Board of Trustees shall receive any amount of compensation or remuneration for services to the Association	Amended By Laws, Article III, Section IV
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?		N/A	TSPI MBAl is a non-stock non-profit organization	Amended Articles of Incorporation - p.4, paragraph 1.
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?		Y	Process through personal and proxy voting.	Amended By Laws, Article II, Section X
A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?	OECD Principle II (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 general shareholder meetings.	Y	Done consistently	Minutes of AGM Meeting held on May 31, 2017.
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?		Y	There is an item in the Agenda of the AGM called Members' Forum wherein they can ask anything/everything under the sun.	Minutes of AGM Meeting held on May 30, 2018.
A.3.6	Do the minutes of the most recent AGM record questions and answers?		Y	Refer to Members' Forum	Minutes of AGM Meeting held on May 30, 2018 - p. 4
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?		Y	Refer to TMBAI AGM 18-03	Minutes of AGM Meeting held on May 30, 2018 - p. 2
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?		Y	Refer to Election of the Members of the Board of Trustees	Minutes of AGM Meeting held on May 30, 2018 - p. 3
A.3.9	Does the company disclose the list of board members who attended the most recent AGM?	OECD Principle II (C); and ICGN 2.4.2: All directors need to be able to allocate sufficient time to the board to perform their responsibilities effectively, including allowing some leeway for occasions when greater than usual time demands are made.	Y	Refer to Meeting Details	Minutes of AGM Meeting held on May 30, 2018 - p. 1

A.3.10	Did the chairman of the board of directors/commissioners attend the most recent AGM?		N	The Chairman of the Board was out of the country. The Vice Chairman presided the meeting.	Minutes of AGM Meeting held on May 30, 2018 - p. 1
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?		Y	Refer to Meeting Details	Minutes of AGM Meeting held on May 30, 2018 - p. 1
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		Y	Refer to Meeting Details - Vice Chairman of the Board is the Chairman of the Audit Committee	Minutes of AGM Meeting held on May 30, 2018 - p. 1
A.3.13	Did the company organise their most recent AGM in an easy to reach location?	OECD Principle II (C)	Y	11th AGM was held in the Association's Office.	Notice of Annual General Meeting dated dated May 17, 2018.
A.3.14	Does the company allow for voting in absentia?	OECD Principle II (C): (4) Shareholders should be able to vote in person or in absentia, and equal effect should be given to votes whether cast in person or in absentia.	Y	Process through personal and proxy voting.	Amended By Laws, Article II, Section X
A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	OECD Principle II (C)	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		
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?	OECD Principle II (C): (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.	N		
A.3.18	Do companies provide at least 21 days notice for all resolutions?		N/A		
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?		Y	The agenda items are straightforward.	Copy of the Agenda sent on 17 May 2018 and Minutes of 30 May 2018 AGM Meeting .

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 requiring shareholders approval, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?	<p>OECD Principle II (E): Markets for corporate control should be allowed to function in an efficient and transparent manner.</p> <p>(1) The rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets, should be clearly articulated and disclosed so that investors understand their rights and recourse. Transactions should occur at transparent prices and under fair conditions that protect the rights of all shareholders according to their class.</p>	Y	Distribution of assets in case of dissolution.	Amended Articles of Incorporation - Article Sixth
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<p>A.5 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.</p>					
A.5.1	Does the Company publicly disclose policy/practice to encourage shareholders including institutional shareholders to attend the general meetings or engagement with the Company?	<p>OECD Principle II (F): The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.</p>	Y	A member has the duty and responsibility to attend and participate in the deliberation of all matters taken in the general membership meeting	Amended By Laws, Article II, Section XI