

B. Equitable Treatment of Shareholder						
B.1	Shares and voting rights			Y/ N	Remarks	Reference/Source document
B.1.1	Do the company's ordinary or common shares have one vote for one share?	<p>OECD Principle III (A) All shareholders of the same series of a class should be treated equally. (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>	N/A	TSPI MBAI is a non-stock and non-for-profit organization, hence there is no ordinary or common shares. Each member of TSPI MBAI is entitled to one vote and may vote either in person or by proxy which shall be in writing and filed with the Secretary of the Association before the scheduled meeting	Certificate of Incorporation dated August 2005 page 3 ; Corporate Governance Manual V.G. Rights of a Member page 15	
B.1.2	Where the company has more than one class of shares, does the company publicize the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?	<p>ICGN 8.3.1 Unequal voting rights Companies ordinary or common shares should feature one vote for one share. Divergence from a 'one-share, one-vote' standard which gives certain shareholders power which is disproportionate to their</p>	N/A	TSPI MBAI is a non-stock and non-for-profit organization, hence there is no ordinary or common shares. Each member of TSPI MBAI is entitled to one vote and may vote either in person or by proxy which shall be in writing and filed with the Secretary of the Association before the scheduled meeting	Certificate of Incorporation dated August 2005 page 3 ; Corporate Governance Manual V.G. Rights of a Member page 15	
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?	<p>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 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>	Y	Each resolution in most recent AGM deal only with one item and no bundling of several items into same resolution	Minutes of 2019 Annual General Membership (AGM) 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	Notice of AGM is in English and published in the website	Notice of the Annual General Assembly dated June 2019	
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?	<p>OECD Principle II (A) All shareholders of the same series of a class should be treat equally.</p>	Y	TSPI MBAI has Governance, Nomination and HR Committee that defines the general profile and ensures appropriate knowledge, competencies and expertise in seeking reelection/election for BOTs. These profiles and qualifications are fully presented to members during AGM	Amended Articles of Incorporation dated Feb 2018 Article III Section V page 8; Corporate Governance Manual .IV.C.3. Governance, Nomination and HR Committee page 9; TSPI website profile of BOT	

B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	(4) Impediments to cross border voting should be eliminated.	Y	TSPI MBAI has Audit and Compliance Committee which is responsible for the appointment of external auditors following the screening and evaluation procedures	Corporate Governance Manual IV.C.2. Audit and Compliance Committee page 9
B.2.5	Has an explanation of the dividend policy been provided?	ICGN 8.3.2 Shareholder participation in governance 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.	N/A	TSPI MBAI is a non-stock, not for profit organization. However, we follow IC Circular 2015 - 46 - Any amount in excess of the free and unassigned surplus shall be returned to the members by way of enhancing equity value or providing benefits in kind and other relevant services	Certificate of Incorporation dated Aug 2005 page 3 ; Note 19 on 2019 Audited Financial Statement (AFS) page 46
B.2.6	Is the amount payable for final dividends disclosed?	ICGN 8.4.1 Shareholder ownership rights 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.	N/A	TSPI MBAI is a non-stock, not for profit organization. However, we follow IC Circular 2015 - 46 - Any amount in excess of the free and unassigned surplus shall be returned to the members by way of enhancing equity value or providing benefits in kind and other relevant services	Certificate of Incorporation dated Aug 2005 page 3 ; Note 19 on 2019 Audited Financial Statement (AFS) page 46
B.2.7	Were the proxy documents made easily available?		Y	Proxy forms are readily available in the branches and H.O and could be access to TSPI MBAI website	TSPI MBAI website- Downloadable Forms (MAF Form)
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?	OECD Principle III (B) Insider trading and abusive dealing should be prohibited	N/A	TSPI MBAI is a non-stock nonprofit organization and does not engage in security trading. Further, insider trading is part of the basic principles of TSPI MBAI Code of Ethics	Code of Ethics .3. page 2
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek	N/A	TSPI MBAI is a non-stock nonprofit organization and no shares are being issued	Certificate of Incorporation dated Aug 2005 page 3
B.4 Related party transactions by directors and key executives.					

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>OECD Principle III (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>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.</p> <p>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 to avoid situations where there might be an appearance of a conflict of interest.</p>	Y	TSPI MBAI has Related Party Transaction (RPT) Committee that assist the BOTs oversight functions in monitoring and managing potential conflicts of interest of board members, management and other stakeholders. TSPI MBAI has also Governance, Nomination and HR Committee which develops Full Business Interest Disclosure to compel all officers to declare under penalty of perjury all their existing business interest, if any that may directly or indirectly conflict their performance of duties	Corporate Governance Manual .IV.C.4. Related Party Transaction (RPT) Committee page 9
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?		Y	TSPI MBAI has Related Party Transaction (RPT) Committee that review and approve policy guidelines and implementing procedures in handling RPT by ensuring effective compliance with laws, rules and regulations, accounting standards and global best practices	Corporate Governance Manual .IV.C.4. Related Party Transaction (RPT) Committee page 10
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	Any BOT member may abstain from joining discussion or deliberation on certain agenda items if there is foreseen conflict	Corporate Governance Manual .IV. A. Board Meetings and Quorum Requirements 7.4 page 6
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?		N	TSPI MBAI does not allow loans to be given to the Board of Trustees and forbid this practice with the organization	Amended Articles of Incorporation dated Feb 2018 Article III Section IV page 8; Code of Ethics posted in TSPI website; Governance Manual page 3
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?	<p>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.</p>	N	TSPI MBAI has no RPT that can be classified as financial assistance to entities. All RPTs are fully disclosed to audited financial statements	Corporate Governance Manual .IV.C.4. Related Party Transaction (RPT) Committee page 10 ; Note 24 2019 Audited Financial Statement (AFS)
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?	<p>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</p>	Y	TSPI MBAI has Related Party Transaction Committee that evaluate all material RPTs to ensure these are conducted in the normal course of business, fair and at arms' length. All RPTs are fully disclosed to audited financial statements	Corporate Governance Manual .IV.C.4. Related Party Transaction (RPT) Committee page 10 ; Note 24 2019 Audited Financial Statement (AFS)