

COMPANY NAME:	PRUDENTIAL GUARANTEE AND ASSURANCE, INC.		COMPANY STRUCTURE:		
	FINANCIAL YEAR END	2016		<input type="radio"/> Class 1	<input checked="" type="radio"/> Class 3
	SECTOR	INSURANCE		<input type="radio"/> Class 2	<input type="radio"/> Class 4
		Source Document/ Location of Information	Yes / No	Point	REMARKS
PART A.	Rights of Shareholders				
A.1	Basic Shareholder Rights				
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 annual general meeting (AGM) for final dividends?		Y		PGA practices such policy and declares dividends but as of this financial year, no declaration was made.
A.2	Right to participate in decisions concerning fundamental corporate changes.				
	Do shareholders have the right to participate in:				
A.2.1	Amendments to the company's constitution?	Amended By Laws	Y		Stockholders are given the right to participate in the amendment of the company's Articles of Incorporation and By-Laws
A.2.2	The authorisation of additional shares?	Certificate of Approval of Increase of Capital Stock	Y		Such are intrinsic rights of the stockholder under the Corporation Code.
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	Amended By-Laws	Y		
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.				
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?	Agenda of the Remuneration Committee	Y		

A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?	Amended By-Laws	Y		
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?	Sec. 1, Art. II of Amended By-Laws	Y		
A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?	Minutes of the Annual Stockholders' Meeting (ASM)	Y		The company is taking steps to incorporate this matter to the coming meetings, to be reflected on the notice of ASM
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?	Minutes of the Annual Stockholders' Meeting (ASM)	Y		The stockholders were allowed to raise questions / clarifications during the meeting if they have some clarifications to make
A.3.6	Do the minutes of the most recent AGM record questions and answers?	Minutes of the Annual Stockholders' Meeting (ASM)	Y		The minutes of the most recent ASM record questions and answers, but for confidentiality and sensitivity reasons, management opted not to disclose it.
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?	Minutes of the Annual Stockholders' Meeting (ASM)	Y		
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?		N		
A.3.9	Does the company disclose the list of board members who attended the most recent AGM?	Minutes of the Annual Stockholders' Meeting (ASM)	Y		
A.3.10	Did the chairman of the board of directors/commissioners attend the most recent AGM?	Minutes of the Annual Stockholders' Meeting (ASM)	Y		
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?	Minutes of the Annual Stockholders' Meeting (ASM)	Y		
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?	Minutes of the Annual Stockholders' Meeting (ASM)	Y		

A.3.13	Did the company organise their most recent AGM in an easy to reach location?	Minutes of the Annual Stockholders' Meeting (ASM)	Y		
A.3.14	Does the company allow for voting in absentia?	Proxy Form	Y		
A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	Minutes of the Annual Stockholders' Meeting (ASM)	Y		
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?	Minutes of the Annual Stockholders' Meeting (ASM)	Y		
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?	Minutes of the Annual Stockholders' Meeting (ASM)	Y		
A.3.18	Do companies provide at least 21 days notice for all resolutions?	Notice of Annual Stockholders' Meeting	Y		The stockholders compose the board
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?	Minutes of the Annual Stockholders' Meeting (ASM) / Notice of Annual Stockholders' Meeting	Y		Only for items that require approval of the stockholders
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, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?		N/A		The Company is a family-owned corporation, thus OECD Principle II (E) holds no water. The company is not open to shareholders as investors
A.5	The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.				
A.5.1	Does the company publicly disclose policies to encourage shareholders including institutional shareholders to attend the AGM?	-	N/A		There are no institutional investors.
A.5.2	Is the share ownership by institutional investors, other than controlling shareholders, greater than 5%?	-	N/A		There are no institutional investors.