

B.1	Shares and voting rights		Y/ N	Reference/Source document
B.1.1	Do the company's ordinary or common shares have one vote for one share?	<p><b>OECD Principle III</b>  <b>(A) All shareholders of the same series of a class should be treated equally.</b>  (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>	Y	Default Y per IC Circular Letter No. 2015-23
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)?	<p><b>ICGN 8.3.1 Unequal voting rights</b>  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 equity ownership should be both disclosed and justified.</p>	Y	Default Y per IC Circular Letter No. 2015-23

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><b>OECD Principle II</b>  (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:</p>	N	No AGM held
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?	<p>(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>	N	No AGM held
<b>Does the notice of AGM/circulars have the following details:</b>		<p><b>OECD Principle II</b></p>		
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>(A) All shareholders of the same series of a class should be treated equally.  (4) Impediments to cross border voting should be eliminated.  <b>ICGN 8.3.2 Shareholder participation in governance</b>  Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and</p>	N	No AGM held

B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	remove directors in an individual basis and also the right to appoint external auditor.	N	No AGM held
B.2.5	Has an explanation of the dividend policy been provided?	<b>ICGN 8.4.1 Shareholder ownership rights</b> 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	Default N/A per IC Circular Letter No. 2015-23
B.2.6	Is the amount payable for final dividends disclosed?		N/A	Default N/A per IC Circular Letter No. 2015-23
B.2.7	Were the proxy documents made easily available?		N/A	Default N/A per IC Circular Letter No. 2015-23

<b>B.3 Insider trading and abusive self-dealing should be prohibited.</b>				
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?	<b>OECD Principle III (B) Insider trading and abusive dealing should be prohibited</b>  <b>ICGN 3.5 Employee share dealing</b> Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals do not benefit from knowledge which is not generally available to the market.	Y	Default Y per IC Circular Letter No. 2015-23
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	<b>ICGN 8.5 Shareholder rights of action</b> ... Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.	N/A	Default N/A per IC Circular Letter No. 2015-23

<b>B.4 Related party transactions by directors and key executives.</b>				
B.4.1	Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest?	<b>OECD Principle III (C)</b> 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.	Y	Default N/A per IC Circular Letter No. 2015-23
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?	<b>ICGN 2.11.1 Related party transactions</b> 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	Yes. UCPB GEN has its <a href="#">Audit Committee</a> which is tasked to review, among others, related-party transactions (RPTs).
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?	<b>ICGN 2.11.2 Director conflicts of interest</b> 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	Y	Default Y per IC Circular Letter No. 2015-23

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?	interest.	Y	Default Y per IC Circular Letter No. 2015-23
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<b>B.5 Protecting minority shareholders from abusive actions</b>				
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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> <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>	N	This is not applicable to UCPB GEN given that it is a wholly-owned subsidiary of Cocolife. Thus, there is only one class of shares and there are no minority shareholders. <a href="#">(UCPB GEN Manual on Corporate Governance)</a>
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 8.5 Shareholder rights of action Shareholders should be afforded rights of action and remedies which are readily accessible in order to redress conduct of company which treats them inequitably. Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.</p>	Y	Yes. UCPB GEN discloses that RPTs are conducted to ensure that they are fair and arm's length.