

COMPANY NAME : COUNTRY BANKERS INSURANCE CORPORATION

SECTOR : NON-LIFE INSURANCE

FINANCIAL YEAR END : 2017

COMPANY STRUCTURE : CLASS 3

PART A. RIGHTS OF SHAREHOLDERS

			Yes/No	Source Document	REMARKS
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?	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.	Y		Amended By-Laws, Art.VII. Dividends
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?	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	Default	
A.2.2	The authorization of additional shares?	OECD Principle II (B): (2) the authorization of additional shares.	Y		
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		
A.3 Right to participate effectively in and vote in general shareholder meetings and <u>should</u> be informed of the rules, including voting procedures, that govern general shareholder meetings.					

			Yes/No	Source Document	REMARKS
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 <u>non-executive directors/commissioners?</u>	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.	Y	Default	
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?		Y		Minutes of Annual Stockholders Meeting
					Manual on Corporate Governance, IV. Relations with Stockholders
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?		Y		Minutes of the Stockholders Meeting, VI. Election of Officers
					Amended-By Laws. Art.I. Section 7. Voting
A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?		Y		Minutes of Annual Stockholders Meeting, VI. Election of Officers
				Amended-By Laws. Art.I. Section 7. Voting	
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?	OECD Principle II (C): (2) Shareholders should have the opportunity to ask questions to the board, including questions relating to the annual external audit, to place	Y		Minutes of the Stockholders Meeting VII. Other Matters, Open Forum for Shareholders Questions, Issues
A.3.6	Do the minutes of the most recent AGM record questions and answers?		Y		Minutes of the Stockholders Meeting VII. Other Matters, Open Forum for Shareholders Questions, Issues

			Yes/No	Source Document	REMARKS
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?	questions relating to the annual external audit, to place items on the agenda of general meetings, and to propose resolutions, subject to reasonable limitations.	Y		Minutes of the Stockholders Meeting V. Ratification of all Acts, Resolutions and Transactions of the BOD and Officers
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		Minutes of the Stockholders Meeting VI. Election of Officers
A.3.9	Does the company disclose the list of board members who attended the most recent AGM?		Y		Minutes of the Stockholders Meeting, page 1
A.3.10	Did the chairman of the board of directors/commissioners attend 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		Minutes of the Stockholders Meeting, I. Call to Order
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?		Y		Minutes of the Stockholders Meeting, IV. President's Report
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		Y		Minutes of the Annual Stockholders Meeting, VI.B. Independent Director. The Audit Committee chairman is Mr. Reyes
A.3.13	Did the company organize their most recent AGM in an easy to reach location?		OECD Principle II (C)	Y	
A.3.14	Does the company allow for voting in absentia?	OECD Principle II (C): Shareholders should be able to vote in person or in absentia, and equal effect should be given to votes whther cast in person or absentia (4)	Y	Default	
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 Pranciple II (C)	N		

			Yes/No	Source Document	REMARKS
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?	(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.3.17	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?		N		
A.3.18	Do companies provide at least 21 days notice for all resolutions?		Y		Notice of Annual Stockholders Meeting
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		Notice of Annual Stockholders 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, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?	OECD Principle II IE): Markets for corporate control should be allowed to function in an efficient and transparent manner. (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.	Y		Manual on Corporate Governance II.A. Duties & Function of the Board g-i.
A.5 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.					

			Yes/No	Source Document	REMARKS
A.5.1	Does the company publicly disclose policies to encourage shareholders including institutional shareholders to attend the AGM?	OECD Principle II (F): The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.	Y		Notice of Annual Meeting of Stockholders