

COMPANY NAME : <b>COUNTRY BANKERS INSURANCE CORPORATION</b>	SECTOR : <b>NON-LIFE INSURANCE</b>
FINANCIAL YEAR END : <b>2022</b>	COMPANY STRUCTURE : <b>CLASS 3</b>

**PART D. DISCLOSURE AND TRANSPARENCY**

		Yes/No	Reference/Source Documents
<b>D.1</b>	<b>Transparent ownership structure</b>		
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	Y	General Information Sheet: <b>Beneficial Ownership Declaration/Minutes</b> of the Annual Stockholders Meeting
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?	Y	General Information Sheet: <b>Stockholders Information</b>
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?	Y	General Information Sheet: <b>Stockholders Information</b>
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?	Y	General Information Sheet: <b>Stockholders Information</b>
D.1.5	Does the company disclose details of the subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?	Y	General Information Sheet: <b>Intercompany Affiliations</b>
<b>D.2</b>	<b>Quality of Annual Report</b>		
	Does the company's annual report disclose the following items:		
D.2.1	Key risks	Y	Financial Reports, Note 6. Insurance and Financial Risk and Management Objectives and Policies
D.2.2	Corporate objectives	Y	Notes to Financial Statements, Note 1. Corporate Information Employee Handbook, Mission, Vision and Corporate Philosophy
D.2.3	Financial performance indicators	Y	Audited Financial Statements 2021
D.2.4	Non-financial performance indicators	Y	Notes to Financial Statements, <b>Note 1. Corporate Information</b> and <b>Note 2. Status of Operation</b>
D.2.5	Dividend policy	N	
D.2.6	Details of whistle-blowing policy	Y	Manual on Corporate Governance
D.2.7	Biographical details (at least age, qualifications, date of first appointment, relevant experience, and any other directorships of listed companies) of directors/commissioners	Y	

D.2.8	Training and/or continuing education programme attended by each director/commissioner	ICGN 2.4.3 Independence ICGN 5.0 Remuneration	Y	Manual on Corporate Governance
D.2.9	Number of board of directors/commissioners meetings held during the year	ICGN 5.4 Transparency UK Corporate Governance Code (2010)	Y	Corporate Secretary Certificate
D.2.10	Attendance details of each director/commissioner in respect of meetings held	A.1.2 - the number of meetings of the board and those committees and individual attendance by directors. CLSA-ACGA (2010) CG Watch 2010 - Appendix 2	Y	Attendance of Directors
D.2.11	Details of remuneration of the CEO and each member of the board of directors/commissioners	(I) CG rules and practices (19) Disclose the exact remuneration of individual directors.	N	
<b>Corporate Governance Confirmation Statement</b>				
D.2.12	Does the <b>Annual Report</b> contain a statement confirming the company's <b>full</b> compliance <b>with the code of corporate governance</b> and where there is non-compliance, identify and explain reasons for each such issue?	OECD PRINCIPLE V (A) (8) UK CODE (JUNE 2010): Listing Rules 9.8.6 R (for UK incorporated companies) and 9.8.7 R (for overseas incorporated companies) state that in the case of a company that has a Premium listing of equity shares, the following items must be included in its Annual Report and accounts: a statement of how the listed company has applied the Main Principles set out in the UK CG Code, in a manner that would enable shareholders to evaluate how the principles have been applied; a statement as to whether the listed company has complied throughout the accounting period with all relevant provisions set out in the UK CG Code; or not complied throughout the accounting period with all relevant provisions set out in the UK CG Code, and if so, setting out: (i) those provisions, if any, it has not complied with; (ii) in the case of provisions whose requirements are of a continuing nature, the period within which, if any, it did not comply with some or all of those provisions; and (iii) the company's reasons for non-compliance. ASX CODE: Under ASX Listing Rule 4.10.3, companies are required to provide a statement in their Annual Report disclosing the extent to which they have followed the Recommendations in the reporting period. Where companies have	Y	
<b>D.3. Disclosure of related party transactions (RPT)</b>				
D.3.1	Does the company disclose its policy covering the review and approval of material/significant RPTs?	OECD Principle V: Disclosure and Transparency (A) Disclosure should include, but not limited to, material information ICGN 2.11.1 Related party transactions: (5) Related party transactions The company should disclose details of all material related party transactions in its Annual Report.	Y	Guidelines on RPTs, <b>RPT Policies, Notes to Financial Statements, Note 37. Related Party Transaction</b>
D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?		Y	Guidelines on RPTs, III. a. <b>Related Parties of CBIC, Notes to Financial Statements, Note 37. Related Party Transaction</b>
D.3.3	Does the company disclose the nature and value for each material/significant RPT?		Y	Guidelines on RPTs, III. e. <b>Materiality Threshold, Notes to Financial Statements, Note 37. Related Party Transaction</b>
<b>D.4 Directors and commissioners dealings in shares of the company</b>				

D.4.1	Does the company disclose trading in the company's shares by insiders?	OECD Principle V (A): (3) Major share ownership and voting rights ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities. ICGN 5.5 Share ownership Every company should have and disclose a policy concerning ownership of shares of the company by senior managers and executive directors with the objective of aligning the interests of these key executives with those of shareholders.	N/A	
<b>D.5</b>	<b>External auditor and Auditor Report</b>			
D.5.1	Are audit fees disclosed?	OECD Principle V (C): An annual audit should be conducted by an independent, competent and qualified, auditor in order to provide an external and objective assurance to the board and shareholders that the financial statements fairly represent the financial position and performance of the company in all material respects.	Y	Engagement Letter, External Auditor
	Where the same audit firm is engaged for both audit and non-audit services			
D.5.2	Are the non-audit fees disclosed?		Y	Non-audit Fees; Engagement with the Compiler
D.5.3	Does the non-audit fees exceed the audit fees?		N	
<b>D.6</b>	<b>Medium of communications</b>			
	Does the company use the following modes of communication?			
D.6.1	Quarterly reporting	OECD Principle V (E): Channels for disseminating information should provide for equal, timely and cost-efficient access to relevant information by users. ICGN 7.1 Transparent and open communication Every company should aspire to transparent and open communication about its aims, its challenges, its achievements and its failures. ICGN 7.2 Timely disclosure	Y	Hi Buhay Issue No. 24, 25, 26, 27
D.6.2	Company website		Y	Country Bankers Insurance Corporation website; <b>www.countrybankers.com</b>
D.6.3	Analyst's briefing		N/A	
D.6.4	Media briefings /press conferences		Y	CBIG First Blog Con, Synopsis of Annual Statement, Newspaper Publication
<b>D.7</b>	<b>Timely filing/release of annual/financial reports</b>			
D.7.1	Is the audited annual financial report released within 120 days from the financial year end?	OECD Principle V (C) OECD Principle V (E) OECD Principle V-(A). ICGN 7.2 Timely disclosure ICGN 7.3 Affirmation of financial statements The board of directors and the corporate officers of the company should affirm at least annually the accuracy of the company's financial statements or financial accounts.	Y	Auditor's Report
D.7.2	Is the annual report released within 120 days from the financial year end?		Y	
D.7.3	Is the true and fairness/fair representation of the annual financial statement/reports affirmed by the board of directors/commissioners and/or the relevant officers of the company?		Y	Independent Auditors Report
<b>D.8</b>	<b>Company website</b>			
	Does the company have a website disclosing up-to-date information on the following:			
D.8.1	Business operations	OECD Principle V (A) OECD Principle V (E) ICGN 7.1 Transparent and open communication ICGN 7.2 Timely disclosure	Y	Country Bankers Insurance Corporation website; <b>www.countrybankers.com</b>
D.8.2	Financial statements/reports (current and prior years)		Y	Country Bankers Insurance Corporation <b>Financial Reports</b>
D.8.3	Materials provided in briefings to analysts and media		Y	Quarterly publication; Hi Buhay Issue. Synopsis of Annual Statement
D.8.4	Shareholding structure		Y	General Information Sheet
D.8.5	Group corporate structure		Y	Country Bankers Insurance Group

D.8.6	Downloadable annual report	Open communication ICGN 7.2 timely disclosure	Y	Country Bankers Insurance Corporation <b>Financial Reports</b>
D.8.7	Notice of AGM and/or EGM		Y	Notice of Annual Stockholders Meeting
D.8.8	Minutes of AGM and/or EGM		Y	Minutes of Annual Stockholders Meeting
D.8.9	Company's constitution (company's by-laws, memorandum and articles of association)		Y	By-laws as amended, Manual on Corporate Governance, Audit Manual, Employee Handbook
<b>D.9</b>	<b>Investor relations</b>			
D.9.1	Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer responsible for investor relations?	ICGN 7.1 Transparent and open communication	N/A	