

May 29, 2025

### HON. REYNALDO A. REGALADO

Commissioner, Insurance Commission IC Buidling, 1071 United Nations Avenue, Ermita, Manila



Attention: Atty. Jan Laurence G. Gatchallan
Officer-in-Charge, Anti-Money Laundering and Corporate Governance Division

Dear Commissioner Regalado,

Greetings!

In compliance with the Insurance Commission Circular Letter 2020-72 dated June 13, 2020, titled "Submission of The Annual Corporate Governance Report (ACGR)", we are pleased to submit the Annual Corporate Governance Report of TSPI Mutual Benefit Association, Inc.

Thank you for your attention to this matter.

Sincerely,

Sherry Lou A. Salazar General Manager

# ANNUAL CORPORATE GOVERNANCE REPORT OF TSPI Mutual Benefit Association, Inc.

- 1. For the fiscal year ended: December 31, 2024
- 2. Certificate Authority Number: 2022-22-R
- 3. <u>National Capital Region, Philippines</u>
  Province, Country or other jurisdiction of incorporation or organization
- 4. <u>3rd Floor, TSPI Building, 2363 Antipolo St., Guadalupe Nuevo, Makati City 1212</u> Address of principal office
- 5. (02) 8637 2271 Company's telephone number, including area code
- 6. <a href="https://mbai.tspi.org/">https://mbai.tspi.org/</a>
  Company's official website
- 7. Not Applicable

Former name, former address and former fiscal year, if changed since last report

| ANNUAL CORPORATE GOVERNANCE REPORT   |                                 |  |  |  |
|--|---------------------------------|--|--|--|
| RECOMMENDED CG<br>PRACTICE/ POLICY   | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION   | EXPLANATION<br>(For non-<br>compliance only) |  |
|  | The Boar                        | rd's Governance Responsibilities   |  |  |
|  |                                 | npetent, working board to foster the long-term success a objectives and the long-term best interest of its sharehold   |  |  |
| Recommendation 1.1   |                                 |  |  |  |
| Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector. | COMPLIANT                       | <ul> <li>The nine members of the Board of Trustees will come from the following:</li> <li>Five members from the Board of Trustees of Tulay sa Pag-unlad, Inc. (A Microfinance NGO)</li> <li>Three client-member representatives from the North, Central, and South Regions</li> <li>One employee representative who is a regular employee of TSPI.</li> <li>A trustee shall have the following minimum qualifications: <ul> <li>a. Must be of legal age</li> <li>b. Fit and proper for the position of a trustee. In determining whether a person is fit and proper</li> </ul> </li> </ul> |  |  |
| Board has an appropriate mix of competence and expertise.  | COMPLIANT                       | <ul> <li>determining whether a person is fit and proper, the following must be considered:</li> <li>Integrity and probity, physical and mental fitness,</li> <li>Relevant education, financial literacy, and trainings,</li> <li>Possession of competencies relevant to the job such as knowledge and experience, skills, diligence and independence of mind,</li> <li>Sufficiency of time to filly carry out</li> </ul>   |  |  |

| 3. Directors remain qualified for their positions, individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization. | COMPLIANT | responsibilities,  • Must have attended a seminar on corporate governance for Board of Trustees.  Board's Composition and Qualifications: Governance Manual (page 3) and Amended By-Laws (Article III, Section V)  List of Board of Trustees  The Governance, Nomination and HR Committee define the general profile of board members, and ensure appropriate knowledge, competencies and expertise that complement the existing skills of the board.  As part of the Association's process of corporate governance assessment and monitoring, the Board shall conduct an annual evaluation of its performance through the self - assessment and peer assessment.  The Board as a body shall also be evaluated annually together with the board level committees. This evaluation will help improve board performance that will be beneficial for the Association.  Board's Performance Evaluation and Continuing Education & Training: Governance Manual (page 7) |  |
|---|-----------|--|--|
| Recommendation 1.2  |           |  |  |
| Board is composed of a majority of non-executive directors.   | COMPLIANT | The five Board of Trustees who are also Board of Trustees of TSPI (A Microfinance NGO) are Independent Trustees.  Board's Composition and Qualifications: Governance   |  |

|  |           | Manual (page 3) and Amended By-Laws (Article III, Section V)   |  |
|--|-----------|--|--|
|  |           | List of Board of Trustees  |  |
| Recommendation 1.3   |           |  |  |
| Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors.               | COMPLIANT | As part of good governance, the all new board members shall undergo training on Anti Money Laundering Act (AMLA) and Good Governance. This is intended to familiarize the new board members on their roles and responsibilities in the Board and Committees, the Association's strategic plans, organizational structures, business activities, compliance programs, Code of Conduct and Business Ethics, and Corporate Governance.  All trustees are encouraged to participate in continuing education programs at the Association's expense. This is to ensure that all members of the Board are updated on emerging trends and concerns in the microinsurance industry. |  |
|  |           | Board's Orientation and Training: <u>Governance</u><br><u>Manual (page 5 and 7)</u>  |  |
| Company provides in its Board Charter or Manual on Corporate Governance an orientation program for first time directors. | COMPLIANT | As part of good governance, the all new board members shall undergo training on Anti Money Laundering Act (AMLA) and Good Governance. This is intended to familiarize the new board members on their roles and responsibilities in the Board and Committees, the Association's strategic plans, organizational structures, business activities, compliance programs, Code of Conduct and Business Ethics, and Corporate Governance.  Board's Orientation: Governance Manual (page 5)   |  |

|  |           |  | <u> </u> |
|--|-----------|--|----------|
|  |           | and 6) and Orientation Program for First Time<br>Directors   |          |
| Company has relevant annual continuing training for all directors. | COMPLIANT | All trustees are encouraged to participate in continuing education programs at the Association's expense. This is to ensure that all members of the Board are updated on emerging trends and concerns in the microinsurance industry.  |          |
|  |           | The Association uses a variety of approaches based on the learning needs of the BOT. Learning session, specifically on spiritual growth, are done through inhouse facilitation. There is industry facilitated conventions and relevant for microinsurance industry. Dissemination of reading materials and regular updates on emerging regulatory or governance matters are also provided. |          |
|  |           | Board's Orientation, Continuing Education and Training: Governance Manual (page 5 and 7) and latest Governance and AMLA Workshop   |          |
| Recommendation 1.4   |           |  |          |
| Board has a policy on board diversity                              | COMPLIANT | Identifying, screening, and evaluating nominees to the Board of Trustees is a through the Board Governance Committee and shall not be discriminate on the basis of gender, race, ethnicity, religion, age or disability but will seek to promote diversity and balance in skills and experience in the Board.  |          |
|  |           | Board's Composition and Qualifications: Governance Manual (page 3) and Amended By-Laws (Article III, Section V).   |          |

| Recommendation 1.5   |           |  |  |
|--|-----------|--|--|
| Board is assisted in its duties by a Corporate Secretary                 | COMPLIANT | The Secretary shall record all the proceedings of the meeting, keep the records in the principal office of the Association, certify the acts of the BOT and members of the Association. The administrative requirements of the Committee shall be handled by the Office of the Corporate Secretary.  Corporate Secretary's Duties and Responsibilities:  Governance Manual (page 5) and Amended Articles of Incorporation (Section IX)   |  |
| Corporate Secretary is a separate individual from the Compliance Officer | COMPLIANT | TSPI MBAI Corporate Secretary is Atty. Leonarda D. Banasen while our Compliance Officer is Mr. Mc Roald I. Suarez.  Compliance Officer's Function: Governance Manual (page 12)   |  |
| Corporate Secretary is not a member of the Board of Directors.           | COMPLIANT | TSPI MBAI Corporate Secretary is Atty. Leonarda D. Banasen which is not a member of the Board of Trustees.  List of Board of Trustees and Senior Management  |  |
| Corporate Secretary attends training/s on corporate governance.          | COMPLIANT | TSPI MBAI Corporate Secretary, Atty. Leonarda D. Banasen, attended the Corporate Secretary as Corporate Governance Professional Program conducted by ICD on August 2 to 3, 2017, and the Corporate Governance and Board Committees Orientation Workshop conducted by MCPI on July 25, 2018. On August 10, 2020, Atty. Banasen also attended the RIMANSI "MI-MBA Thrive: Overcoming the COVID-19 Pandemic" featuring the Briefer on the Revised Code of Corporate Governance for Insurance Commission Regulated Companies and |  |

|  |           | the Annual Corporate Governance Report.  |  |
|--|-----------|--|--|
|  |           | Training attended by the Corporate Secretary   |  |
| Recommendation 1.6   |           |  |  |
| Board is assisted by a Compliance Officer.   | COMPLIANT | The BOT approved the assignment of a Compliance Officer who coordinates, monitors, and facilitates compliance with existing laws, rules, and regulations |  |
| 2. Compliance Officer has a rank of Vice President or an equivalent position with adequate stature and authority in the corporation. | COMPLIANT | of the IC, SEC, BIR, and other regulatory bodies  Compliance Officer is Mr. Mc Roald I. Suarez which is not a member of the Board.                       |  |
| 2 Compliance Officer is not a  |           | Compliance Officer's Function: Governance Manual (page 12)   |  |
| Compliance Officer is not a member of the board.   | COMPLIANT | List of Board of Trustees and Senior Management  |  |
| Compliance Officer attends training/s on corporate governance annually.  | COMPLIANT | The Compliance Officer attended Good Governance and Anti-Money Laundering Act (AMLA) Workshop on October 28-30, 2024 conducted by RIMANSI.               |  |
|  |           | Training attended by the Compliance Officer  |  |

**Principle 2**: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-law, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

# Recommendation 2.1

| 1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.  The Board of Trustee (BOT) act in a manner characterized by transparency, accountability, fairness and for the best interest of the members of the Association. The BOT is responsible for providing strategic direction, approving and overseeing the implementation of the Associations' |
|--|

|   |           | policies and procedures, action plans corporate governance and corporate values. They shall also be responsible in overseeing the performance of senior management towards attainment of the Association's short and long term strategic objectives.  The BOT shall hold at least four (4) regular meetings within the year, Special board meeting may be called by the BOT Chair or by any members of the BOT. The BOT may call for an Executive Session for them to meet privately to handle sensitive and confidential issues. In addition, Board Level Committee Chair maintain an efficient line of communication between the Trustees and Management.  Governance Structure, Board's Duties and Responsibilities, and Meeting and Quorum Requirements: Governance Manual (page 2, 4 and 6) |  |
|---|-----------|--|--|
| Recommendation 2.2  |           |  |  |
|   |           | The Bread of Traction is 1911  |  |
| Board oversees the development, review and approval of the company's business objectives and strategy.  | COMPLIANT | The Board of Trustees acts with transparency, accountability, fairness, and in the best interest of Association members. They provide strategic direction, approve, and oversee policy implementation, corporate governance, and values. They also oversee senior management performance   |  |
| 2. Board oversees and monitors the implementation of the company's business objectives and strategy in order to sustain the company's long- term viability and strength | COMPLIANT | to achieve short and long-term strategic objectives.  Governance Structure, Board's Duties and Responsibilities: Governance Manual (page 2 and 4)  |  |

| Recommendation 2.3   |           |  |  |
|--|-----------|--|--|
| Board is headed by a competent and qualified Chairperson.  | COMPLIANT | TSPI MBAI Chairman is Ms. Ma Luz A. Planas who served for 38 years at the Bank of the Philippine Islands (BPI) before retiring as President and CEO of BPI Forex Coro.   |  |
|  |           | List of Board of Trustees  |  |
| Recommendation 2.4   |           |  |  |
| Board ensures and adopts an effective succession planning program for directors, key officers and management.  | COMPLIANT | The Board is responsible for implementing an effective succession planning program for directors to ensure the Association's viability and sustainability. This includes adopting a policy on retirement for directors to promote dynamism and                                       |  |
| Board adopts a policy on the retirement for directors and key officers   | COMPLIANT | prevent power perpetuation, including setting a retirement age as part of management succession.  Retirement and Succession Planning: Governance Manual (page 7)  Governance Nomination and HR Committee: Governance Manual (page 9 and 10)  HR Manual Performance Management System |  |
| Recommendation 2.5   |           |  |  |
| Board formulates and adopts     a policy specifying the     relationship between     remuneration and     performance of key officers     and board members. | COMPLIANT | No member of the BOT shall receive compensation for services to the Association.  The Governance, Nomination, and HR Committee oversees the design and implementation of the remuneration and incentives policy for officers.  |  |

| Board aligns the remuneration of key officers and board members with long term interests of the company | COMPLIANT    | The Governance, Nomination, and HR Committee establishes a formal and transparent procedure for developing a policy on executive remuneration, fixing officer remuneration packages, and providing oversight on compensation for Senior Management and key personnel. This ensures that compensation |  |
|---|--------------|--|--|
| Directors do not participate in discussions or deliberations involving his/her own remuneration         | COMPLIANT    | aligns with the Organization's culture, financial capacity, business strategy, and control environment to attract and retain officers essential for successful Association management.   |  |
|   |              | Remuneration: Governance Manual (page 3)   |  |
|   |              | Governance Nomination and HR Committee: Governance Manual (page 9 and 10)  |  |
|   |              | HR Manual Performance Management System  |  |
| Recommendation 2.6  |              |  |  |
| Board has a formal and transparent board nomination and election policy.                                | COMPLIANT    | The Governance, Nomination, and HR Committee oversee the nomination and election process for members of the Board of Trustees and for positions appointed by the Board.  |  |
| Board nomination and election policy is disclosed in  | COMPLIANT    | Rights of a Member: Governance Manual (page 15)  |  |
| the company's Manual on   | 55Wii 2ii WY | Voting on Motions and Election of Trustees:  |  |
| Corporate Governance.   |              | Governance Manual (page 18 and 19)   |  |

| 4. Board nomination and election policy includes how the board reviews nominated candidates.   | COMPLIANT | Board Qualification: <u>Governance Manual (page 3)</u> Election and Term of Office: <u>Governance Manual (page 5)</u>         |  |
|--|-----------|---|--|
| 5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.                             | COMPLIANT | Performance Evaluation: Governance Manual (page 7)  Governance Nomination and HR Committee: Governance Manual (page 9 and 10) |  |
| 6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.   | COMPLIANT |   |  |
| Recommendation 2.7   |           |   |  |
| 1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions. | COMPLIANT | RPT Committee function: Governance Manual (page 10)   |  |
| 2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions   | COMPLIANT |   |  |

| 3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.  | COMPLIANT | RPT Committee function: Governance Manual (page 10)   |  |
|---|-----------|---|--|
| Recommendation 2.8  |           |   |  |
| 1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).  2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive) | COMPLIANT | Senior Management Team: Governance Manual (page 11 and 12)  List of Board of Trustees and Executive Officers  |  |
| Recommendation 2.9  |           |   |  |
| Board establishes an effective performance management framework that ensures that Management, including the Chief Executive Officer performance is at par with the standards set by the   | COMPLIANT | Senior Management Team Function: Governance  Manual (page 11 and 12)  HR Manual Performance Management System |  |

| Board and Senior Management.  2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management. | COMPLIANT | Employees: Governance Manual (page 20)  HR Manual Performance Management System |  |
|---|-----------|---|--|
| Recommendation 2.10   |           |   |  |
| Board oversees that an appropriate internal control system is in place.   | COMPLIANT | Audit, Risk, and Compliance Committee: Governance Manual (page 9)               |  |
| 2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.   | COMPLIANT | TSPI MBAI HR Manual: Code of Ethics   |  |
| Board approves the Internal Audit Charter   | COMPLIANT | Internal and External Auditor: Governance Manual (page 9, 13 and 14)            |  |
| Recommendation 2.11   |           |   |  |
| Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess and manage key business risks.   | COMPLIANT | Audit, Risk and Compliance Committee: Governance Manual (page 9)                |  |

| 2. The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. | COMPLIANT | Audit, Risk and Compliance Committee: Governance Manual (page 9) |  |
|--|-----------|--|--|
| Recommendation 2.12  |           |  |  |
| Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.                                    | COMPLIANT | Governance Structure: Governance Manual (page 2 to 11)           |  |
| Board Charter serves as a guide to the directors in the performance of their functions.  | COMPLIANT |  |  |
| Board Charter is publicly available and posted on the company's website.   | COMPLIANT | Governance Manual  |  |
|  |           |  |  |

**Principle 3:** Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.

### **Recommendation 3.1**

| Board establishes board committees that focus on specific board functions to aid in the optimal | COMPLIANT | Board Level Committees: Governance Manual (page 8 to 11) |  |
|---|-----------|--|--|
|---|-----------|--|--|

| performance of its roles and responsibilities.   |           |   |  |
|--|-----------|---|--|
| Recommendation 3.2   |           |   |  |
| 1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations. | COMPLIANT | Audit Committee: Governance Manual (page 9) |  |
| 2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.   | COMPLIANT | 2024 AGM Election Result  Audit Committee   |  |
| 3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.   | COMPLIANT |   |  |
| 4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.   | COMPLIANT |   |  |

| Recommendation 3.3  |           |  |  |
|---|-----------|--|--|
| 1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee. | COMPLIANT | Governance Committee: Governance Manual (page 9)  2024 AGM Election Result  Governance Committee   |  |
| <ol> <li>Corporate Governance<br/>Committee is composed of<br/>at least three members,<br/>majority of whom should be<br/>independent directors.</li> </ol>   | COMPLIANT |  |  |
| 3. Chairman of the Corporate Governance Committee is an independent director.   | COMPLIANT |  |  |
| Recommendation 3.4  |           |  |  |
| 1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.                                | COMPLIANT | Risk Oversight matter is under the Audit Risk and Compliance Committee  Risk Oversight Committee function: Governance Manual (page 10 to 11)  Risk Oversight Committee  2024 AGM Election Result |  |

| <ol> <li>2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</li> <li>3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.</li> <li>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</li> </ol> | COMPLIANT | Risk Oversight matter is under the Audit Risk and Compliance Committee  Risk Oversight Committee function: Governance Manual (page 10 to 11)  Risk Oversight Committee  2024 AGM Election Result         |  |
|---|-----------|--|--|
| Recommendation 3.5  |           |  |  |
| 1. The Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.  2. RPT Committee is composed of at least three non-executive directors, majority of whom should be independent, including the Chairman.  | COMPLIANT | RPT matters will be under the Governance, Nomination and HR Committee  Related Party Transactions Committee: Governance Manual (page 10)  2024 AGM Election Result  Related Party Transactions Committee |  |

| Recommendation 3.6   |           |   |
|--|-----------|---|
| 1. All established committees have a Committee Charters stating in plain terms their                                   | COMPLIANT | Board Level Committee Charters: Governance  Manual (page 8 to 11)  Committee Performance Evaluation: Governance |
| respective purposes, memberships, structures, operations, reporting process, resources and other relevant information. |           | Manual (page 7)  Committee Charters   |
| 2. Committee Charters provide standards for evaluating the performance of the Committees.                              | COMPLIANT |   |
| 3. Committee Charters were fully disclosed on the company's website.   | COMPLIANT |   |

**Principle 4:** To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business

### **Recommendation 4.1**

| 1. The directors attend and actively participates in all meetings of the Board Committees and shareholders in person or through televideoconferencing conducted in accordance. | COMPLIANT | Board Meetings and Quorum Requirement: Governance Manual (page 6 to 7) |
|--|-----------|--|
| conducted in accordance with the rules and   |           |  |

| regulations of the Commission.  |           | Board Meetings and Quorum Requirement: Governance Manual (page 6 to 7) |  |
|---|-----------|--|--|
| 2. The directors review meeting materials for all Board and Committee meetings.   | COMPLIANT |  |  |
| 3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.   | COMPLIANT |  |  |
| Recommendation 4.2  |           |  |  |
| 1. Non-executive directors concurrently serve as directors to a maximum of five Insurance Commission Regulated Entities (ICREs) and publicly-listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views and oversee the long-term strategy of the company. | COMPLIANT | List of Board of Trustees  |  |

| Recommendation 4.3  |                      |  |         |
|---|----------------------|--|---------|
| 1. The directors notify the company's board where he/she is an incumbent director before accepting a directorship in another company. | COMPLIANT            | Nomination of Directors is endorsed thru Governance Committee. This includes Full disclosure of existing and new Director position held in another company. Such updating of bio-data of Director is recorded by the Corporate Secretary. Official Custodian of data is Corporate Secretary Office  Governance Nomination and HR Committee: Governance Manual (page 9 to 10) |         |
|   |                      |  |         |
| Principle 5: The board should en  | deavor to exercise a | n objective and independent judgement on all corporate   | affairs |
| Recommendation 5.1  |                      |  |         |
| The Board is composed of at least twenty percent (20%) independent directors.   | COMPLIANT            | Board Composition and Qualification: Governance Manual (page 3) and Amended By-Laws (Article III, Section V)   |         |
| Recommendation 5.2  |                      |  |         |
| The independent directors possess all the necessary qualifications to hold the position   | COMPLIANT            | Board Composition and Qualification: Governance Manual (page 3) and Amended By-Laws (Article III, Section V)   |         |
| position  |                      | List of Board of Trustees  |         |
| Recommendation 5.3  |                      |  |         |
| The independent directors serve for a maximum cumulative term of nine years   | COMPLIANT            | Election and Term of Office: Governance Manual (page 5)  |         |

| As far as Insurance                                   |           |  |  |
|---|-----------|--|--|
| Companies are   |           |  |  |
| concerned, the foregoing term limit shall be          |           |  |  |
| reckoned from 02 January                              |           |  |  |
| 2015 while the reckoning date for the Pre-Need        |           |  |  |
| Companies and Health                                  |           |  |  |
| Maintenance   |           |  |  |
| Organizations shall be from 21 September 2016.        |           |  |  |
| ·   |           |  |  |
| For other covered entities,                           |           |  |  |
| all previous terms served by existing Independent     |           |  |  |
| Directors prior to the                                |           |  |  |
| effectivity of this Circular shall not be included in |           |  |  |
| the application of the term                           |           |  |  |
| limit prescribed in this item.                        |           |  |  |
|   |           |  |  |
| 2. The company bars an independent director from      | COMPLIANT | Election and Term of Office: Governance Manual |  |
| serving in such capacity                              |           | (page 5)                                       |  |
| after the term limit of nine years.                   |           |  |  |
| 3. In the instance that the                           |           |  |  |
| company retains an                                    | COMPLIANT |  |  |
| independent director in                               |           |  |  |
| the same capacity after nine years, the board         |           |  |  |
| submits to the Insurance                              |           |  |  |
| Commission a formal                                   |           |  |  |
| written justification and                             |           |  |  |

| seek shareholder's approval during the annual shareholder's meeting.  |           |   |  |
|---|-----------|---|--|
| Recommendation 5.4  |           |   |  |
| The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals   | COMPLIANT | Duties and Responsibilities of Chairman of the Board: Governance Manual (page 4)  Duties and Responsibilities of Chief Executive Officer: Governance Manual (page 11 to 12) |  |
| 2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities  | COMPLIANT | List of Board of Trustees and Senior Management Team  |  |
| Recommendation 5.5  |           |   |  |
| 1. If the Chairman of the Board is not an independent director or where the roles of Chairman and CEO are being held by one person, the Board should designate a lead director among the independent directors. | COMPLIANT | List of Board of Trustees and Senior Management Team  |  |
| Recommendation 5.6  |           |   |  |
| Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations  | COMPLIANT | Board Meetings and Quorum Requirement: <u>Governance Manual (page 6)</u> HR Manual <u>Code of Ethics</u>  |  |

| for the same.  |           |  |
|--|-----------|--|
| Recommendation 5.7   |           |  |
| 1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the corporation. | COMPLIANT | Board Meetings and Quorum Requirement: Governance Manual (page 6)  Audit Committee: Governance Manual (page 9) |
| The meetings are chaired by the lead independent director.   | COMPLIANT |  |

**Principle 6:** The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies .

#### **Recommendation 6.1** Performance Evaluation: Governance 1. The Board conducts an Manual annual assessment of its **COMPLIANT** (page 7) performance as a whole. 2. The performance of the Chairman is assessed COMPLIANT annually by the Board. 3. The performance of the individual member of the COMPLIANT

| Board is assessed annually by the Board.   |                   |   |  |
|--|-------------------|---|--|
| 4. The performance of each committee is assessed annually by the Board.  | COMPLIANT         | Performance Evaluation: <u>Governance Manual</u> (page 7)   |  |
| 5. Every three years, the assessments are supported by an external facilitator.  | NON-<br>COMPLIANT |   | TSPI Mutual Benefit Association, Inc.' Governance Manual was approved by the BOT on July 15, 2020, the Association will ensure that assessment by an external facilitator will be complied with. |
| Recommendation 6.2   |                   |   |  |
| 1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees. | COMPLIANT         | Performance Evaluation: Governance Manual (page 7)  |  |
| The system allows for a feedback mechanism from the shareholders.  | COMPLIANT         | Member's Duties and Responsibilities: <u>Governance Manual (page 15)</u> Rights of a Member: <u>Governance Manual (page 15 to 16)</u> |  |
|  |                   | For feedback, contact details such as telephone number, office address and email address are available on the TSPI MBAI website       |  |

| <b>Principle 7</b> : Members of the Estakeholders.  | Board are duty-boun | nd to apply high ethical standards, taking into accou | nt the interests of all |
|---|---------------------|---|-------------------------|
| Recommendation 7.1  |                     |   |                         |
| 1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company. | COMPLIANT           | TSPI MBAI HR Manual Code of Ethics                    |                         |
| 2. The Code is properly disseminated to the Board, senior management and employees.   | COMPLIANT           |   |                         |
| 3. The Code is disclosed and made available to the public through the company website.  | COMPLIANT           |   |                         |
| Recommendation 7.2  |                     |   |                         |
| Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.  | COMPLIANT           | TSPI MBAI HR Manual <u>Code of Ethics</u>             |                         |

| 2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.  | COMPLIANT | Audit, Risk, and Compliance Committee: Governance Manual (page 9)   |                       |
|--|-----------|---|-----------------------|
|  | Dis       | sclosure and Transparency   |                       |
| Principle 8: The company shou with best practices and regulator  | -         | ate disclosure policies and procedures that are praction  | cal and in accordance |
| Recommendation 8.1   |           |   |                       |
| 1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations. | COMPLIANT | Member's Duties and Responsibilities: Governance Manual (page 15)  Rights of a Member: Governance Manual (page 15 to 16)  Annual General Meeting: Governance Manual (page 16 to 18) |                       |
| Recommendation 8.3   |           |   |                       |
| 1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.   | COMPLIANT | Governance, Nomination and HR Committee: <u>Governance Manual (page 9)</u>  |                       |

| 2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.   | COMPLIANT | Governance, Nomination and HR Committee: Governance Manual (page 9)                            |  |
|--|-----------|--|--|
| Recommendation 8.4   |           |  |  |
| Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.        | COMPLIANT | Board's Remuneration: Governance Manual (page 3) and Amended By-Laws (Article III, Section IV) |  |
| 2. Company provides a clear disclosure of its policies and procedure for setting Executive remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code. | COMPLIANT | Executive Remuneration: Governance Manual (page 9 to 10)                                       |  |

| 3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.   | COMPLIANT | Retirement and Succession Planning: Governance Manual (page 7)  Executive Remuneration: Governance Manual (page 9 to 10)   |  |
|--|-----------|--|--|
| Recommendation 8.5   |           |  |  |
| Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions.   | COMPLIANT | Related Party Transactions (RPT) Committee: <u>Governance Manual (page 10)</u>   |  |
| 2. Company discloses material or significant RPTs in its Annual Company Report or Annual Corporate Governance Report, reviewed and approved by the Board, and submitted for confirmation by majority vote of the stockholders in the annual stockholders' meeting during the year. | COMPLIANT | The Association submits Quarterly Report of Material Related Party Transactions and Annual Report on Conglomerate Structure to the Insurance Commission.  2024 Audited Financial Statement |  |
| Recommendation 8.6   |           |  |  |
| 1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).   | COMPLIANT | TSPI Mutual Benefit Association, Inc.' Governance Manual was approved by the BOT on July 15, 2020.  TSPI MBAI Governance Manual  |  |

| Company's MCG is posted on its company website.  | COMPLIANT | TSPI MBAI Governance Manual  |  |
|--|-----------|--|--|
|  |           |  |  |
|  |           | dards for the appropriate selection of an external ternal auditor's independence and enhance audit qual  |  |
| Recommendation 9.1   |           |  |  |
| 1. Audit Committee has a robust process for approving and recommending the appointment/ reappointment, removal, and fees of the external auditors.                             | COMPLIANT | Audit, Risk and Compliance Committee, Governance Manual (page 9)  For the year 2024, TSPI MBAI External Auditor is Reyes Tacondong & Co.  2024 Audited Financial Statement |  |
| 2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.    | COMPLIANT |  |  |
| 3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures. | COMPLIANT |  |  |

| Recommendation 9.2  |           |  |
|---|-----------|--|
| 1. Audit Committee Charter includes the Audit Committee's responsibility on:  i. assessing the integrity and independence of external auditors;  ii. exercising effective oversight to review and monitor the external auditor 's independence and objectivity; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements. | COMPLIANT | Audit, Risk and Compliance Committee, Governance Manual (page 9) |
| 2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.   | COMPLIANT |  |

| Recommendation 9.3   |           |  |  |
|--|-----------|--|--|
| 1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.  | COMPLIANT | The external auditor does not provide non-audit services. Their primary function is the preparation of the Annual Audited Financial Statement.  2024 Audited Financial Statement |  |
| 2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity. | COMPLIANT | External Auditor: Governance Manual (page 13)  |  |

**Principle 10**: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

# **Recommendation 10.1**

| 1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability. | COMPLIANT | The non-financial information of TSPI MBAI is disclosed to stakeholders through its website and posted at its place of operations or where its clients are located.  Non-financial information: TSPI MBAI Gallery  Sustainability Report: Members and Employees |  |
|---|-----------|---|--|
| sustainability.   |           |   |  |

| Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.  | COMPLIANT           | TSPI MBAI regularly informs stakeholders about sustainability and non-financial issues through its Annual Report, Sambayanihan Activities, and updated website, where information about the Association's efforts and activities can be accessed.  TSPI MBAI Annual Report          |                      |
|--|---------------------|---|----------------------|
| Dringinle 44: The company sho  | uld maintain a comr | probangive and east officient communication channel t   | for discominating    |
|  |                     | prehensive and cost-efficient communication channel fundament med decision-making by investors, stakeholders and or   |                      |
| Recommendation 11.1  |                     |   |                      |
| The company should have a website to ensure a comprehensive, cost efficient, transparent, and timely manner of disseminating relevant information to the public. | COMPLIANT           | The TSPI Mutual Benefit Association, Inc. official website: <a href="https://mbai.tspi.org/">https://mbai.tspi.org/</a>   |                      |
|  | Internal Control S  | ystem and Risk Management Framework   |                      |
| Principle 12: To the integrity, tra  |                     | er governance in the conduct of its affairs, the company k management framework.  | should have a strong |
| Recommendation 12.1  |                     |   |                      |
| Company has an adequate and effective internal control system in the conduct of its business.  | COMPLIANT           | The Audit, Risk and Compliance Committee regularly monitors and evaluate the adequacy and effectiveness of the internal control system thru the Internal Audit Services of TSPI NGO.  Role and Responsibilities of Audit, Risk and Compliance Committee: Governance Manual (page 9) |                      |

| 2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.   | COMPLIANT | Role and Responsibilities of External and Internal Auditor: Governance Manual (page 13)  The Audit, Risk, and Compliance Committee reviews the Association's risk management framework and recommends policies and standards for Board approval. The Committee conducts regular reviews of the Association's exposures, recommends necessary mitigation and management actions to limit, control, and monitor these exposures.                              |  |
|---|-----------|---|--|
| Recommendation 12.2   |           |   |  |
| Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations. | COMPLIANT | The Internal Audit Services of TSPI NGO also handles the internal audit function of TSPI MBAI.  The Internal Audit provide an independent assurance service to the Board Audit, Risk and Compliance Committee and management, focusing on reviewing the effective of the governance, risk management and control processes that the management has put into place.  Role and Responsibilities of External and Internal Auditor: Governance Manual (page 13) |  |
| Recommendation 12.3   |           |   |  |
| The company has a qualified Chief Audit Executive (CAE) appointed by the Board.   | COMPLIANT | TSPI Audit program is out-sourced to Tulay sa Pag-<br>Unlad Inc. (A Microfinance NGO)   |  |
| CAE oversees and is responsible for the internal audit activity of the organization   | COMPLIANT |   |  |

| 3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity. | COMPLIANT | The Internal Audit Services of TSPI NGO also handles the internal audit function of TSPI MBAI  |  |
|--|-----------|--|--|
| Recommendation 12.4  |           |  |  |
| The company has a separate risk management function to identify, assess and monitor key risk exposures.  | COMPLIANT | TSPI MBAI has a Risk Officer position to review the Association's risk management framework and recommend appropriate policies and standards for Board approval. The Risk Officer performs regular reviews of the Associations' exposures based on the category recommended the necessary mitigation and other management actions to limit, control, and monitor such exposures.  TSPI MBAI Organizational Chart |  |
| Recommendation 12.5  |           |  |  |
| 1. In managing the company's Risk Management System, the company has a Chief Risk Officer who is the ultimate champion of Enterprise Risk Management (ERM).  | COMPLIANT | The Compliance Officer is appointed con-current Risk Officer.  |  |
| 2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.   | COMPLIANT |  |  |

**Principle 13:** The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

| exercise of their rights.   |           |  |  |  |  |
|---|-----------|--|--|--|--|
| Recommendation 13.1   |           |  |  |  |  |
| Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.  Compare |           | Basic rights of a member are clearly indicated on<br>the Corporate Governance Manual - right to<br>information, right to nominate and vote, right to<br>participate in all deliberations and if eligible, right  |  |  |  |
| Board ensures that basic shareholder rights are disclosed on the company's website.   | COMPLIANT | to be elected or appointed in the Association.  Member's Rights: Governance Manual (page 15 to 16)   |  |  |  |
| Recommendation 13.2   |           |  |  |  |  |
| Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 21 days before the meeting.   | COMPLIANT | TSPI MBAI ensure that the Notice of Meetings shall reach all its members through means most efficient and convenient to the members. This shall be announced during the conduct of center meetings and posted in all online platform – TSPI website and TSPI Facebook pages.  Said notices must be sent to the Secretary by any formal communication at least thirty (30) days before the date of the AGM.  Notice of the Meeting: Governance Manual (page 17)  For Notice of AGM posted on TSPI MBAI website and TSPI Facebook Page |  |  |  |

| Recommendation 13.3  |           |   |  |
|--|-----------|---|--|
| Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day | COMPLIANT | Voting on Motions and Election of Trustees and Result of AGM: Governance Manual (page 19)  2024 AGM Election Result |  |
| 2. Minutes of the Annual and Special Shareholders' Meetings are available on the company website within five business days from the end of the meeting.  | COMPLIANT | 2024 Minutes of Annual General Meeting posted on TSPI MBAI website  |  |
| Recommendation 13.4  |           |   |  |
| Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.  | COMPLIANT | Advisory Council: Governance Manual (page 8)  |  |
| The alternative dispute mechanism is included in the company's Manual on Corporate Governance.   | COMPLIANT |   |  |

# **Duties to Stakeholders**

**Principle 14**: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interest are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.

| Recommendation 14.1  |           |  |  |
|--|-----------|--|--|
| Board identifies the company's various stakeholders and promotes cooperation between them and the company creating wealth, growth and sustainability | COMPLIANT | The Association identifies both internal and external stakeholders and committed to protect their welfare by ensuring that business is conducted in a transparent and fair manner.  The Association actively involve its stakeholders to its activities, harmoniously creating wealth, growth and sustainability. These activities could be found in its Sambayanihan Program, Mission in Action and TSPI Activities.  Stakeholders: Governance Manual (page 19 to 22) |  |
| Recommendation 14.2  |           | otationalist <u>Seventianes manual (page 15 to 12)</u>   |  |
| Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders                            | COMPLIANT | The Association is committed to protect the welfare on both internal and external stakeholders by ensuring that business is conducted in transparent and fair manner. The Association has  • Code of Ethics  • Employee Discipline Manual  • Admin Manual Supplier Accreditation and Performance Evaluation Policy and  • Whistle Blower Policy among others are also in place to ensure fair treatment and protection of stakeholders.                                |  |
|  |           | It also actively informs its stakeholders through its regular meetings and updates posted on its   |  |

|  |           | website. Communication lines are also open to encourage and promote transparency through:  • TSPI Contact Details on the <u>TSPI MBAI website</u> (telephone, office address and email address)  • <u>TSPI Facebook Page</u> and messenger  |                        |
|--|-----------|---|------------------------|
| Recommendation 14.3  |           |   |                        |
| The Board adopts a transparent framework and process that allow stakeholders to communicate and to obtain redress for the violations of their rights                 | COMPLIANT | Stakeholders: Governance Manual (page 19 to 22)  TSPI MBAI Code of Ethics  TSPI MBAI Whistle Blower Policy  TSPI MBAI Employee Discipline Manual  Supplier Accreditation and Performance Evaluation Policy  |                        |
|  |           |   |                        |
| <b>Principle 15:</b> A mechanism fo company's goals and participate  |           | ation should be developed to create a symbiotic en  | vironment, realize the |
| Recommendation 15.1  |           |   |                        |
| Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance | COMPLIANT | The Association ensures that all labor practices are in accordance with the Labor laws and regulations and invest in training and capacity building of employees to perform their functions and activities. The Association ensure that employees feel valued and actively participate in achieving the Association's objectives. |                        |

|  |           | Communication lines are also open to encourage and promote transparency through:  • TSPI Contact Details on the TSPI MBAI website (telephone, office address and email address)  • TSPI Facebook Page and messenger   |  |
|--|-----------|---|--|
| Recommendation 15.2  |           |   |  |
| Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct | COMPLIANT | The Code of Conduct and Business Ethics of the Association sets out the basic principles to guide all employees and officer of TSPI and its affiliates to conduct themselves accordingly and seek to avoid even the appearance of improper behavior.  TSPI MBAI HR Manual on Employee Discipline also specify the rules and regulations which govern the conduct and behavior of all the employees.  TSPI MBAI Code of Ethics  TSPI MBAI Whistle Blower Policy  TSPI MBAI Employee Discipline Manual  Communication lines are also open to encourage and promote transparency through:  TSPI Contact Details on the TSPI MBAI website (telephone, office address and email address)  TSPI Facebook Page and messenger |  |
| Board disseminates the policy and program to employees across the organization through   | COMPLIANT | Regular trainings are provided to employees to be able to perform their functions, help the Association achieve its objectives to promote a compliance culture and make employees feel  |  |

| trainings to embed them in the company's culture  |           | valued.   |  |
|---|-----------|---|--|
| and company c cantare   |           | TSPI MBAI Webinars and Activities   |  |
| Recommendation 15.3   |           |   |  |
| Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation              | COMPLIANT | TSPI MBAI Whistle Blower Policy addresses its commitment to integrity and ethical behavior by helping to foster and maintain and environment where employees can act appropriately. This policy is consistent and made part of the Association's Code of Conduct and Business Ethics as outlined in the HR Manual. Employees are strongly encouraged to discuss with their immediate supervisors, managers and other appropriate personnel, when in doubt about the best and ethical course of action in particular situation.  TSPI MBAI Whistle Blower Policy |  |
| 2. Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. | COMPLIANT | The Whistle Blower Policy allows the employees to have direct access to report to HR Manager – Employee Relation openly, to the Deputy Director of HRMS and Internal Audit Services confidently, or anonymously any allegation.  TSPI MBAI Whistle Blower Policy  |  |
| Board supervises and ensures the enforcement of the whistleblowing framework  | COMPLIANT |   |  |

**Principle 16:** The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

### **Recommendation 16.1**

| 1. Company recognizes and    |
|------------------------------|
| places importance on the     |
| interdependence between      |
| business and society, and    |
| promotes a mutually          |
| beneficial relationship that |
| allows the company to        |
| grow its business, while     |
| contributing to the          |
| advancement of the society   |
| where it operates.           |

### COMPLIANT

TSPI MBAI believes that commitment to serve the communities where the Association operates is an integral part of why it exists.

The Sambayanihan Program (social services program of TSPI) is the program through which TSPI MBAI commits its efforts to giving back to the community. Such activities also create opportunities for members and employee to volunteer and experience the joy of serving others.

Sustainability Report: Members and Employees

### CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete, and correct of our own personal knowledge and /or based on authentic records.

Signed in the City of MAKATI CITY, on the MAY 2 9 2025 of 2025.

MA. LUZ A. PLANAS Chairman of the Board

Corporate Secretary

ATTY. CORNELIO C. GISON Independent Director

RENE E. CRISTOBAL Independent Director ALICE Z. CORDERO
President / CEO
SHERRY LOÙ A. SALAZAR
General Manager

MC ROALDY. SUAREZ
Compliance Officer

JUANITA D. AMATONG
Independent Director

SUBSCRIBED AND SWORN to before me this \_\_\_\_\_ day of \_\_\_\_\_, 2025, by the following who are personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me their respective identification document as follows:

|   | NAME                  | ID NO.          | DATE/PLACE ISSUED                |
|---|-----------------------|-----------------|----------------------------------|
| 1 | Ma. Luz A. Planas     | OSCA 2620957    | June 15, 2004/Paranaque          |
| 2 | Cornelio C. Gison     | OSCA 21058      | May 14, 2014/Alabang Munt.       |
| 3 | Rene E. Cristobal     | OSCA 2758219    | September 1997/Makati            |
| 4 | Juanita D. Amatong    | OSCA 2251867    | December 12, 2003/ Quezon City   |
| 5 | Alice Z. Cordero      | OSCA 99100      | March 13, 2017/ Pasig City       |
| 6 | Leonarda D. Banasen   | DL 16-94-101543 | November 26, 2033 (expiry)       |
| 7 | Sherry Lou A. Salazar | P3451687C       | March 03, 2023/DFA NCR Northeast |
| 8 | Mc Roald I. Suarez    | P4096492C       | May 10, 2023/DFA Calasiao        |

Page No. 92; Book No. (CLXXXVIII) Series of 2025.

ATTY. JUANCHO AVID R. TABLANG

Notary Public of Makati City
Commission No. M-113 until December 31, 2026
PTR No. 10466160; 1/02/2025 / Makati City
IBP No. 510068; 11/19/2024/ Makati City
Roll of Attorney: 42002
MCLE Compliance No. VII-0008035
2016 Magsaysay St.,
Brgy. Guadalupe Nuevo, Makati City

### **AFFIDAVIT**

I, ATTY. LEONARDA D. BANASEN, Filipino, of legal age, with office address at TSPI Bldg., 2363 Antipolo St., Guadalupe Nuevo, Makati City, being the duly appointed Corporate Secretary of **TSPI Mutual Benefit Association, Inc.** (the "**Association**"), a non-stock, non-profit corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at 3rd Floor TSPI Bldg., 2363 Antipolo St., Guadalupe Nuevo, Makati City, do hereby certify that:

- The Annual Corporate Governance Report of the Association for the year ended 2024 is being submitted in compliance with the requirements of the Insurance Commission.
- 2. I further certify that:
  - a. Mr. Rene E. Cristobal, an Independent Director of the Association, was unable to affix his signature to the said report due to advanced age and prevailing health concerns.
  - b. Ms. Ma. Luz A. Planas, the Chairman of the Board of Trustees, is currently out of the country, and an e-signature facility is not available within the Association for the immediate signing of this document.
- 3. This certification is being issued to attest to the aforementioned circumstances and to facilitate the timely submission of the Annual Corporate Governance Report.

| IN  | WITNESS  | WHEREOF, | 1 | have | hereunto   | affixed | my | signature | this |
|-----|----------|----------|---|------|------------|---------|----|-----------|------|
| MAY | 2 9 2025 |          |   |      | ilippines. |         |    |           |      |

ATTY. LEONARDA D. BANASEN Corporate Secretary

SUBSCRIBED AND SWORN TO before me this \_\_\_\_\_\_\_ affiant exhibited to me her LTO Driver's License No. D16-94-101543 issued on December 1, 2023, at DLRC-Metro East as competent evidence of her identity.

Doc. No. 459
Page No. 92
Book No. (CLLXXXVIII);
Series of 2025.

ATTY. JUANCHO DAVID R. TABLANG

Notary Public of Makati City
Commission No. M-113 until December 31, 2026
PTR No. 10466160; 1/02/2025 / Makati City
IBP No. 510068; 11/19/2024/ Makati City
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