

Company Name **MAPFRE INSULAR INSURANCE CORPORATION**
Sector **INSURANCE**
Year End **December 31, 2019**

D.1 Transparent ownership structure			Y/ N	Reference/ Source document
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	OECD Principle V: Disclosure and Transparency (A) Disclosure should include, but not limited to, material information on: (3) Major share ownership and voting rights, including group structures, intra-group relations, ownership data, and beneficial ownership. ICGN 7.6 Disclosure of ownership ... the disclosure should include a description of the relationship of the company to other companies in the corporate group, data on major shareholders and any other information necessary for a proper understanding of the company's relationship with its public shareholders.	Y	2019 GENERAL INFORMATION SHEET (page 6)
D.1.2	Does the company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?		Y	2019 GENERAL INFORMATION SHEET (page 6)
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of directors (commissioners)?		Y	2019 GENERAL INFORMATION SHEET (page 6)
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of senior management?		Y	2019 GENERAL INFORMATION SHEET (page 6)
D.1.5	Does the company disclose details of the subsidiaries, associates, joint ventures and special purpose enterprises/ vehicles (SPEs)/ (SPVs)?		Y	2019 GENERAL INFORMATION SHEET (page 6)
D.2 Quality of Annual Report				
Does the company's annual report disclose the following items:				
D.2.1	Key risks	OECD Principle V (A): (1) The financial and operating results of the company; (2) Company objectives, including ethics, environment, and other public policy commitments; (3) Major share ownership and voting rights, including group structures, intragroup relations, ownership data, beneficial ownership; (4) Remuneration policy for members of the board and key executives, including their qualifications, the selection process, other company directorships and whether they are regarded as independent by the board; (6) Foreseeable risk factors, including risk management system; (7) Issues regarding employees and other stakeholders; (8) Governance structure and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented. OECD Principle V (E): Channels for disseminating information should provide for equal, timely and costefficient access to relevant information by users.	Y	FINANCIAL STATEMENT 2019 (Note. 5 Management of Capital, Insurance and Financial Risk)
D.2.2	Corporate objectives		Y	ANNUAL REPORT 2019 (CORPORATE GOVERNANCE) Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF
D.2.3	Financial performance indicators		Y	FINANCIAL STATEMENT 2019 (NOTES TO FINANCIAL STATEMENT) Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF
D.2.4	Non-financial performance indicators	ICGN 2.4 Composition and structure of the board ICGN 2.4.1 Skills and experience ICGN 2.4.3 Independence ICGN 5.0 Remuneration ICGN 5.4 Transparency UK Corporate Governance Code (2010) 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 (I) CG rules and practices (19) Disclose the exact remuneration of individual directors.	Y	FINANCIAL STATEMENT 2019 (NOTES TO FINANCIAL STATEMENT) Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF
D.2.5	Dividend policy		Y	ANNUAL REPORT 2019 (SHAREHOLDER INFORMATION) Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF

Company Name **MAPFRE INSULAR INSURANCE CORPORATION**
Sector **INSURANCE**
Year End **December 31, 2019**

D.2.6	Details of whistle-blowing policy		Y	ANNUAL REPORT 2019 (BOARD OF DIRECTORS) Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF
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	ANNUAL REPORT 2019 (BOARD OF DIRECTORS) Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF
D.2.8	Training and/or continuing education programme attended by each director/commissioner		N	FOR 2019
D.2.9	Number of board of directors/commissioners meetings held during the year		Y	ANNUAL REPORT 2019 (THE BOARD) Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF
D.2.10	Attendance details of each director/commissioner in respect of meetings held		Y	ANNUAL REPORT 2019 (THE BOARD) Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF
D.2.11	Details of remuneration of each member of the board of directors/commissioners		Y	ANNUAL REPORT 2019 (THE BOARD) Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF
Corporate Governance Confirmation Statement				
		OECD PRINCIPLE V (A) (8)		

Company Name **MAPFRE INSULAR INSURANCE CORPORATION**
Sector **INSURANCE**
Year End **December 31, 2019**

D.2.12	Does the Annual Report contain a statement confirming the company's full compliance with the code of corporate governance and where there is non-compliance, identify and explain reasons for each such issue?	<p>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:</p> <p>(i) those provisions, if any, it has not complied with;</p> <p>(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</p> <p>(iii) the company's reasons for non-compliance</p> <p>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 not followed all the Recommendations, they must identify the Recommendations that have not been followed and give reasons</p>	Y	<p>ANNUAL REPORT 2019 (CORPORATE GOVERNANCE)</p> <p>Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF</p>
D.3. Disclosure of related party transactions (RPT)				
D.3.1	Does the company disclose its policy covering the review and approval of material/significant RPTs?	<p>OECD Principle V: Disclosure and Transparency: (A) Disclosure should include, but not limited to, material information on:</p> <p>(5) Related party transactions</p> <p>ICGN 2.11.1 Related party transactions: The company should disclose details of all material related party transactions in its Annual Report.</p>	Y	<p>2017 RELATED PARTY TRANSACTIONSPOLICY (IX. RESPONSIBILITIES OF THE RPT COMMITTEE OF MAPFRE INSULAR, pages 9-10)</p>
D.3.2	Does the company disclose the name of the related party and relationship for each material/significant RPT?		Y	<p>FINANCIAL STATEMENT 2019 (Note 31 Related Party Transactions)</p>
D.3.3	Does the company disclose the nature and value for each material/significant RPT?		Y	<p>FINANCIAL STATEMENT 2019 (NOTE 31 RELATED PARTY TRANSACTION)</p>
D.4 Directors and commissioners dealings in shares of the company				
D.4.1	Does the company disclose trading in the company's shares by insiders?	<p>OECD Principle V (A): (3) Major share ownership and voting rights</p> <p>ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities.</p> <p>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.</p>	N/A	
D.5 External auditor and Auditor Report				
D.5.1	Are audit fees disclosed?	<p>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.</p>	Y	<p>ANNUAL REPORT 2019 (CORPORATE GOVERNANCE)</p> <p>Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF</p>

Company Name **MAPFRE INSULAR INSURANCE CORPORATION**
Sector **INSURANCE**
Year End **December 31, 2019**

<i>Where the same audit firm is engaged for both audit and non- audit services</i>				
D.5.2	Are the non-audit fees disclosed?	OECD Principle V (D): External auditors should be accountable to the shareholders and owe a duty to the company to exercise due professional care in the conduct of the audit. ICGN 6.5 Ethical standards (Audit) The auditors should observe high-quality auditing and ethical standards. To limit the possible risk of possible conflicts of interest, non-audit services and fees paid to auditors for non-audit services should be both approved in advance by the audit committee and disclosed in the Annual Report.	Y	ANNUAL REPORT 2019 (CORPORATE GOVERNANCE) Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF
D.5.3	Does the non-audit fee exceed the audit fees?		N	ANNUAL REPORT 2019 (CORPORATE GOVERNANCE) Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF

D.6 Medium of communications

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	N	
D.6.2	Company website		Y	www.mapfre.com.ph
D.6.3	Analyst's briefing		N/A	
D.6.4	Media briefings /press conferences		Y	www.facebook.com/mapfreinsurance www.linkedin.com/company/mapfre

D.7 Timely filing/release of annual/financial reports

D.7.1	Are the audited annual financial report / statement 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	Audited Financial Statements is submitted to BIR and SEC within 120 days from financial year end FINANCIAL STATEMENT 2019 Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF
D.7.2	Is the audited annual financial report released within 90 days from the financial year end?		Y	ANNUAL REPORT 2019 Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF
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	2019 STATEMENT OF MANAGEMENT RESPONSIBILITY FOR FINANCIAL STATEMENT

D.8 Company website

Does the company have a website disclosing up-to-date information on the following:

Company Name **MAPFRE INSULAR INSURANCE CORPORATION**
Sector **INSURANCE**
Year End **December 31, 2019**

D.8.1	Business operations Financial statements/reports (current and prior years)		Y	ANNUAL REPORT 2019 (THE BOARD) Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF
D.8.2			Y	FINANCIAL STATEMENT 2019 Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF
D.8.3	Materials provided in briefings to analysts and media		Y	www.facebook.com/mapfreinsurance www.linkedin.com/company/mapfre
D.8.4	Shareholding structure	OECD Principle V (A)	Y	2019 GENERAL INFORMATION SHEET (page 3 & 6)
D.8.5	Group corporate structure	OECD Principle V (E)	Y	2019 GENERAL INFORMATION SHEET
D.8.6	Downloadable annual report	ICGN 7.1 Transparent and open communication ICGN 7.2 Timely disclosure	Y	ANNUAL REPORT 2019 Note: Go to www.mapfre.com.ph click About Us →click Annual Report → click Annual Report 2019 to view REF
D.8.7	Notice of AGM and/or EGM		Y	2019 STOCKHOLDERS MEETING NOTICE OF AGM
D.8.8	Minutes of AGM and/or EGM		Y	2019 MINUTES OF AGM
D.8.9	Company's constitution (company's by-laws, memorandum and articles of association)		Y	2016 AMENDED BY-LAWS 2006 AMENDED ARTICLES OF INCORPORATION
D.9 Investor relations				
D.9.1	Does the company disclose the contact details (e.g. telephone, fax, and email) of the officer / office responsible for investor relations?	ICGN 7.1 Transparent and open communication	N/A	

SOURCE

GENERAL INFORMATION SHEET
Stock Corporation
===== PLEASE PRINT LEGIBLY =====

CORPORATE NAME: MAPFRE INSULAR INSURANCE CORPORATION (formerly, Mapfre Asian Insurance Corporation)					
TOTAL NUMBER OF STOCKHOLDERS: 98			NO. OF STOCKHOLDERS WITH 100 OR MORE SHARES EACH: 19		
TOTAL ASSETS BASED ON LATEST AUDITED FINANCIAL STATEMENTS: P4,842,588,412					
STOCKHOLDER'S INFORMATION					
NAME AND NATIONALITY	SHARES SUBSCRIBED				AMOUNT PAID (PhP)
	TYPE	NUMBER	AMOUNT (PhP)	% OF OWNER-SHIP	
MAPFRE INTERNACIONAL S.A. Spanish	Common	7,493,847	374,692,350	74.93%	374,692,350
SILVERIO BENNY J. TAN Filipino	Common	1	50		50
LUIS C. LA'O Filipino	Common	1	50		50
TIRSO ABAD Filipino	Common	1	50		50
[VACANT]					
INSULAR LIFE ASSURANCE COMPANY, LTD. Filipino	Common	2,499,998	124,999,900	24.99%	124,999,900
MONA LISA B. DELA CRUZ Filipino	Common	1	50		50
MAYO JOSE B. ONGSINGCO Filipino	Common	1	50		50
PEDRO E. ROXAS Filipino	Common	1	50		50
FRANCISO M. NORIEGA Indonesian	Common	1	50		50
NIKOLAOS ANTIMISSARIS Greek	Common	1	50		50
OTHER STOCKHOLDERS		6,147	307,350		307,350
TOTAL AMOUNT OF SUBSCRIBED CAPITAL			500,000,000.00		
TOTAL AMOUNT OF PAID-UP CAPITAL					P500,000,00.00

INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS

Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach the separate sheet, if necessary.

*Excluding Premium

PFRS 17 is effective for annual periods beginning on or after January 1, 2023. Full retrospective application is required, unless it is impracticable, in which case the entity chooses to apply the modified retrospective approach or the fair value approach. However, if the entity cannot obtain reasonable and supportable information necessary to apply the modified retrospective approach, then it applies the fair value approach. Early application is permitted for entities that apply PFRS 9 and PFRS 15 on or before the date of initial application of PFRS 17.

The Parent Company drives the implementation of the new insurance contract standard and have started with preparatory activities in early 2019 to transition most of its entities, including the Company. From then, the corporate project team has been very rigorous in carrying out global activities and in monitoring the progress of local units. Series of workshops and trainings were conducted to equip each local unit project team with technical knowledge on the new standard. Further, comprehensive technical guidelines were crafted and released by the corporate project team. At global level, technological solutions were acquired and configured, and necessary tests were carried out in maximum detail. Meanwhile, the Company project team prepared and enhanced local operating systems to integrate to the global technological infrastructure, analyzes existing data and contracts, and reviewed and commented on the group technical guidelines prior to its final release.

Notwithstanding the deferral of PFRS 17 implementation, the MAPFRE Group entities target to implement parallel go-live on first quarter of 2021, where succeeding months will be dedicated to training local and corporate teams in the new accounting closure processes in the new technological solutions, to carry out parallel closings and to make the necessary adjustments and decisions to successfully tackle the process of transition.

38. Management of Capital, Insurance and Financial Risk

Governance Framework

The primary objective of the Company's risk and financial management framework is to protect the Company from events that hinder the sustainable achievement of the Company's performance objectives, including failing to exploit opportunities. The Company recognizes the importance of having efficient and effective risk management system in place.

The Company has established risk management function with clear terms of reference for the BOD, its committees and the associated executive management committees. Further, a clear organization structure with documented delegated authorities and responsibilities from the BOD to executive management committees and senior managers has been developed. Lastly, a Company policy framework which sets out the risk appetite of the Company's operations has been put in place. Each committee has a member of senior management which is charged with overseeing compliance with the policy throughout the Company.

The BOD has approved the Company's risk management policies and meets regularly to approve any commercial, regulatory and own organizational requirements in such policies. The policies define the Company's identification of risks and its interpretation, limit structure to ensure the appropriate quality and diversification of assets, alignment of underwriting and reinsurance strategy to the corporate goals and specify reporting requirements.



**Policy for Managing Conflicts of Interest and Related Party Transactions of
MAPFRE Insular Insurance Corporation**

TABLE OF CONTENTS

I.	PURPOSE	3
II.	SCOPE.....	3
III.	DEFINITIONS	3
IV.	GUIDELINES IN ENSURING ARM’S LENGTH TERMS.....	5
V.	CONFLICTS OF INTEREST	5
	a) Scope of Application	
	b) Obligation to abstain from participating in the decision-making	
	c) Obligation to report the conflict of interest	
VI.	MATERIALITY THRESHOLDS AND EXCLUDED TRANSACTIONS.....	7
VII.	RELATED PARTY TRANSACTIONS	7
	a) Scope of Application	
	b) Authorization	
	c) Obligation of reporting related-party operation	
	d) Obligation to report material RPTs in the annual stockholder’s meeting	
VIII.	WHISTLEBLOWING MECHANISMS	9
IX.	RESTITUTION OF LOSSES AND OTHER REMEDIES FOR ABUSIVE RPTS.....	10
X.	RESPONSIBILITIES OF RPT COMMITTEE	10

I. PURPOSE

This Policy for managing conflicts of interest and Related Party Transactions (“RPTs”) (the “RPT Policy”) is made to ensure that RPT transactions are only undertaken on an arm’s length basis for the financial, commercial, and economic benefit of MAPFRE Insular Insurance Corp. (“MAPFRE INSULAR” or the “Company”) and the MAPFRE GROUP.

II. SCOPE

This RPT Policy shall capture a broader spectrum of transactions, covering not only those that give rise to credit and/or counterparty risks but also those that could pose material/special risk or potential abuse to the Company and its stakeholders.

III. DEFINITIONS

For the purpose of this policy, it is understood that:

- a) Significant Shareholders: those MAPFRE, S.A. and MAPFRE INSULAR shareholders who, directly or indirectly, hold a share in company capital that is equal to or higher than that legally considered significant or who have proposed or appointed any of the MAPFRE, S.A. and MAPFRE INSULAR directors, and persons related to the same.
- b) Senior Management Roles: the most senior management representatives of MAPFRE INSULAR.
- c) Senior Representative Roles: the members of the Board of Directors of MAPFRE INSULAR.
- d) MAPFRE, MAPFRE GROUP or GROUP: the business group integrated by MAPFRE, S.A., as the parent company, its companies, subsidiaries and dependents in accordance with what is established in Article 4 of the Spanish Stock Exchange Act.
- e) Subjected Persons: Senior Representative Roles and their representatives when they are legal persons, Senior Management Roles, managers and employees attached to the Senior Management Roles and employees attached to the Company

General Counsel and Corporate Finance Area, related parties as defined under Philippines IC Circular Letter No. 2017-29¹, and Related Persons to the same.

- f) Related Persons: persons or companies that, with regard to Subjected Persons and/or Significant Shareholders, have the condition of related persons and/or close family members in accordance with the provisions of article 231 of Spanish Companies Law² and of Philippines IC Circular Letter No. 2017-29³, respectively.
- g) RPTs: are transactions or dealings with Subjected Persons of the Company and the MAPFRE GROUP. These shall include, but not limited to the following:
 - a. on-and off-balance sheet credit exposures and claims and write-offs;
 - b. investments and/or subscriptions for debt/equity issuances;
 - c. consulting, professional, agency and other service arrangements/contracts;
 - d. purchases and sales of assets, including transfer of technology and intangible items (e.g. research and development, trademarks and license agreements);
 - e. construction arrangements/contracts;
 - f. lease arrangements/contracts;
 - g. trading and derivative transactions;
 - h. borrowings, commitments, fund transfers, and guarantees;
 - i. sale, purchase, or supply of any goods or materials; and
 - j. establishment of joint venture entities.

¹ Under IC Circular Letter No. 2017-29 Related Party" or "Related Parties" shall cover the Company's subsidiaries as well as affiliates and special purpose entities that the Company exerts direct/indirect control over or that exerts significant influence over the Company; its Board members; officers; stockholders and related interests; and their Close Family Members, as well as Corresponding Persons in Affiliated Companies. This shall also include such other person/juridical entity whose interests may pose potential conflict with the interest of the Company, hence, is identified as a Related Party.

² **Article 231. Directors' affiliates**

1. For the purposes of the preceding articles, directors' affiliates shall be the persons listed below:

- a) The director's spouse or persons with an analogous relationship.
- b) The director's or his/her spouse's parents, children and siblings.
- c) The spouses of the director's parents, children and siblings.
- d) Companies with which the director, directly or by proxy, is affiliated in any of the manners described in article 42, paragraph one of the commercial code.

2. When directors are bodies corporate, their affiliates shall be the persons listed below:

- a) Partners or shareholders who are affiliated with such body corporate in any of the manners described in article 42, paragraph one of the commercial code.
- b) De jure or de facto directors, liquidators, and attorneys with general powers of attorney in the company's body corporate director.
- c) Companies forming part of the same group and their partners or shareholders.
- d) Persons who, pursuant to the provisions of the preceding paragraph, qualify as affiliates in respect of the above body corporate's representative.

³ "Close Family Members" are persons related to the Company's directors, officers and stockholders ("DOS") within the second degree of consanguinity or affinity, legitimate or common-law. These shall include the spouse, parent, child, brother, sister, grandparent, grandchild, parent-in-law, son-/daughter-in-law, brother-/sister-in-law, grandparent-inlaw, and grandchild-in-law of the Company's DOS.

"Corresponding Persons in Affiliated Companies" are the DOS of the affiliated companies and their Close Family Members.

RPTs shall be interpreted broadly to include not only transactions that are entered into with Subjected Persons but also outstanding transactions that were entered into with an unrelated party that subsequently becomes a related party.

IV. GUIDELINES IN ENSURING ARM'S LENGTH TERMS

RPTs shall be conducted in the regular course of business and not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, fees, tenor, and collateral requirement) to such Subjected Persons than similar transactions with non-related parties under similar circumstances.

V. CONFLICTS OF INTEREST

a. Scope of application

The object of the present article is to establish and regulate the applicable procedure with regard to those operations or decisions where the interest of MAPFRE INSULAR, MAPFRE, S.A. or any of the companies in its GROUP collides, directly or indirectly, with the personal interest of the Subjected Persons.

The Subjected Persons will have personal interest when the matter affects him or her or, in the case of a member of the board, the shareholder or shareholders who proposed or appointed him or her, or persons related directly or indirectly to them.

b. Obligation to abstain from participating in the decision-making

All Subjected Persons must be loyal to the company interest, understood to be the interest of MAPFRE INSULAR, MAPFRE, S.A. and of all the companies that make up its GROUP and regardless of other own or independent interests. Consequently, they will abstain from giving precedence to their own interests at the expense of the GROUP interests, and will try to avoid any situation of conflict of interest when performing their duties.

In any case, the Subjected Persons must abstain from attending and participating in deliberations that affect matters in which he or she has a personal interest, and must likewise abstain from accessing confidential information relating to the same, warning those who are making the decision of the potential conflict.

c. Obligation to report the conflict of interest

All Subjected Persons must notify both the MAPFRE INSULAR and MAPFRE, S.A. Board of Directors, through its respective Secretary or Assistant Secretary if applicable, of any personal, family, professional or business situation, whether preexisting or that has arisen after his or her appointment, that may imply a conflict of interest with MAPFRE GROUP companies. Likewise, he or she must keep this information up-to-date, reporting any relevant change as soon as it takes place, along with any potential new conflict.

In the notification, the Subjected Persons must indicate whether the potential conflict of interest affects him or her personally or through a Related Person, in which case the latter must be identified. Likewise, the situation that gives rise to the same must be specified, and details must be given of the object and main conditions of the planned operation or decision and its approximate cost.

If, after studying the case, the Board of Directors of MAPFRE S.A. decides that the circumstance does not generate a conflict of interest with the MAPFRE GROUP, the interested party will be informed of this.

If the Board of Directors of MAPFRE S.A. decides that there is a conflict of interest, it must simultaneously inform the affected company and the Subjected Persons who — besides complying at all times with the duty of abstaining established in section b above — must comply with the measures for protecting the company interest established by that body depending on the circumstances of the case or, failing that, resign from his or her role.

The Board of Directors of MAPFRE S.A. will have a period of thirty workdays to adopt their decision and inform the interested party. If they do not decide within the aforementioned time frame, their silence will be considered to express the non-existence of conflict.

The Secretary of the MAPFRE, S.A. Board of Directors and the Secretary of the MAPFRE INSULAR Board of Directors will draw up a record of the situations of conflicts of interest of the Subjected Persons, which will be made available to the MAPFRE S.A. Audit and Compliance Committee when requested. The information contained in this record will be published in the cases and with the scope required by applicable regulations at all times.

VI. MATERIALITY THRESHOLDS AND EXCLUDED TRANSACTIONS

Materiality threshold shall be set for each type of transaction and for each related party group, depending on the nature of transaction and risks involved

VII. RELATED PARTY TRANSACTIONS

a. Scope of application

The object of the present article is to establish and regulate the applicable procedure with regard to those transactions that MAPFRE INSULAR , MAPFRE, S.A. or any of its GROUP companies perform with the Significant Shareholders, or with the Subjected Persons.

Senior Management Roles shall implement appropriate controls to effectively manage and monitor RPTs on a per transaction and aggregate basis. Without prejudice to the other provisions hereof, Senior Management Roles shall inform in writing the RPT Committee and the Secretary and/or Assistant Secretary of the MAPFRE INSULAR Board of Directors of any RPT.

Without prejudice to the other provisions hereof, the Secretary and/or Assistant Secretary of the MAPFRE INSULAR Board has the obligation to inform in writing MAPFRE, S.A. Board of Directors of all related party transaction within their knowledge , that MAPFRE INSULAR ,MAPFRE, S.A. or any of its GROUP companies perform with the Significant Shareholders, or with the Subjected Persons

Without prejudice to the other provisions hereof, the Chairman of the RPT Committee of MAPFRE INSULAR has the obligation to inform in writing MAPFRE INSULAR Board of Directors of all related party transaction that MAPFRE INSULAR ,MAPFRE, S.A. or any of its GROUP companies perform with the Significant Shareholders, or with the Subjected Persons.

All RPTs that are considered material as will be mentioned in section b below shall be endorsed by the RPT Committee Chairman to the board of directors of MAPFRE INSULAR and MAPFRE, S.A. for authorization.

b. Authorization from the MAPFRE, S.A. Board of Directors and MAPFRE INSULAR Board of Directors.

Any transaction that MAPFRE INSULAR, MAPFRE, S.A. or any of its GROUP companies perform with the Significant Shareholders, or with the Subjected Persons,

will be subject to prior authorization from the MAPFRE INSULAR Board of Directors and MAPFRE, S.A. Board of Directors in all cases, and as regards the latter must have a favorable report from the MAPFRE, S.A. Audit and Compliance Committee.

The MAPFRE, S.A. Board of Directors through the Audit & Compliance Committee and MAPFRE INSULAR's RPT Committee, will ensure that the aforementioned transactions are performed in market conditions and in accordance with current legislation. However, authorization from the MAPFRE, S.A. and MAPFRE INSULAR Board of Directors will not be required for those operations that simultaneously meet the following three conditions:

- They are carried out under contracts with standard terms and conditions, applicable en masse to other clients or, where applicable, providers;
- They go through at market rates set in general by the provider of the goods or services; and
- Their amount does not exceed 1 percent of the company's annual revenue, in accordance with the latest audited individual annual accounts for the last year end as of the date of the operation in question.

c. Obligation of reporting related-party operation

Without prejudice to what is established in section b. above, and unless exempted by the Board of Directors of MAPFRE SA, the Significant Shareholders and the Subjected Persons must inform the Secretary of the MAPFRE, S.A. Board of Directors and the Secretary of the MAPFRE INSULAR Board of Directors in writing regarding any transaction that they or their Related Persons (in this last case, whenever the affected person is aware of it) intend to perform with MAPFRE INSULAR , MAPFRE, S.A. or with any of its GROUP companies and which constitutes a related-party operation subject to authorization from the Board of Directors.

The Significant Shareholder or Affected Person must indicate the transaction that constitutes the related-party operation in that notification, including sufficient aspects of the operation to allow it to be appropriately identified by MAPFRE.

The Secretary of the Board of Directors of MAPFRE S.A. and MAPFRE INSULAR will maintain a record of the transactions performed with the Significant Shareholders and with the Subjected Persons, which will be made available to the MAPFRE, S.A. Audit & Compliance Committee when requested. The information contained in this record will be published in the cases and with the scope required by applicable regulations at all times.

d. Obligation to report material RPTs in the annual stockholder's meeting.

The approved material RPTs, those that cross the materiality threshold, and write-off of material exposures to related parties, will be submitted for confirmation by majority vote of the stockholders in the annual stockholders' meeting of MAPFRE INSULAR.

Any renewal or material changes in the terms and conditions of RPTs shall also be approved by the board of directors of MAPFRE INSULAR.

All final decisions of the board on material RPTs, including important facts about the nature, terms, conditions, original and outstanding individual and aggregate balances, justification and other details that would allow stockholders to make informed judgment as to the reasonableness of the transaction, must be clearly disclosed during stockholders meetings and duly reflected in the minutes of board and stockholders' meetings.

VIII. WHISTLEBLOWING MECHANISMS

Employees are encouraged to communicate, confidentially and without risk of reprisal, legitimate concerns about illegal, unethical or questionable RPTs.

In order to report any irregularities, an Email Box has been made available on www.mapfre.com/CDF, as an alternative channel, employees will also be able to lodge complaints by means of a letter addressed to:

MAPFRE
A/A. Secretario General
Ctra. Pozuelo, nº. 52
28222- Majadahonda (Madrid)

- ☐ The written report, which is not subject to a pre-determined model, should at least include the following information:
- ☐ Identification of the whistleblower, stating the employee's id number.
- ☐ Irregularity reported, detailing its specific circumstances together with, where possible, documentary evidence.
- ☐ Identification of the people directly responsible for the irregularity, if known.

“Personal details furnished via the Financial & Accounting Whistle-Blowing Channel of the MAPFRE Group will be processed by MAPFRE S.A. in a confidential manner, pursuant to the provisions of the data protection regulations in force”.

For more information, employees shall refer to www.mapfre.com/CDF

The Board of Directors of MAPFRE INSULAR has the responsibility to oversee the integrity, independence, and effectiveness of the policies and procedures for whistleblowing

IX. RESTITUTION OF LOSSES AND OTHER REMEDIES FOR ABUSIVE RPTS

Officers, directors, and employees who have been remiss in their duties in handling RPTs shall be subject to disciplinary measures in accordance with MAPFRE INSULAR's Code of Conduct and relevant corporate governance policies, without prejudice to the applicable legal remedies which MAPFRE INSULAR may avail.

X. RESPONSIBILITIES OF RPT COMMITTEE OF MAPFRE INSULAR

- 1) Evaluate on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships shall be reflected in the relevant reports to the board and regulators/ supervisors.
- 2) Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of MAPFRE INSULAR are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating RPTs, the Committee shall take into account, among others, the following:
 - a. The related party's relationship to MAPFRE INSULAR and interest in the transactions;
 - b. The material facts of the proposed RPT, including the proposed aggregate value of such transaction;
 - c. The benefits to MAPFRE INSULAR of the proposed RPT;
 - d. The availability of other sources of comparable products or services; and
 - e. An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. MAPFRE INSULAR shall have in place an effective price discovery system and have exercised due diligence in determining a fair price for RPTs.

- 3) Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to MAPFRE INSULAR RPT exposures, and policies on conflicts of interest or potential conflicts of interest. The disclosure shall include information on the approach to managing material conflicts of interest that are inconsistent with such policies; and conflicts that could arise as a result of MAPFRE INSULAR 's affiliation or transactions with other related parties.
- 4) Report to MAPFRE INSULAR board of directors on a regular basis, the status and aggregate exposures to each related party as well as the total amount of exposures to all related parties.
- 5) Ensure that transactions with related parties, including write-off of exposures, are subject to periodic independent review or audit process.
- 6) Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including the periodic review of RPT policies and procedures.

In 2019, the Parent Company and Insular Life infused capital amounting to P375.00 million and P125.00 million, respectively, to meet the net worth requirements of the IC as at December 31, 2019. The total amount of P500.00 million was presented as "Contingency surplus" in the statement of financial position (see Note 33).

Dividends payable as at December 31, 2019 and 2018 amounted to P0.48 million (see Note 21). No dividends have been declared in 2019 and 2018.

33. Related Party Transactions

Parties are related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions; and the parties are subject to common control or common significant influence. Related parties may be individuals or corporate entities.

Affiliates are related entities of the Company by virtue of common ownership and representation to management where significant influence is apparent.

Significant related party transactions are summarized below:

- a. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including managers and executives of the Company.

The summary of compensation of key management personnel is as follows:

	2019	2018
Salaries and other short-term employee benefits	P93,433,906	P101,348,238
Pension and other post-employment benefits	2,529,732	14,790,862
	P95,963,638	P116,139,100

- b. Significant related party transactions consist mainly of the following activities:

Category/Transaction	Note	Year	Amount of the Transaction	Outstanding Balances		Terms	Conditions
				Due from a Related Party	Due to Related Party		
MAPFRE Re Compañía de Reaseguros S.A.							
<i>(Entity under Common Control)</i>							
Inward commissions	20	2019	P33,788,765	P95,305	P -	Due and demandable;	Unsecured;
		2018	35,776,148	1,444	-	noninterest-bearing	no impairment
Reinsurance premium ceded	20	2019	219,853,297	-	15,928,185	Due and demandable;	Unsecured
		2018	144,296,385	-	57,207,881	noninterest-bearing	
RI Recoverable on paid losses	6	2019	76,627,358	76,627,358	-	Due and demandable;	Unsecured;
		2018	72,742,795	72,742,795	-	noninterest-bearing	no impairment
Funds held for reinsurers	20	2019	166,427,823	-	166,565,207	Due and demandable;	Unsecured
		2018	152,358,354	-	152,358,354	noninterest-bearing	
MAPFRE Global Risks S.A.							
<i>(Entity under Common Control)</i>							
Reinsurance premium ceded	20	2019	344,887,763	-	326,758,578	Due and demandable;	Unsecured
		2018	353,017,460	-	353,017,460	noninterest-bearing	
Inward commissions	20	2019	5,316,709	-	-		
		2018	-	-	-		
Premiums receivable	6	2019	-	-	137,384	Due and demandable;	Unsecured
		2018	137,384	-	-	noninterest-bearing	
MAPFRE Asistencia Compañía Internacional de Seguros Y Reaseguros, S.A.							
<i>(Entity under Common Control)</i>							
RI Recoverable on paid losses	6	2019	10,116,663	2,171,014	-	Due and demandable;	Unsecured;
		2018	48,686	20,422	-	noninterest-bearing	no impairment
Inward commissions	20	2019	3,270,963	-	-		
		2018	-	-	-		
Funds held for reinsurers	20	2019	-	-	-	Due and demandable;	Unsecured
		2018	5,916,568	-	5,916,568	noninterest-bearing	

Forward

NOTICE OF ANNUAL STOCKHOLDERS' MEETING

Dear Stockholder,

Please be advised that the annual meeting of the stockholders of **MAPFRE INSULAR INSURANCE CORPORATION** will be held on 25 March 2019 at 5:30 p.m. at the Board Room, 11th Floor, Mapfre Insular Corporate Center, Acacia Avenue, Madrigal Business Park, Ayala Alabang, Muntinlupa City.

The following matters shall be taken up at the annual meeting:

1. Approval of the Minutes of the Stockholders' Meetings of 19 March 2018

- Minutes of the Meeting held last March 19, 2018 will be presented and subject to approval of all the stockholders present

2. Report of Management 2018

- Operational Highlights of the Company for the 2018 will be presented to the stockholder.

3. Ratification of Acts, Resolutions and Contracts of the Board of Directors since the last Annual Meeting

- Summary of all the Acts, Resolution and Contracts of the Board of Directors for 2018 will be presented for Ratification of all the stockholders.

4. Election of the Board of Directors for 2019

- Profiles of the Nominees for Board of Directors will be presented for election

5. Appointment of R.G. Manabat & Co., a Philippine member firm of KPMG International as External Auditors

- The profile of the external auditor will be presented for appointment/re-appointment

6. Other Matters

- All other matters that need to be raised by all the stockholders present in this meeting will be discussed.

7. Adjournment

Please bring a valid government issued identification document (passport, driver's license, SSS ID, GSIS ID, Seniors Citizen ID) to facilitate your registration. If you are sending a representative, please issue a written proxy in favor of your representative.

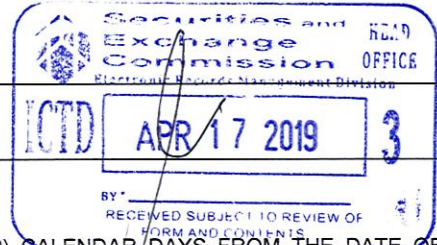
Your presence is earnestly requested. Please take note that Management is not soliciting proxies.

21 February 2019.



JONAS-KARL V. PEREZ
Corporate Secretary

**GENERAL INFORMATION SHEET (GIS)
FOR THE YEAR 2019
STOCK CORPORATION**



GENERAL INSTRUCTIONS:

1. FOR USER CORPORATION: THE GIS SHOULD BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS FROM THE DATE OF THE ANNUAL STOCKHOLDERS' MEETING. DO NOT LEAVE ANY ITEM BLANK. WRITE "N.A." IN THE INFORMATION REQUIRED IS NOT APPLICABLE TO THE CORPORATION OR "NONE" IF THE INFORMATION IS NON-EXISTENT. IF THE ANNUAL STOCKHOLDERS' MEETING IS HELD ON A DATE OTHER THAN THAT STATED IN THE BY-LAWS, THE GIS SHALL BE SUBMITTED WITHIN THIRTY (30) CALENDAR DAYS FROM THE ACTUAL DATE OF THE ANNUAL STOCKHOLDERS' MEETING.
2. IF NO MEETING IS HELD, THE CORPORATION SHALL SUBMIT THE GIS NOT LATER THAN JANUARY 30 OF THE FOLLOWING YEAR. HOWEVER, SHOULD AN ANNUAL STOCKHOLDERS' MEETING BE HELD THEREAFTER, A NEW GIS SHALL BE SUBMITTED/FILED.
3. THIS GIS SHALL BE ACCOMPLISHED IN ENGLISH AND CERTIFIED AND SWORN TO BY THE CORPORATE SECRETARY OF THE CORPORATION.
4. THE SEC SHOULD BE TIMELY APPRISED OF RELEVANT CHANGES IN THE SUBMITTED INFORMATION AS THEY ARISE. FOR CHANGES RESULTING FROM ACTIONS THAT AROSE BETWEEN THE ANNUAL MEETINGS, THE CORPORATION SHALL SUBMIT ONLY THE AFFECTED PAGE OF THE GIS THAT RELATES TO THE NEW INFORMATION TOGETHER WITH A COVER LETTER SIGNED BY THE CORPORATE SECRETARY OF THE CORPORATION. THE PAGE OF THE GIS AND COVER LETTER SHALL BE SUBMITTED WITHIN SEVEN (7) DAYS AFTER SUCH CHANGE OCCURRED OR BECAME EFFECTIVE.
5. SUBMIT FOUR (4) COPIES OF THE GIS TO THE CENTRAL RECEIVING SECTION, GROUND FLOOR, SEC BLDG., EDSA MANDALUYONG CITY. ALL COPIES SHALL UNIFORMLY BE ON A4 OF LETTER-SIZED PAPER WITH A STANDARD COVER PAGE. THE PAGES OF ALL COPIES SHALL USE ONLY ONE SIDE. CORPORATIONS SUBMITTING A COPY OF THEIR GIS ONLINE OR VIA INTERNET SHALL SUBMIT ONE (1) HARD COPY OF THE GIS, TOGETHER WITH THE CERTIFICATION UNDER OATH BY ITS CORPORATION SECRETARY THAT THE COPY SUBMITTED ONLINE CONTAINS THE EXACT DATA IN THE HARD COPY.
6. ONLY THE GIS ACCOMPLISHED IN ACCORDANCE WITH THESE INSTRUCTIONS SHALL BE CONSIDERED AS HAVING BEEN FILED.
7. THIS GIS MAY BE USED AS EVIDENCE AGAINST THE CORPORATION AND ITS RESPONSIBLE DIRECTORS/OFFICERS FOR ANY VIOLATION OF EXISTING LAWS, RULES AND REGULATIONS.

===== PLEASE PRINT LEGIBLY =====

CORPORATE NAME: MAPFRE INSULAR INSURANCE CORPORATION (formerly, Mapfre Asian Insurance Corporation)		DATE REGISTERED: September 1, 1934
BUSINESS/TRADE NAME: MAPFRE INSULAR INSURANCE CORPORATION		
SEC REGISTRATION NUMBER: PW-42		FISCAL YEAR END: December 31
DATE OF ANNUAL MEETING PER BY-LAWS: 4TH Monday of March		CORPORATE TAX IDENTIFICATION NUMBER (TIN) 000-491-771-0000
ACTUAL DATE OF ANNUAL MEETING: 25 March 2019		WEBSITE/URL ADDRESS: www.mapfre.com.ph
COMPLETE PRINCIPAL OFFICE ADDRESS: Metro Manila		E-MAIL ADDRESS: info@mapfreinsular.com
COMPLETE BUSINESS ADDRESS: Mapfre Insular Corporate Center, Acacia Avenue, Madrigal Business Park, Ayala Alabang, Muntinlupa City		FAX NUMBER: (632) 876-4344
NAME OF EXTERNAL AUDITOR & ITS SIGNING PARTNER (if applicable) R.G. Manabat & Co. a Philippine Member firm of KPMG International	SEC ACCREDITATION NUMBER	TELEPHONE NUMBERS: (632) 876-4444
PRIMARY PURPOSE/ACTIVITY/INDUSTRY PRESENTLY ENGAGED IN: NON-LIFE INSURANCE BUSINESS	INDUSTRY CLASSIFICATION INSURANCE	GEOGRAPHICAL CODE:

===== INTERCOMPANY AFFILIATIONS =====

PARENT COMPANY	SEC REGISTRATION NO.	ADDRESS
MAPFRE INTERNACIONAL S.A.	N.A.	Spain
SUBSIDIARY/AFFILIATE	SEC REGISTRATION NO.	ADDRESS
N.A.	N.A.	N.A.
N.A.	N.A.	N.A.
N.A.	N.A.	N.A.
N.A.	N.A.	N.A.

NOTE: USE ADDITIONAL SHEET IF NECESSARY

**GENERAL INFORMATION SHEET
STOCK CORPORATION**

===== PLEASE PRINT LEGIBLY =====

Corporate Name:

MAPFRE INSULAR INSURANCE CORPORATION
(formerly, Mapfre Asian Insurance Corporation)

A.

Is the Corporation a covered person under the Anti-Money Laundering Act (AMLA), as amended? (Rep. Acts. 9160/9164/10167/10385)

Yes



No



Please check the appropriate box:

1.

- ☐ a. Banks
- ☐ b. Offshore Banking Units
- ☐ c. Quasi-Banks
- ☐ d. Trust Entities
- ☐ e. Non-Stock Savings and Loan Associations
- ☐ f. Pawnshops
- ☐ g. Foreign Exchange Dealers
- ☐ h. Money Changers
- ☐ i. Remittance Agents
- ☐ j. Electronic Money Issuers
- ☐ k. Financial Institutions which Under Special Laws are subject to BangkoSentralngPilipinas' (BSP) supervision and/or regulation, including their subsidiaries and affiliates



4. Jewelry dealers in precious metals, who, as a business, trade in precious Metals



5. Jewelry dealers in precious stones, who, as a business, trade in precious stone



6. Company service providers which, as a business, Provide any of the following services to third parties.

2.

- ☒ a. Insurance Companies
- ☐ b. Insurance Agents
- ☐ c. Insurance Brokers
- ☐ d. Professional Reinsurers
- ☐ e. Reinsurance Brokers
- ☐ f. Holding Companies
- ☐ g. Holding Company Systems
- ☐ h. Pre-Need Companies
- ☐ i. Mutual Benefit Association
- ☐ j. All Other Persons and entities supervised and/or regulated by the Insurance Commission (IC)



a. acting as a formation agent of juridical persons
b. acting as (or arranging for another person to act as) a director or corporate secretary of a company, a partner of a partnership, or a similar position in relation to other juridical persons



c. providing a registered office, business address or accommodation, correspondence or administrative address for a company, a partnership or any other legal person or arrangement



d. acting as (or arranging for another person to act as) a nominee shareholder for another person

7. Persons who provide any of the following services:



a. managing of client money, securities or other assets.



b. management of bank, savings or securities accounts.



c. organization of contributions for the creation, operation or management of companies.



d. Creation, operation or management of judicial persons or arrangements, and buying and selling business entities.

8. None of the above

Describe the nature of business:

Non-Life Insurance

B. Has the Corporation complied with the requirements on Customer Due Diligence (CDD) or Know Your Customer (KYC), record-keeping, and submission of Reports under the AMLA, as amended, since the last filing of its GIS?

Yes



No



GENERAL INFORMATION SHEET
STOCK CORPORATION

===== PLEASE PRINT LEGIBLY =====

CORPORATE NAME: MAPFRE INSULAR INSURANCE CORPORATION (formerly, Mapfre Asian Insurance Corp.)							
CAPITAL STRUCTURE							
AUTHORIZED CAPITAL STOCK							
	TYPE OF SHARES	NUMBER OF SHARES	PAR/STATED VALUE	AMOUNT (PhP) (No. of shares x Par/State Value)			
	COMMON	10,000,000	₱ 50.00	₱500,000,000			
TOTAL				₱500,000,000			
SUBSCRIBED CAPITAL							
FILIPINO	NO. OF STOCKHOLDERS	TYPE OF SHARES*	NUMBER OF SHARES	NUMBER OF SHARES IN THE HANDS OF THE PUBLIC**	PAR/STATED VALUE	AMOUNT (PhP)	% OF OWNERSHIP
	95	COMMON	2,506,151	-----	₱ 50.00	₱ 125,307,550	25%
TOTAL						₱ 125,307,550	
FOREIGN (INDICATE BY NATIONALITY)	NO. OF STOCKHOLDERS	TYPE OF SHARES*	NUMBER OF SHARES	NUMBER OF SHARES IN THE HANDS OF THE PUBLIC**	PAR/STATED VALUE	AMOUNT (PhP)	% OF OWNERSHIP
Spanish	1	COMMON	7,493,847	-----	₱ 50.00	₱ 374,692,350	75%
Greek	1	COMMON	1	-----		₱ 50	
Indonesian	1	COMMON	1	-----		₱ 50	
Percentage of Foreign Equity: 75%			TOTAL 10,000,000		TOTAL	₱ 374,692,350	
TOTAL SUBSCRIBED						₱ 500,000,000	
PAID-UP CAPITAL							
FILIPINO	NO. OF STOCKHOLDERS	TYPE OF SHARES*	NUMBER OF SHARES	PAR/STATED VALUE	AMOUNT (PhP)	% OF OWNERSHIP	
	95	COMMON	2,506,151	₱ 50.00	₱ 125,307,550	25%	
TOTAL					₱125,307,550		
FOREIGN (INDICATE BY NATIONALITY)	NO. OF STOCKHOLDERS	TYPE OF SHARES	NUMBER OF SHARES	PAR/STATED VALUE	AMOUNT (PhP)	% OF OWNERSHIP	
Spanish	1	COMMON	7,493,847	₱ 50.00	₱ 374,692,350	75%	
Greek	1	COMMON	1		₱ 50		
Indonesian	1	COMMON	1		₱ 50		
TOTAL					₱ 374,692,450		
TOTAL PAID-UP					₱ 500,000,000		

NOTE: USE ADDITIONAL SHEET IF NECESSARY

* Common, Preferred or other classification

** Other than Directors, Officers, Shareholders owning 10% of outstanding shares

GENERAL INFORMATION SHEET
Stock Corporation
===== PLEASE PRINT LEGIBLY =====

CORPORATE NAME: MAPFRE INSULAR INSURANCE CORPORATION (formerly, Mapfre Asian Insurance Corp.)						
DIRECTORS/OFFICERS						
NAME AND NATIONALITY	INC'R	BOARD	SEX	STOCKHOLDER	OFFICER	EXEC. COMM.
SILVERIO BENNY J. TAN Filipino	N	C	M	Y	Chairman	Audit/M Nomination/M Compensation/C AMLA/C
LUIS C. LA'O Filipino	N	M	M	Y	Vice Chairman	Excom/M Audit/M Related-Party Transactions/M
TIRSO C. ABAD Filipino	N	M	M	Y	President & CEO	Excom/C Investment/M
MONA LISA B. DELA CRUZ Filipino	N	M	F	Y		Audit/M Nomination/M Investment/M
<u>[VACANT]</u>						
MAYO JOSE B. ONGSINGCO Filipino	N	I	M	Y		Compensation/M Audit/C Related-Party Transactions/C AMLA/M
PEDRO E. ROXAS Filipino	N	I	M	Y		Excom/M Investment/C Nomination/C Compensation/M Audit/M Related-Party Transactions/C AMLA/M
FRANCISO M. NORIEGA Indonesian	N	M	M	Y		
NIKOLAOS ANTIMISSARIS Greek	N	M	M	Y		Excom/M
JEAN A. ISRAEL Filipino	N	N	F	N	Senior Vice President/ Treasurer	
HECTOR N. CASTELLO Spanish	N	N	M	N	Senior Vice President	
INSTRUCTIONS: FOR SEX COLUMN, PUT "F" FOR FEMALE, "M" FOR MALE. FOR BOARD COLUMN, PUT "C" FOR CHAIRMAN, "M" FOR MEMBER, "I" FOR INDEPENDENT DIRECTOR. FOR INC'R COLUMN, PUT "Y" IF AN INCORPORATOR, "N" IF NOT FOR STOCKHOLDER COLUMN, PUT "Y" IF STOCKHOLDER, "N" IF NOT FOR OFFICER COLUMN, INDICATE PARTICULAR POSITION IF AN OFFICER, FROM VP UP INCLUDING THE POSITION OF THE TREASURER, SECRETARY, COMPLIANCE OFFICER AND/OR ASSOCIATED PERSON FOR EXECUTIVE COMMITTEE, INDICATE "C" IF MEMBER OF THE COMPENSATION COMMITTEE, "A" FOR AUDIT COMMITTEE, "N" FOR NOMINATION AND ELECTION COMMITTEE. ADDITIONALLY WRITE "C" AFTER SLASH IF CHAIRMAN AND "M" IF MEMBER.						

GENERAL INFORMATION SHEET

STOCK CORPORATION

===== PLEASE PRINT LEGIBLY =====

CORPORATE NAME:						
MAPFRE INSULAR INSURANCE CORPORATION (formerly, Mapfre Asian Insurance Corporation)						
DIRECTORS/OFFICERS						
NAME AND NATIONALITY	INC'R	BOARD	SEX	STOCKHOLDER	OFFICER	EXEC. COMM.
MILDRED R. HUGO Filipino	N	N	F	N	First Vice President	
PAMELA JOY R. CO Filipino	N	N	F	N	Vice President, Asst. Corporate Secretary & Compliance Officer	
KIMMY S. ALEGARBES Filipino	N	N	F	N	Vice President	
GIA LACANLALE Filipino	N	N	F	N	Vice President	
MALOU F. SANTIAGO Filipino	N	N	F	N	Vice President	
JENNYLOU D. JANDA Filipino	N	N	F	N	Assistant Vice President	
MARIE LOUISE A. LORENZO Filipino	N	N	F	N	Assistant Vice President	
EDGAR R. SOMOSIERRA Filipino	N	N	M	N	Assistant Vice President	
MARIVIC C. AGUILAR Filipino	N	N	F	N	Assistant Vice President	
JOJIE A. ALVAREZ Filipino	N	N	F	N	Assistant Vice President	
PAUL ANDRE C. BASA Filipino	N	N	M	N	Assistant Vice President	
JUDITH I. VELANO Filipino	N	N	F	N	Assistant Vice President	
ALVIN C. PURUGGANAN Filipino	N	N	M	N	Assistant Vice President	
EDEL O. GREGORIO Filipino	N	N	M	N	Assistant Vice President	
ROBERTO M. PUBLICO Filipino	N	N	M	N	Assistant Vice President	
SANCER T. PERTEZ Filipino	N	N	F	N	Assistant Vice President	
JONAS-KARL V. PEREZ Filipino	N	N	M	N	Corporate Secretary	

-NOTHING FOLLOWS-

INSTRUCTIONS:

FOR SEX COLUMN, PUT "F" FOR FEMALE, "M" FOR MALE.

FOR BOARD COLUMN, PUT "C" FOR CHAIRMAN, "M" FOR MEMBER, "I" FOR INDEPENDENT DIRECTOR.

FOR INC'R COLUMN, PUT "Y" IF AN INCORPORATOR, "N" IF NOT

FOR STOCKHOLDER COLUMN, PUT "Y" IF STOCKHOLDER, "N" IF NOT

FOR OFFICER COLUMN, INDICATE PARTICULAR POSITION IF AN OFFICER, FROM VP UP INCLUDING THE POSITION OF THE TREASURER, SECRETARY, COMPLIANCE OFFICER AND/OR ASSOCIATED PERSON

FOR EXECUTIVE COMMITTEE, INDICATE "C" IF MEMBER OF THE COMPENSATION COMMITTEE, "A" FOR AUDIT COMMITTEE, "N"

FOR NOMINATION AND ELECTION COMMITTEE. ADDITIONALLY WRITE "C" AFTER SLASH IF CHAIRMAN AND "M" IF MEMBER.

GENERAL INFORMATION SHEET
Stock Corporation
===== PLEASE PRINT LEGIBLY =====

CORPORATE NAME:					
MAPFRE INSULAR INSURANCE CORPORATION (formerly, Mapfre Asian Insurance Corporation)					
TOTAL NUMBER OF STOCKHOLDERS: 98			NO. OF STOCKHOLDERS WITH 100 OR MORE SHARES EACH: 19		
TOTAL ASSETS BASED ON LATEST AUDITED FINANCIAL STATEMENTS: P4,842,588,412					
STOCKHOLDER'S INFORMATION					
NAME AND NATIONALITY	SHARES SUBSCRIBED				AMOUNT PAID (PhP)
	TYPE	NUMBER	AMOUNT (PhP)	% OF OWNER- SHIP	
MAPFRE INTERNACIONAL S.A. Spanish	Common	7,493,847	374,692,350	74.93%	374,692,350
SILVERIO BENNY J. TAN Filipino	Common	1	50		50
LUIS C. LA'O Filipino	Common	1	50		50
TIRSO ABAD Filipino	Common	1	50		50
<u>[VACANT]</u>					
INSULAR LIFE ASSURANCE COMPANY, LTD. Filipino	Common	2,499,998	124,999,900	24.99%	124,999,900
MONA LISA B. DELA CRUZ Filipino	Common	1	50		50
MAYO JOSE B. ONGSINGCO Filipino	Common	1	50		50
PEDRO E. ROXAS Filipino	Common	1	50		50
FRANCISO M. NORIEGA Indonesian	Common	1	50		50
NIKOLAOS ANTIMISSARIS Greek	Common	1	50		50
OTHER STOCKHOLDERS		6,147	307,350		307,350
TOTAL AMOUNT OF SUBSCRIBED CAPITAL			500,000,000.00		
TOTAL AMOUNT OF PAID-UP CAPITAL					P500,000,00.00

INSTRUCTION: SPECIFY THE TOP 20 STOCKHOLDERS AND INDICATE THE REST AS OTHERS

Note: For PDTC Nominee included in the list, please indicate further the beneficial owners owning more than 5% of any class of the company's voting securities. Attach the separate sheet, if necessary.

*Excluding Premium

GENERAL INFORMATION SHEET
Stock Corporation
===== PLEASE PRINT LEGIBLY =====

CORPORATE NAME:			
MAPFRE INSULAR INSURANCE CORPORATION (formerly, Mapfre Asian Insurance Corporation)			
1. INVESTMENT OF CORPORATE FUNDS IN ANOTHER CORPORATION	AMOUNT (Php)	DATE OF BOARD RESOLUTION	
1.1 STOCKS	Php 70,466,044	ordinary course of business	
1.2 BONDS/COMMERCIAL PAPER	Php 436,594,918.22	- do -	
1.3 LOANS/ CREDITS/ADVANCES	N/A		
1.4 GOVERNMENT TREASURY BILLS	Php 549,212,026.58	- do -	
1.5 OTHERS			
2. INVESTMENT OF CORPORATE FUNDS IN ACTIVITIES UNDER ITS SECONDARY PURPOSES (PLEASE SPECIFY:)	DATE OF BOARD RESOLUTION	DATE OF STOCKHOLDERS	
NIL	NIL	NIL	
3. TREASURY SHARES	NO. OF SHARES	% AS TO THE TOTAL NO. OF SHARES ISSUED	
NIL	NIL		
4. UNRESTRICTED/UNAPPROPRIATED RETAINED EARNINGS AS OF END OF LAST FISCAL YEAR 12/31/18: Php350,713,247			
5. DIVIDENDS DECLARED DURING THE IMMEDIATELY PRECEDING YEAR:			
None			
TYPE OF DIVIDEND	AMOUNT (Php)	DATE DECLARED	
5.1 CASH			
5.2 STOCK			
5.3 PROPERTY			
TOTAL	P		
6. ADDITIONAL SHARES ISSUED DURING THE PERIOD:			
DATE	NO. OF SHARES	AMOUNT	
SECONDARY LICENSE/REGISTRATION WITH SEC AND OTHER GOV'T AGENCY:			
NAME OF AGENCY	SEC	BSP	IC
TYPE OF LICENSE/REGN.			INSURANCE COMPANY CERT OF AUTHORITY NO. 2016/41-R
DATE ISSUED:			DECEMBER 15, 2015
DATE STARTED OPERATIONS:			SEPTEMBER 1, 1934
TOTAL ANNUAL COMPENSATION OF DIRECTORS DURING THE PRECEDING FISCAL YEAR (In Php)	TOTAL NO. OF OFFICERS	TOTAL NO. OF RANK & FILE EMPLOYEES	TOTAL MANPOWER COMPLEMENT
Php 13,562,443.08	77	173	250

I, **PAMELA JOY R. CO**, Assistant Corporate Secretary OF THE ABOVE-MENTIONED CORPORATION DECLARE UNDER
(NAME) (POSITION)
THE PENALTY OF PERJURY, THAT ALL MATTERS SET FORTH IN THIS GENERAL INFORMATION SHEET CONSISTING OF ELEVEN (11)
PAGES HAVE BEEN MADE IN GOOD FAITH, DULY VERIFIED BY ME AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, ARE TRUE AND
CORRECT.

I HEREBY CERTIFY THAT THE PERSONS INDICATED AS MEMBERS OF THE BOARD OF DIRECTORS/TRUSTEES AND OFFICERS OF
THE CORPORATION HAD CONSENTED TO BE NOMINATED AND ELECTED.


I UNDERSTAND THAT THE FAILURE OF THE CORPORATION TO FILE THE GIS FOR FIVE (5) CONSECUTIVE YEARS SHALL BE
CONSTRUED AS NON-OPERATION OF THE CORPORATION AND A GROUND FOR THE REVOCATION OF ITS CERTIFICATE OF
INCORPORATION. IN THIS EVENTUALITY, THE CORPORATION HEREBY WAIVES ITS RIGHT TO A HEARING FOR THE SAID REVOCATION.

DONE THIS 12TH DAY OF APRIL 2019 IN MUNTINLUPA CITY.


PAMELA JOY R. CO
(SIGNATURE)

SUBSCRIBED AND SWORN TO BEFORE ME THIS APR 16 2019 AT MUNTINLUPA CITY, AFFIANT EXHIBITED TO ME HER IBP ID NO.
47243.

DOC. NO. 346
PAGE NO. 71
BOOK NO. 25
SERIES OF 2019.


RAQUEL R. BUENDIA
Notary Public for Muntinlupa City
until December 31, 2019
Notarial Commission No. 18-015
Roll of Attorneys No. 46144
IBP Lifetime Member No. 013272/PPLM
PTR No. 3244629/01.03.19/Muntinlupa City
MCLE Compliance No. V-0010497/09.18.15
Unit 704B Richville Corporate Tower
1107 Alabang-Zapote Road, MBP, Ayala Alabang
Muntinlupa City