

RESPONSIVE HEALTH & INSURANCE BROKERS, INC.
YEAR 2022 Annual Corporate Governance Questionnaire/Scorecard

RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
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Principle 1: The company should be headed by a competent, working board to foster the long- term success and sustainability of the corporation in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.

Recommendation 1.1

<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p> <p>2. Board has an appropriate mix of competence and expertise.</p> <p>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.</p>	<p>COMPLIANT</p>	<p>Provide information or link/reference to a document containing information on the following:</p> <p>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors</p> <p>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</p>	<p>The Company's Board of Directors is composed of a diversified group of individuals with different professional backgrounds and business expertise.</p>	<p>SEC GIS 2023</p> <p>Corporate Governance Manual</p> <p>2023 List of Board of Directors & Senior Management Officers</p>
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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT												
Recommendation 1.2																
1. The Board is composed of a majority of non- executive directors.	COMPLIANT	Identify or provide link/reference to a document identifying the directors and the type of their directorships	<p>The Company's Board of Directors do not hold executive positions except these 2 positions: Chairman of the Board (concurrently the President/CEO); Corporate Secretary (concurrently the Vice President for Operations)</p> <p>As at the date of this report, the Board of Directors has five (5) members. They are the following:</p> <table border="0" data-bbox="1093 630 1675 790"> <tr> <td>1. Maria Theresa D. Rodriguez</td> <td>Chairman / President</td> </tr> <tr> <td>2. Renante M. Navarro</td> <td>Treasurer</td> </tr> <tr> <td>3. Carmelita D. Rodriguez</td> <td>Board Member</td> </tr> <tr> <td>4. Mario A. Libas</td> <td>Board Member</td> </tr> <tr> <td>5. Angelita G. Pineda</td> <td>Board Member</td> </tr> <tr> <td>6. Aida N. Hornilla</td> <td>Corporate Secretary</td> </tr> </table> <p>From the time of the Company's incorporation date, the Chairman has concurrently held the position of CEO/President.</p>	1. Maria Theresa D. Rodriguez	Chairman / President	2. Renante M. Navarro	Treasurer	3. Carmelita D. Rodriguez	Board Member	4. Mario A. Libas	Board Member	5. Angelita G. Pineda	Board Member	6. Aida N. Hornilla	Corporate Secretary	<p>SEC GIS 2023</p> <p>2023 List of Board of Directors & Senior Management Officers</p>
1. Maria Theresa D. Rodriguez	Chairman / President															
2. Renante M. Navarro	Treasurer															
3. Carmelita D. Rodriguez	Board Member															
4. Mario A. Libas	Board Member															
5. Angelita G. Pineda	Board Member															
6. Aida N. Hornilla	Corporate Secretary															
Recommendation 1.3																
1. Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors.	COMPLIANT	Provide link or reference to the company's Board Charter or Manual on Corporate Governance relating to its policy on training of directors.	<p>Upon appointment, new directors are given a comprehensive orientation which includes Board of Directors duties and obligations, the terms of reference of the Board and board committees, and that Company policies.</p> <p>New directors meet with key senior executives for briefings on the Company's business, operations, risk management and governance practices.</p>	<p>Corporate Governance Manual</p> <p>Code of Business Ethics</p>												

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
Recommendation 1.4				
1. Board has a policy on board diversity.	COMPLIANT	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>Indicate gender composition of the board.</p>	<p>Candidates for the Board are selected based primarily on the business needs of the Company.</p> <p>The selection of new directors is hinged on several criteria such as business background, skills and competencies, while ensuring there is diversity in terms of gender.</p> <p>As of date, below is the composition of the BOD based on gender:</p> <p>Female – 60% Male – 40%</p>	<p>Corporate Governance Manual</p> <p>2023 List of Board of Directors & Senior Management Officers</p>
Recommendation 1.5				
1. Board is assisted in its duties By a Corporate Secretary.	COMPLIANT	Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.	The Company's Corporate Secretary on record effective April 1, 2023 is Ms. Aida N. Hornilla	<p>2023 List of Board of Directors & Senior Management Officers</p>
2. Corporate Secretary is a separate individual from the Compliance Officer.			Ms. Aida Hornilla is assisted by a third-party law firm with whom the Company has a retainer arrangement	
3. Corporate Secretary is not a member of the Board of Directors.			<ul style="list-style-type: none"> Quiason Makalintal Barot Torres Ibarra Sison Damaso Law Firm. 	

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.	Please refer to the website of Quiason Makalintal Barot Torres Ibarra Sison Damaso Law Firm for its corporate profile https://www.gmbti.com/	https://www.gmbti.com/
Recommendation 1.6				
1. Board is assisted by a Compliance Officer.	COMPLIANT	Provide information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties and functions.	The Company's designated Compliance Officer is Ms. Aida N. Hornilla, Vice President for Operations (who oversees HR & Compliance).	2023 List of Board of Directors & Senior Management Officers ACGR Certification Page
2. Compliance Officer has a rank of Vice President or an equivalent position with adequate stature and authority in the corporation.				
3. Compliance Officer is not a member of the board.	COMPLIANT		The Compliance Officer is also the Corporate Secretary.	ACGR Certification Page
4. Compliance Officer attends training/s on corporate governance annually.	COMPLIANT	Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.	The Compliance Officer, together with the whole Compliance Team, attended the IC Roundtable Discussion on Corporate Governance held last July 28, 2021 Continuing education and trainings on corporate governance for the Compliance Team will be part of the annual Training Plan.	

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<p align="center">Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.</p>				
<p>Recommendation 2.1</p>				
<p>1. Director's act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p align="center">COMPLIANT</p>	<p>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)</p>	<p>The Company Board of Directors are governed by the following principles.</p> <ol style="list-style-type: none"> 1. The Board has oversight responsibility for decisions made and action taken by the Company and for all outcomes. 2. The Board must have regard to the interests of customers at all times. 3. The Board shall have a policy of renewal in order to provide reinvigoration of the Board. 4. The Board shall have access to all the necessary information and expertise to fulfil its responsibilities. 5. The Board's focus shall always be on the sound and prudent management of the Company. 6. The Board should be satisfied that its oversight is adequate to ensure that the management and operation of the Company is in accordance with the strategy, direction and policies of the Board. 7. The Board must be able to demonstrate that it provides proactive knowledgeable guidance to, and oversight of, the business of the Company in conjunction with senior management. 	<p>Corporate Governance Manual</p>
<p>Recommendation 2.2</p>				

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting) Indicate frequency of review of business objectives and strategy	The annual operating plans and financial budgets are presented to the Board for its approval.	2023 Annual Stockholders Meeting Minutes
Recommendation 2.3				
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	Provide information or reference to a document containing information on the Chairperson, including his/hers name and qualifications	The Company's Board Chairman is Ms. Maria Theresa D. Rodriguez, who was elected as CEO/President. Ms. Rodriguez worked in the HMO industry for more than 20 years in senior leadership roles in business development, sales and executive management positions before creating the Company and heading the Board of Directors of the Company.	2023 List of Board of Directors & Senior Management Officers
Recommendation 2.4				
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	Disclose and provide information or link/reference to a document containing information on the company's succession planning and retirement policies and programs, and its implementation	Currently, the succession plan program key Directors and management positions has been developed. The Board Chairman has approved the new organizational / functional structure for the Company to make it customer-centric and internally efficient. This resulted to the promotion from within of a well-experienced manager to head the Sales and Customer Service Division and the hiring / placement of a senior leader to head the Finance Team to support Company's continuous growth. Succession planning for of key management positions is prioritized by the Board to ensure competent talents are onboard to expand the business.	2023 Annual Stockholders Meeting Minutes Organizational Structure

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT		The Company's corporate governance policy provides the guidelines for directors' term limits, resignation, disqualification, replacement.	Corporate Governance Manual
Recommendation 2.5				
1. Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members.	COMPLIANT	Provide information on or link/reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.	The Company remuneration strategy is designed to attract, motivate, and retain the best individuals, regardless of gender, ethnicity, age, disability or any other factor unrelated to performance or experience.	Remuneration Strategy
2. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT		The strategy aims to attract, motivate, and retain the best people who are committed to maintaining a long-term career with the Company and to perform their functional role in the long-term interests of the stakeholders. The Board Chairman signs the remuneration package of key corporate officers.	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT		To ensure proper check and balance in formulating Board remuneration strategy and its implementation plans, discussions and decisions are participated in by the Management team whose expertise is in compliance and human resources management. Directors do not participate in discussions concerning his/her own remuneration to avoid conflict of interest.	Corporate Governance Manual
Recommendation 2.6				

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholders,	The Nomination Committee has just been created with the Corporate Secretary (who is also a corporate officer – VP for Operations, as the head. The Board Chairman leads the board nomination and election role in coordination with the senior management team.	Corporate Governance Manual
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT	Provide proof if minority shareholders have a right to nominate candidates to the board. Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	The corporate governance policy prescribes that appointments to the Board shall be recommended and processed by the Nomination Committee in accordance with the procedures set forth. 1. Currently, the nomination and election policy are handled by the Board Chairman and assisted by three (3) Board members. 2. The most suitable candidates are selected based on the business needs taking into account the diversity in relevant industry experience, knowledge, skills, honesty, integrity and gender.	Corporate Governance Manual
3. Board nomination and election policy includes how the company accepts nominations from minority shareholders.	COMPLIANT		Board nomination and election policy in the corporate governance policy applies to majority and minority shareholders.	Corporate Governance Manual
4. Board nomination and election policy includes how the board reviews nominated candidates.	COMPLIANT		The Board Chairman reviews and evaluates the qualifications of all persons nominated to the Board and those requiring appointment by the Board.	Corporate Governance Manual

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
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		<p>The corporate governance policy prescribes performance standards as a guide in the performance of their roles - with diligence, integrity and in a manner which continues to create sustainable value for the shareholder,</p> <p>These are the standard performance effectiveness factors used to assess the performance of the Board members.</p>	Corporate Governance Manual
6. Board has a process for identifying the quality of directors that are aligned with the strategic directions of company	COMPLIANT		<ol style="list-style-type: none"> 1. Board's oversight role and contribution to the Company 2. Board's relationship to management 3. Quality of information provided to the Board 4. Board's effectiveness in engagement with and involvement in the formulation of the strategy and policies of the Company 	
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.	N/A	Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs.	<p>There were no related party transactions to report during the previous fiscal year.</p> <p>Material related party transactions, if any, are disclosed in the notes to the Company's financial statements.</p>	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	N/A	Identify transactions that were approved pursuant to the policy.		

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3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	N/A			
Recommendation 2.8				
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	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p>	<p>One of the Board's primary responsibilities is the selection, appointment, and performance management of Senior Management officers, including the Chief Executive Officers or the President.</p> <ol style="list-style-type: none"> 1. Related to this responsibility is the establishment of a regular performance management system for all staff (from rank and file to top executives) to measure actual performance against strategic objectives. 2. The Company conducts periodic performance appraisal (twice per year) to all its employees to measure actual performance vs performance targets. The Performance Appraisal system has three (3) components: <ol style="list-style-type: none"> a. Self-Assessment - Provides employees with an opportunity to reflect on their own performance and to provide their perspective on their strengths and weaknesses b. Peer Evaluation rating - Provides a more well-rounded evaluation, encourage collaboration, improve objectivity, identify strengths and weaknesses, and provide feedback for development. c. Performance Manager rating – The direct superior evaluates the performance of staff in a fair and objective manner and provide feedback that can be used to support their development and improve their performance. The basis of performance evaluation are mutually-agreed performance goals set at the onset of the performance period. 3. Staff development plans - Overall, the objective of performance 	<p>Corporate Governance Manual</p> <p>Employee Performance Appraisal Form</p>

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			<p>appraisal staff development plans is to help employees improve their performance and develop the skills they need to succeed in their current role and advance in their career. By providing employees with the necessary support and resources, organizations can build a high-performing workforce and achieve their strategic goals.</p>	
Recommendation 2.9				
<p>1. 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 Board and Senior Management.</p>	COMPLIANT	<p>Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.</p>	<p>The Board sets the framework for performance management of Senior Management team which includes the President /CEO.</p> <p>These are reviewed at the corporate level and cascaded to the different Department: Business Strategy, Key Results Areas; Key Performance Indicators</p>	<p>Corporate Governance Manual</p>

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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.	NOT COMPLIANT		The Company has a periodic performance management system for its officers and staff to assess their actual performance against targets set at the onset of the appraisal year.	
Recommendation 2.10				
1. Board oversees that an appropriate internal control systems is in place.	COMPLIANT	Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system.	<p>Currently, the Board Chairman is responsible for the oversight of internal controls and related policies and procedures</p> <p>At the senior management team level led by the Finance Manager, control procedures are in place for safeguarding assets against the unauthorized use or disposal; for maintaining proper accounting records; and for the reliability and usefulness of financial information used for the business.</p> <p>Such procedures are designed to manage and protect assets against losses or fraud.</p>	Corporate Governance Manual Organizational Structure

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2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT		<p>The corporate governance policies requires that Directors should avoid conflicts of interest, or perceived conflicts of interest, between their role as Director and their other activities and commitments.</p> <p>To avoid conflicts of interest, all Directors are required to obtain pre-clearance of any external appointments from the Board.</p>	Corporate Governance Manual
3. Board approves the Internal Audit Charter.	COMPLIANT	Provide reference of link to the company's Internal Audit Charter.	The Internal Audit team's roles and responsibilities are documented in the Corporate Governance manual.	Corporate Governance Manual
Recommendation 2.11				
1. 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	Provide information on or link/reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework. Provide proof of effectiveness of risk management strategies, if any.	<p>There is no formal Risk Management Committee within the Board level.</p> <p>In the absence of a Board committee on risk management, the Chairman performs the lead role on risk assessment in coordination with the senior management officers of the Company.</p>	Corporate Governance Manual
2. The risk management framework guides the Board in identifying unit's/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT		<p>All risks associated with each business activity and its alignment with strategy, risk governance and internal controls, and high-level risk related matters are reviewed.</p> <p>The Board has ultimate responsibility for the Company's risk management framework. Strong risk governance and accountability are embedded throughout the Company through an established enterprise-wide risk management framework that ensures appropriate oversight of, and accountability for, and clear escalation path for the effective management of risk at all levels of the organization and across all risk types.</p>	

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Recommendation 2.12				
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	COMPLIANT	Provide link to the company's website where the Board Charter is disclosed.	The corporate governance framework contains the Board's charter which serve as guide in continuously improving the Board's efficiency and effectiveness.	Corporate Governance Manual
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT			
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT		The corporate governance policy is uploaded to the Company's website.	
<p>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.</p>				
Recommendation 3.1				
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	Provide information or link/reference to a document containing information on all the board committees established by the company.	<p>The Board has created formal committees chaired by the Chairman to oversee specific functions.</p> <p>Refer to the GIS and Board Resolution for the composition of each Committee</p>	Corporate Governance Manual
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	Provide information or link/reference to a document containing information on the Audit Committee, including its functions. Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal	<p>The Board Committee provides the audit mandate to the Finance Manager. The Finance Manager implements the audit plan based on the Board's mandate, supported by the internal staff.</p> <p>Approval of appointment and removal of company's external auditor is currently under power of the President.</p> <p>In the recent Board meeting, the Board approved the contracting of an</p>	Corporate Governance Manual

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		of the company's external auditor.	external auditing entity.	
2. Audit Committee is composed of at least three appropriately qualified non- executive directors, the majority of whom, including the Chairman is independent.	COMPLIANT	Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.	From the Board level, the Audit Committee provides the Audit mandate to the Finance team.	Corporate Governance Manual
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.	The internal audit team members have relevant background and skills, in the areas of accounting audit, and finance.	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	COMPLIANT	Provide information or link/reference to a document containing information on the Chairman of the Audit Committee	Currently, the Chairman provides the Board's audit mandate to the Finance team.	
Recommendation 3.3				

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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	Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions.	<p>The corporate governance committee is headed by the Board Chairman.</p> <p>The Board adheres to the corporate governance policy in performing its roles as directors of the Company.</p> <p>The Company has a Code of Conduct for its Employees in terms of how they will perform their functional roles</p>	<p>Corporate Governance Manual</p> <p>Employees Code of Conduct</p>
2. Corporate Governance Committee is composed of at least three members, majority of whom should be independent directors,	COMPLIANT	Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.	<p>There is a board committee on Corporate Governance composed of the Board Chairman with the Compliance Officer as the member.</p> <p>The Board Chairman is the ultimate person in-charge for corporate governance roles at the Board level.</p>	
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.		
<p>Recommendation 3.4 Note: The establishment of a Board Risk Oversight Committee (BROC) is generally for conglomerates and companies with a high-risk profile.</p>				
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	N/A	Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions	<p>The Company is not part of a conglomerate or group of companies nor in the category of high-risk companies.</p> <p>This section is not applicable to the Company.</p>	

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2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	N/A	Provide information or link/reference to a document containing information on the members of the BROC, including their qualifications and type of directorship	This section is not applicable to our Company.	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	N/A	Provide information or link/reference to a document containing information on the Chairman of the BROC		
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	N/A	Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.		
Recommendation 3.5 Note: Examples of companies that may have a separate RPT Committee are conglomerates and universal/commercial banks in recognition of the potential magnitude of RPTs in these kinds of corporations.				
1. The Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	N/A	Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.	This section is not applicable to our Company.	
2. RPT Committee is composed of at least three non-executive directors, majority of whom should be independent, including the Chairman.	N/A	Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.		

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Recommendation 3.6				
1. All established committees have a Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information	COMPLIANT	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for the performance evaluation purposes.	The Board Committees were recently created. They perform their roles and responsibilities in accordance with the Corporate Governance manual. The Board Chairman is supported by the senior management team in formulating the mandates for audit, risk management, remuneration and corporate governance.	Corporate Governance Manual
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT		The corporate governance manual has the different committee roles and responsibilities.	Corporate Governance Manual
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	Provide link to company's website where the Committee Charters are disclosed.	Link to Company website page of Corporate Governance – see below https://responsivebrokers.com/corporate-governance	https://responsivebrokers.com/

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 participate in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and	COMPLIANT	Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.	The roles and responsibilities of the Board of Directors are defined in the corporate governance policies.	Corporate Governance Manual

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
regulations of the Commission.		Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.	Refer to the latest Annual Stockholders Meeting	2023 Annual Stockholders Meeting Minutes
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT			
3. The directors asks the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	Provide information or link/reference to a document containing information on any questions raised or clarification/ explanations sought by the directors.	Refer to the latest Annual Stockholders Meeting	2023 Annual Stockholders Meeting Minutes

Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs.				
Recommendation 5.1				
1. The Board is composed of at least twenty percent (20%) independent directors.	COMPLIANT	Provide information or link/reference to a document containing information on the number of independent directors in the board.	At least 20% of the Board are Independent Directors	2023 SEC GIS
Recommendation 5.2				
1. The independent directors possess all the necessary qualifications and none of the disqualifications to hold the position.	COMPLIANT	Provide information or link/reference to a document containing information on the qualifications of the independent directors.	Refer to the Company's Board Charter for the disqualifications (Director Departure).	Corporate Governance Manual
Recommendation 5.3				

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
<p>1. The independent directors serve for a maximum cumulative term of nine years.</p> <p>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.</p> <p>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.</p>	COMPLIANT	Provide information or link/reference to a documentshowing the years IDs have served as such.	Please refer to Corporate Governance policy on tenure of independent directors.	Corporate Governance Manual
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	COMPLIANT	Provide information or link/reference to a documentcontaining information on the company's policy on term limits for its independentdirector.	Refer to the Company's Corporate Governance manual for the disqualifications of independent directors.	Corporate Governance Manual
<p>3. In the instance that the company retains an independent director in the same capacity after nine years, the board submits to the Insurance Commission a formal written justification and seek shareholders' approval during the annual shareholders' meeting.</p>	N/A	Provide proof on submission of a formal written justification to the Insurance Commission and proof of shareholders' approval during the annual shareholders' meeting.	The Company has none of this case as of this date.	
Recommendation 5.4				

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	COMPLIANT	Identify the company's Chairman of the Board and Chief Executive Officer.	The Board Chairman, Ms Maria Theresa Rodriguez, concurrently hold the position of CEO/President from the time the company was incorporated. As the Board Chairman, the roles and responsibilities include providing leadership to the Board, setting the agenda for Board meetings, ensuring that directors receive timely and comprehensive information for informed deliberations and promoting high standards of corporate governance.	Corporate Governance Manual
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer. Identify the relationship of Chairman and CEO.	As the CEO/President, she leads the management team in implementing the decisions of the Board. To ensure check and balance of strategy formulation and decision-making from the top Board and executive positions, the Company Board Chairman has mandated the sourcing of qualified individuals to support the succession planning for key positions.	
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	Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any. Indicate if Chairman is independent.	The Board Chairman concurrently holds the executive position of CEO/President. The Company has implemented a succession plan for the CEO/President position.	
Recommendation 5.6				
1. Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations for the same.	N/A	Provide proof of abstention, if this was the case.	The Company did not have any transaction during the last fiscal year that would require a director from taking part in such deliberations.	
Recommendation 5.7				

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
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.	N/A	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	There are no business transactions that required meetings between non-executive directors and auditors during the previous year.	
2. The meetings are chaired by the lead independent director.	N/A			
Principle 6: The best measure of the Board's effectiveness performance as a body, and assess whether it possesses.				
Recommendation 6.1				
1. The Board conducts an annual assessment of its performance as a whole.	NOT COMPLIANT	Provide proof of annual assessments conducted for the whole board, the individual members, the Chairman and the performance of the Chairman is assessed the Committees,	Currently, there are no performance assessments done within and among the Board members.	Corporate Governance Manual
2. The performance of the Chairman is assessed annually by the Board.	NOT COMPLIANT		The Board will establish an annual performance assessment mechanism for the Board as collegial body this year.	
3. The performance of the individual member of the Board is assessed annually by the Board.	NOT COMPLIANT			
4. The performance of each committee is assessed annually by the Board.	NOT COMPLIANT			

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
5. Every three years, the assessments are supported by an external facilitator.	NOT COMPLIANT	Identify the external facilitator and provide proof of use of an external facilitator.	The Company has not engaged any external facilitator to help assess the Board performance	
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.	NOT COMPLIANT	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors	Currently, there is no performance appraisal system or tool that is in place to provide criteria for assessment of the Board, individual directors and committees. Moving forward, the Board will develop a performance assessment tool based on the corporate governance manual which prescribes the roles and responsibilities of the Board and committees.	
2. The system allows for a feedback mechanism from the shareholders.	NOT COMPLIANT	and committees, including a feedback mechanism from shareholders.	Moving forward, the results of these collective self-assessments will be reviewed and discussed at the Board. The assessment results will be used constructively to discuss improvement opportunities for the Board and board committees.	
Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.				
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		The Company adopts a code of business ethics based on defined corporate values which is premised on service excellence, trust and high level of professionalism. Everyone in the Company across all positions and levels is expected to reflect these values in how they behave and conduct business. The core values are inculcated across the organization through the performance management system, where employees are assessed not only on what they accomplished, but whether their behavior was aligned	Code Of Business Ethics

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
			<p>to the core values.</p> <p>An annual training plan includes foundational, skills and competency trainings, and leadership and mandatory trainings are offered to employees</p> <p>Refer to the Company Code of Conduct and Performance Appraisal instruments currently in place.</p> <p>New employees and board members are provided a copy of the Code or Conducts and other company policies.</p> <p>Link to Company website page of Corporate Governance – see below</p> <p>https://responsivebrokers.com/corporate-governance/</p>	<p>https://responsivebrokers.com/corporate-governance/</p>
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>COMPLIANT</p>	<p>Provide information on or link/reference to the company's Code of Business Conduct and Ethics</p>		
<p>1. The Code is disclosed and made available to the public through the company website.</p>	<p>COMPLIANT</p>		<p>Link to Company website page of Corporate Governance – see below</p> <p>https://responsivebrokers.com/corporate-governance/</p>	
<p>Recommendation 7.2</p>				

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.	All employees of the Company are required to undergo foundational trainings on the Company core values and code of conduct. The corporate values are inculcated across the Company through the performance management system where employees are assessed not only on what they have done, but whether their behavior was aligned to the corporate core values.	Employee Performance Appraisal Form
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT	Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.		
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.				
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	Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders.	The Board assesses the Company's Financial Statements based on the following principles. 1. Reports have been prepared in accordance with internal and statutory reporting standards 2. Relevant external auditor's management or comments are reported in the Annual Financial Statements.	2022 AFS Package
Recommendation 8.3				
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	Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive	The updated individual profile of the Board of Directors will be incorporated in the governance reports.	https://responsivebrokers.com/corporate-governance/

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
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	positions, professional experiences, expertise and relevant trainings attended.	The Board of Directors are identified and declared in public documents filed with SEC.	https://responsivebrokers.com/corporate-governance/
Recommendation 8.4				
1. 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.	N/A	Disclose or provide link/reference to the company policy and practice for setting board remuneration.	The Company has no regional presence; thus, it is not necessary to leverage with ASEAN Corporate Governance Scorecard.	
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.	N/A	Disclose or provide link/reference to the company policy and practice for determining executive remuneration.	The Company has no regional presence; thus, it is not necessary to leverage with ASEAN Corporate Governance Scorecard.	

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>COMPLIANT</p>	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p>	<p>Given the confidential nature of employees' remuneration, detailed disclosure on the remuneration of employees can be accessed by authorized senior management staff only.</p> <p>Executive directors and non-executive directors employed by the Company do not receive any remuneration or fees for their services as directors for the Company.</p> <p>The remuneration for such directors is paid through salaries in their capacity as employees and is decided based on Company remuneration policy.</p> <p>For the independent non-executive directors, their total annual compensation is one of the items booked under "Professional Fees"</p> <p>Director departure provisions are documented in the Company's Corporate Governance Manual.</p>	<p>Code Of Business Ethics</p>
<p>Recommendation 8.5</p>				
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	<p>COMPLIANT</p>	<p>Disclose or provide reference/link to company's RPT policies.</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>Provide information on all</p>	<p>Policies and accounting practices on material related party transactions complies with the local regulatory requirements and general laws.</p> <p>The Company's transactions with its related parties are presented in the Audited Financial Statements.</p>	<p>Code Of Business Ethics</p>

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
<p>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.</p>		<p>RPTs for the previous year on reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> 1. Name of the related counterparty; 2. Relationship with the party; 3. Transaction date; 4. Type/nature of transaction; 5. Amount of contract price; 6. Terms of the transaction; 7. Rationale for entering into the transaction; 8. The required approval (i.e., name of the board of directors approving, names and percentage of shareholders who approved) Based on the company's policy; and 9. Other terms and conditions. 		
Recommendation 8.6				
<p>1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).</p>	COMPLIANT	<p>Provide link to the company's website where the Manual on Corporate Governance is posted.</p>	<p>The Company's Corporate Governance Manual is posted in the Company's website as of this date.</p>	<p>Corporate Governance Manual</p>
<p>2. Company's MCG is posted on its company website.</p>	COMPLIANT			

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality

Recommendation 9.1

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	COMPLIANT	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.	The Audit Committee recommends appointment and removal of External Auditors and perform oversight functions. The committee can appoint a Corporate Auditor to review and approve the Internal Audit Plan to ensure conformity with the objectives of the Company.	Corporate Governance Manual
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	Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.	Removal of external auditors may be justified due to conflict of interest, due to audit report integrity, and other analogous reasons that puts the audit output questionable,	
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	Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.		
Recommendation 9.2				
1. Audit Committee Charter includes the Audit Committee's responsibility on:				

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
i. assessing the integrity and independence of external auditors;	COMPLIANT	Provide link/reference to the company's Audit Committee Charter.	<p>The Company's Audit Committee has oversight of the following functions:</p> <p>(a) reviewing financial reporting and internal financial controls</p> <p>(b) reviewing the integrity of the financial statements</p> <p>(c) disclosures relating to financial performance</p> <p>(d) reviewing the effectiveness of internal audit and the external audit process</p> <p>(e) reviewing the effectiveness of internal financial control systems</p>	Corporate Governance Manual
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.				
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's	COMPLIANT	Provide link/reference to the company's Audit Committee Charter.		
3. Suitability and effectiveness on an annual basis.				
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	Disclose the nature of non-audit services performed by the external auditor, if any.	<p>External Auditor: Francisca C. Godinez CPA, MBA</p> <p>The External Auditor does not provide non-audit services to the Company.</p>	
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	Provide link or reference to guidelines or policies on non-audit services.		
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.				

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
Recommendation 10.1				
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management	COMPLIANT	Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.	<p>We have an existing policy on Economic, Environmental, Social and Governmental Sustainability.</p> <p>The Company is committed to sustainable growth – we recognize that how we do business is just as important as what we do.</p> <p>Our business impacts many stakeholders – including customers, employees, suppliers, regulators, investors, and the wider communities we serve. Being sustainable means building strong relationships with these stakeholders and taking into account the issues that matter to them.</p>	Company Policy on EESG
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	COMPLIANT	Provide link to Sustainability Report, if any. Disclose the standards used.		
<p>Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.</p>				
Recommendation 11.1				
The company should have a website to ensure a comprehensive, cost efficient, transparent, and timely manner in disseminating information to the public	COMPLIANT	Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings /press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any	<p>The Company's website is found in this link:</p> <p>https://responsivebrokers.com/</p>	https://responsivebrokers.com/

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
<p>Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.</p>				
<p>Recommendation 12.1</p>				
<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>List quality service programs for the internal audit functions.</p> <p>Indicate frequency of review of the internal control system.</p>	<p>Currently, the Chairman of the Board (concurrently the President) is the Chief Audit Officer and she works with the internal Finance team to execute internal audit on a transactional basis.</p> <p>The Company has accredited a third-party entity to do operational and financial audit. The entity will implement an annual audit plan.</p> <p>The internal audit plan will include these principles:</p> <ol style="list-style-type: none"> 1. Assist the Board and Senior Management to protect the assets, reputation and ensure the financial sustainability of the Company 2. Provide an independent and objective assurance as to whether the design and operational effectiveness of the framework of risk management, control and governance processes, as designed and represented by management, is adequate. 	<p>Corporate Governance Manual</p>

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>Identify international framework used for Enterprise Risk Management. Provide information or reference to a document containing information on:</p> <ol style="list-style-type: none"> 1. Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks <p>Indicate frequency of review of the enterprise risk management framework.</p>	<p>While there is no Risk Management Committee in place at the Board level, this function is performed by the CEO/President.</p> <p>The Company's risk management framework provides an ete and efficient approach to govern the organization and monitor and mitigate risks to the delivery of our strategy.</p> <p>Risk Management Responsibilities: The Board mandates that appropriate senior and management accountability is designated, which together with adequate risk management processes are embedded in the business operations of the Company.</p> <p>The Board considers it essential that all levels of management and employees have knowledge of and are made aware of the types of risks (e.g. customer onboarding) are involved in both planning activities and day-to-day performance aspects of the business. Apart from senior management accountability.</p>	<p>Corporate Governance Manual</p>
<p>Recommendation 12.2</p>				
<p>1. Company has in place an independent internal audit function that provides an independent objective assurance, and consulting services designed to add value and improve the company's operations.</p>	<p>COMPLIANT</p>	<p>Disclose if the internal audit is or outsourced. If outsourced, identify external firm.</p>	<p>The Company has an internal Finance team which performs the functions of an internal audit team.</p> <p>This is a temporary audit team pending the outsourcing of internal audit to an external provider to ensure separation of roles/check and balance.</p> <p>The internal audit framework (composed of maker=>reviewer=>approver) creates a real-time audit process before a financial transaction is completed. Post transaction internal audit also uses the same framework and staff.</p> <ol style="list-style-type: none"> 1. Maker – Finance Specialist 2. Reviewer – Finance Supervisor 3. Approver – Finance Manager 4. Final Approver - President 	<p>Corporate Governance Manual</p>

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
Recommendation 12.3				
1. The company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.	The Chief Audit Officer is the Chairman (and concurrently the President) The Head of Finance (who is a Certified Public Account) provides the strategy and operating procedures for the audit plan.	Corporate Governance Manual
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider.	COMPLIANT		Currently, there is no Chief Audit Officer, however, the Board Chairman and concurrently the President, provide the audit mandate to the Finance team, including any portion that will be outsourced to a third party. The Head of Finance provides the strategy and operating procedures for the audit plan. This is a temporary setup that seeks to have separation of roles and check and balance.	Corporate Governance Manual
3. In case of a fully outsourced internal audit activity, qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	N/A	Identify qualified independent executive or senior management personnel, if applicable.	The Company has not outsourced internal audit as of this date.	
Recommendation 12.4				
The company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	Provide information on company's risk management function.	Currently, the risk management function is performed by the Chairman and President, assisted by senior management team who are composed of company key officers and internal subject matter experts or consultants.	Corporate Governance Manual

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
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Recommendation 12.4

1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	COMPLIANT	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background	The risk management framework is collectively performed by the senior management team. Instead, the CEO/President who is part of the Senior Management Team, performs this role.	List of Board of Directors and Senior Management Officers
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	COMPLIANT		The Chairman and President possesses the authority, competency and resources to fulfill the role of Chief Risk Officer	

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

Recommendation 13.1

1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	N/A	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.	The Company is not a publicly listed company.	
2. Board ensures that basic shareholder rights are disclosed on the company's website.		Provide link to company's website		

Recommendation 13.2

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
<p>3. 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.</p>	<p>COMPLIANT</p>	<p>indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out.</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the agenda included in the company's Information Statement</p>	<p>The Company is a close corporation where most of its Board members are either family members or working in the company. Thus, no notice of board meeting was necessary</p> <p>Moving forward, a formal Notice and Agenda will be sent at least 21 days before the Board Meeting which will include the following.</p>	
<p>Recommendation 13.3</p>				
<p>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.</p>	<p>N/A</p>	<p>Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.</p>	<p>The Company is not a publicly-listed corporation.</p>	
<p>Minutes of the Annual and Special Shareholders' Meetings are available on the company website within</p>	<p>COMPLIANT</p>	<p>Provide link to minutes of meeting in the company website. Indicate voting results for all agenda items, including</p>	<p>The minutes of the 2023 Annual Shareholders Meeting are in this link.</p>	<p>2023 Annual Stockholders Meeting Minutes</p>

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
five business days from the end of the meeting.		the approving, dissenting and abstaining votes. Indicate also if the voting on resolutions was by poll. Include whether there was opportunity to ask question and the answers given, if any.		
Recommendation 13.4				
1. Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner	COMPLIANT	Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes.	The Corporate Governance policy provides a dispute resolution mechanism in case of intra corporate disputes.	Corporate Governance Manual
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.		Provide link/reference to where it is found in the Manual on Corporate Governance.		
<p align="center">Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake; stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.</p>				
Recommendation 14.1				
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.	<p>The Company is committed to sustainable growth and as such, we ensure that we conduct our business in a responsible way. We put high importance to all our stakeholders – customers, employees, suppliers, regulators and shareholders</p> <ol style="list-style-type: none"> Code of Business Ethics is in place. Code of Conduct For The Employees is in place 	Code Of Business Ethics Employees Code Of Conduct
Recommendation 14.2				

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	Identify policies and programs for the protection and fair treatment of company's stakeholders.	The Board mandates that the Company conducts its business operations in the highest level of professionalism and with integrity to protect its shareholders.	Code Of Business Ethics Employees Code Of Conduct
Recommendation 14.3				
Board adopts a transparent and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	COMPLIANT	Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.	<p>The Company's employees have the opportunity to escalate concerns or known violations of company ethics or workplace policies.</p> <p>Employees may report actual or suspected unlawful activity or violation of company policy by submitting Incident Reports to President or Head of HR.</p>	Code Of Business Ethics Employees Code Of Conduct Policy On Anti-Corruption and Whistleblower Protection
	COMPLIANT	Provide information on whistleblowing policy, practices and procedures for stakeholders.		
<p>Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.</p>				

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
Recommendation 15.1				
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	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.	The Company conducts regular employee meeting and surveys to provide Management relevant information on employee concerns about work and employment issues. The results are shared to the Management as basis for decision making.	Code Of Business Ethics Employees Code of Conduct
Recommendation 15.2				
1. 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	Identify or provide link/reference to the company's policies, programs and practices on anti-corruption.	The Company adopts an anti-corruption policy in whatever way or form. Employees who are found to have participated in corruption practices in their line of work or who have assisted somebody to commit corruption are sanctioned administratively in accordance with the Company Code of Conduct.	Policy On Anti-Corruption and Whistleblower Protection
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	Identify how the board disseminated the policy and program to employees across the organization.	The anti-corruption and anti-bribery policy is embedded in the company's Code of Conduct. The policy is embedded in the Company's policies and procedures and various informal training and formal trainings are being made available to both employees and directors as support.	Policy On Anti-Corruption and Whistleblower Protection

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
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	Disclose or provide link to company whistle-blowing policy and procedure for employees. indicate if the framework includes procedures to protect the employees from retaliation, Provide contact details to report any illegal or unethical behavior.	The Company encourages employees to participate in whistleblowing activities through the Incident Reporting system We will create a policy specifically for this that will cover all employees performing different business functions.	Policy On Anti-Corruption and Whistleblower Protection
2. Board establishes a suitable framework for whistleblowing that allow employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT			
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.	The incident reporting system for whistleblowing will involve the Senior Management committee which includes the Chairman (concurrently the CEO/President)	Policy On Anti-Corruption and Whistleblower Protection

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
Recommendation 16				
<p>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.</p>	<p>COMPLIANT</p>	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p>	<p>The Company is committed to work with the community to grow its business sustainably.</p> <p>The Board-supported corporate social responsibility (CSR) activities allow the Company to offer different community projects that matter to the recipients.</p>	<p>Policy On Corporate Social Responsibility</p>

CERTIFICATION

The undersigned certify that the responses and explanations in the 2022 ANNUAL CORPORATE GOVERNANCE REPORT OF RESPONSIVE HEALTH & INSURANCE BROKERS, INC. are complete and correct based on our personal knowledge and authentic / factual Company records.

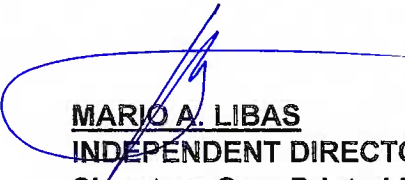
Signed in the City of Pasig on ___ May 2023.


MARIA THERESA RODRIGUEZ
CHAIRMAN OF THE BOARD
Signature Over Printed Name


MARIA THERESA RODRIGUEZ
PRESIDENT / CEO
Signature Over Printed Name


AIDA N. HORNILLA
CORPORATE SECRETARY
Signature Over Printed Name



AIDA N. HORNILLA
COMPLIANCE OFFICER
Signature Over Printed Name


MARIO A. LIBAS
INDEPENDENT DIRECTOR
Signature Over Printed Name

SUBSCRIBED AND SWORN TO ME THIS **MAY 18 2023** of May 2023, by the following individuals who are personally known to me or whom I have identified through competent evidence of identify by exhibiting to me their respective identification documents, as follows:

Name	ID Number
MARIA THERESA RODRIGUEZ	UMID SSS NO. 03-8504547-6
AIDA N. HORNILLA	UMID SSS NO. 03-7134998-2
MARIO A. LIBAS	TIN CARD NO. 111-301-080

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ATTY. ELISEO S. CALMA, JR.
Notary Public for Q.C./Until Dec. 31, 2024
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PTR No. 400717210/Jan. 03, 2023/Q.C.
IBP No. 257225, Jan. 01, 2023
MCLE Comp. No. VII-0006924(09/21/2021-04/14/2023)
Adm. Matter No. NP-062(2022-2023)
20 Kamagong St., Sapamanai Vill. East Fairview Q.C.
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