

RESPONSIVE HEALTH & INSURANCE BROKERS, INC.  
YEAR 2024 Annual Corporate Governance Questionnaire/Scorecard

RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
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				
1. The board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.  2. The board has an appropriate mix of competence and expertise.  3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT	Provide information or link/reference to a document containing information on the following:  1. Academic qualifications, industry knowledge, professional experience, expertise and relevant training of directors  2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmarks for the evaluation of their performance.	The Company's Board of Directors is composed of a diversified group of individuals with different professional backgrounds and business expertise.	Board of Directors  SEC GIS

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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>Three Company Board of Directors hold executive positions.</p> <p>As of the date of this report, the Board of Directors has five (5) members. They are the following:</p> <table><tr><td>1. Maria Theresa D. Rodriguez</td><td>Chairman / President</td></tr><tr><td>2. Leah M. Mamuyac</td><td>Treasurer</td></tr><tr><td>3. Mario Libas</td><td>Board Member</td></tr><tr><td>4. Jocelyn B. Lopez</td><td>Board Member</td></tr><tr><td>5. Angelita Pineda</td><td>Board Member</td></tr><tr><td>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. Leah M. Mamuyac	Treasurer	3. Mario Libas	Board Member	4. Jocelyn B. Lopez	Board Member	5. Angelita Pineda	Board Member	Aida N. Hornilla	Corporate Secretary	<p>Board of Directors</p> <p>Organization Chart</p>
1. Maria Theresa D. Rodriguez	Chairman / President															
2. Leah M. Mamuyac	Treasurer															
3. Mario Libas	Board Member															
4. Jocelyn B. Lopez	Board Member															
5. Angelita Pineda	Board Member															
Aida N. Hornilla	Corporate Secretary															
Recommendation 1.3																
1. Company provides in its Board Charter or Manual on Corporate Governance a policy on training directors.	COMPLIANT	Provide links or references to the company's Board Charter or Manual on Corporate Governance relating to its policy on training 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 <del>board</del> 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>												
Recommendation 1.4																

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
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 BOD based on gender:</p> <ul style="list-style-type: none"> <li>• Female – 80%</li> <li>• Male – 20%</li> </ul>	<p>List of Board of Directors</p> <p>Corporate Governance Manual</p>
<b>Recommendation 1.5</b>				
1. The board is assisted in its duties by a Corporate Secretary	COMPLIANT	<p>Provide information on or link/reference to a document containing information on the Corporate Secretary, including his/her name, qualifications, duties and functions.</p>	<p>The Company's Corporate Secretary on record is Ms. Aida N. Hornilla.</p> <p>Ms. Hornilla is currently the VP for Corporate Services of the Company. She is a highly experienced HR practitioner with over 30 years of corporate leadership experience in various multinational companies.</p> <p>She is assisted in her Corporate Secretary duties by a seasoned lawyer, Atty. Jake Tual..</p>	List of Board of Directors
2. Corporate Secretary is a separate individual from the Compliance Officer.				
3. Corporate Secretary is not a member of the Board of Directors.				

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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.		
<b>Recommendation 1.6</b>				
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 Corporate Services (who oversees HR & Compliance).	List of Board of Directors
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.	List of Board of Directors  Organizational Chart

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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.	<p>The Compliance Officer, together with the whole Compliance Team, attended the IC Roundtable Discussion on Corporate Governance held in 2021.</p> <p>Continuing education and training in corporate governance for the Compliance Team will be part of the annual Training Plan.</p>	
<b>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.</b>				
<b>Recommendation 2.1</b>				
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.	COMPLIANT	Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)	<p>The Company Board of Directors are governed by the following principles.</p> <ol style="list-style-type: none"> <li>1. The Board has oversight responsibility for decisions made and action taken by the Company and for all outcomes.</li> <li>2. The Board must have regard to the interests of customers at all times.</li> <li>3. The Board shall have a policy of renewal in order to provide reinvigoration of the Board.</li> <li>4. The Board shall have access to all the necessary information and expertise to fulfil its responsibilities.</li> <li>5. The Board's focus shall always be on the sound and prudent management of the Company.</li> <li>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.</li> <li>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.</li> </ol>	Corporate Governance Manual

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<b>Recommendation 2.2</b>				
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 Board reviews and approves the Company's business objectives and strategies annually. For 2025, the operating plans and financial budgets were submitted and approved. These are documented in the annual Board Resolutions and Minutes of Meetings. Strategic updates are also discussed quarterly or as needed.	Annual Stockholders Meeting
<b>Recommendation 2.3</b>				
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/her name and qualifications	The Chairperson of the Board is Ms. Maria Theresa D. Rodriguez, who also serves as the Company's President and Chief Executive Officer (CEO).  Ms. Rodriguez has over 20 years of senior leadership experience in the Health Maintenance Organization (HMO) industry, with expertise in business development, sales, and executive management. Her extensive background and industry knowledge played a key role in the establishment of the Company where she now leads both the executive team and the Board of Directors.  Relevant information on Ms. Rodriguez's qualifications and professional background may also be found in her LinkedIn account. <a href="https://www.linkedin.com/in/tess-rodriguez-75a61819/">https://www.linkedin.com/in/tess-rodriguez-75a61819/</a>	List of Board of Directors
<b>Recommendation 2.4</b>				
1. Board ensures and adopts an		Disclose and provide information or link/reference	The succession planning program for key management positions has been developed and is now in place.	Annual Stockholders Meeting

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effective succession planning program for directors, key officers and management.	COMPLIANT	to a document containing information on the company's succession planning and retirement policies and programs, and its implementation	<p>To strengthen organizational efficiency and enhance customer focus, the Board Chairman approved a new organizational and functional structure for the Company. As a result, we promoted a well-experienced staff member from within the organization and appointed a seasoned professional to lead two critical departments—Business Development and Customer Advocacy. In addition, we brought in a senior leader to head the Finance and Administration Team, ensuring strong support for the Company's continued growth.</p> <p>The Board remains committed to prioritizing succession planning for key management roles to ensure the Company is led by competent talents capable of driving business expansion.</p>	Organizational Chart
2. Board adopts a policy on the retirement of directors and key officers.	COMPLIANT		<p>The Company's Corporate Governance Policy outlines guidelines on the term limits, resignation, disqualification, and replacement of directors and key officers.</p> <p>While it does not specifically mandate a retirement age, it supports orderly succession through defined tenure policies and leadership transitions.</p>	Corporate Governance Manual
<b>Recommendation 2.5</b>				
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.	Remuneration Policy and Its Implementation:	Compensation Policy
2. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT		<p>The Company's remuneration policy is designed to attract, motivate, and retain high-performing individuals regardless of gender, age, ethnicity, disability, or any other non-performance-related factor. It supports long-term career development and aligns employee performance with the Company's strategic goals and stakeholder interests.</p> <p>Remuneration packages, particularly for key corporate officers, are subject to review and approval by the Board Chairman to ensure alignment with individual contributions and Company performance.</p> <p>Further details on the policy and its implementation may be found in the Company's Corporate Governance Manual or relevant internal guidelines.</p>	
				Corporate Governance Manual

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT		<p>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.</p> <p>Directors do not participate in discussions concerning his/her own remuneration to avoid conflict of interest.</p>	
Recommendation 2.6				
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	<p>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,</p> <p>Provide proof if minority shareholders have a right to nominate candidates to the board.</p>	<p>Nomination and Election Policy and Process:</p> <p>A Nomination Committee has recently been established, headed by the Corporate Secretary, who also serves as VP for Operations. Previously, the process was led by the Board Chairman, assisted by three (3) Board members, in coordination with senior management.</p> <p>Candidates are shortlisted based on the Company's current and long-term business needs, with a focus on qualifications such as experience, leadership, and values alignment. While there is no formal policy yet on shareholder nominations, including those from minority shareholders, the governance framework encourages transparency and inclusiveness in the nomination process.</p> <p>An assessment of the Board's nomination and election process is planned as part of the Company's commitment to continuous improvement in governance practices.</p>	Corporate Governance Manual



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2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT	Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	<p>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.</p> <ol style="list-style-type: none"> <li>1. Currently, the nomination and election policy are handled by the Board Chairman and assisted by three (3) Board members.</li> <li>2. The most suitable candidates are selected based on business needs taking into account the diversity in relevant industry experience, knowledge, skills, honesty, integrity and gender.</li> </ol>	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
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 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"> <li>1. Board's oversight and contribution to the Company</li> <li>2. Board's relationship with management</li> <li>3. Quality of information provided to the Board.</li> <li>4. Board's effectiveness in engagement with and involvement in the formulation of the strategy and policies of the Company</li> </ol>	

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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 transactions, including policy on review and approval of significant RPTs.	There were no related party transactions to report during the previous fiscal year.  Should any material related party transactions arise, they will be reviewed in accordance with the Company's RPT Policy and disclosed in the notes to the audited financial statements, in compliance with applicable regulations.	
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.		
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	Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.  Provide information on the assessment process and indicate frequency of assessment of performance.	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.  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) for all its employees to measure actual performance vs performance targets. The Performance Appraisal system has three (3) components:	Corporate Governance Manual  Employee Performance Appraisal Form

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			<ul style="list-style-type: none"> <li>a. Self-Assessment - Provides employees with an opportunity to reflect on their own performance and to provide their perspective on their strengths and weaknesses.</li> <li>b. Peer Evaluation rating - Provides a more well-rounded evaluation, encourage collaboration, improve objectivity, identify strengths and weaknesses, and provide feedback for development.</li> <li>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 is mutually agreed performance goals set at the onset of the performance period.</li> </ul> <p>3. Staff development plans - Overall, the objective of performance 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>	Employee Performance Appraisal Form
<b>Recommendation 2.9</b>				
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.	COMPLIANT	Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.	<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> <p>Employee Performance Appraisal Form</p>

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
2. The Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT		The Company has a periodic performance management system for its officers and staff to assess their actual performance against targets set at the beginning of the appraisal year.	
<b>Recommendation 2.10</b>				
1. Board oversees that an appropriate internal control systems is in place.	COMPLIANT	Provide information on or link/reference to a documentshowing the Board's responsibility for overseeingthat an appropriate internal control system is in place and what is included inthe internal control system.	<p>Oversight of the Internal Control System:</p> <p>The Board Chairman is currently responsible for overseeing the Company's internal control system, including related policies and procedures.</p> <p>At the senior management level, led by the Finance Manager, control procedures are implemented to safeguard Company assets from unauthorized use or disposal, maintain accurate accounting records, and ensure the reliability of financial information used in decision-making.</p> <p>These internal controls are designed to prevent losses and fraud, support operational efficiency, and ensure compliance with applicable laws and standards.</p>	Corporate Governance Manual

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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 require 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
<b>Recommendation 2.11</b>				
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 the 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 units/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 links to the company's website where the Board Charter is disclosed.	The corporate governance framework contains the Board's charter which serves as a 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		The corporate governance policy is uploaded to the Company's website.	<a href="https://responsivebrokers.com/">https://responsivebrokers.com/</a>
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT			
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions and responsibilities of all committees established should be contained in a publicly available Committee Charter.				
Recommendation 3.1				
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.	The Board has established formal committees, each chaired by the Chairman, to oversee specific functions critical to the company's operations.  For a comprehensive overview of all board committees, please refer to the GIS and Corporate Governance Manual.	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	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.  Approval of appointment and removal of company's external auditor is currently under power of the President.  In the recent Board meeting, the Board approved the contracting of an external auditing entity.	Corporate Governance Manual

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		recommend the appointment and removal of the companies. external auditor.		
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	The Chairman currently oversees the communication of the Board's audit mandate to the Finance team, ensuring that the team is aligned with the Board's expectations, objectives, and guidelines regarding the audit process. This includes clarifying the scope, responsibilities, and procedures to ensure compliance with the company's financial and regulatory requirements.	
<b>Recommendation 3.3</b>				

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1.Board establishes a Corporate Governance Committee tasked to assist theBoard in the performance of itscorporate 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 theCorporate Governance Committee, including its functions.	The corporate governance committee is headed by the Board Chairman.  The Board adheres to the corporate governance policy in performing its roles as directors of the Company.  The Company has a Code of Conduct for its Employees in terms of how each employee should perform their functional roles.	Corporate Governance Manual   Employee Code of Conduct
2.Corporate Governance Committee is composed of at least three members, the 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.	There is a board committee on Corporate Governance composed of the Board Chairman with the Compliance Officer as the member.  The Board Chairman is the ultimate person in-charge for corporate governance roles at the Board level.	
3.Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	Provide information or references to a documentcontaining information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.		
<b>Recommendation 3.4</b> <b>Note: The establishment of a Board Risk Oversight Committee (BROC) is generally for conglomerates and companies with a high-risk profile.</b>				
1. Board establishes a separate Board Risk Oversight Committee (BROC) that shouldbe responsible for the oversightof 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	The Company is not part of a conglomerate or group of companies nor in the category of high-risk companies.  This section is not applicable to the Company.	



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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 of risk and risk management.	N/A	Provide information or reference to a document containing information on the background, skills, and/or experience of the members of the BROC.		
<b>Recommendation 3.5</b> <b>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.</b>				
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	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
<b>Recommendation 3.6</b>				
1. All established committees have a Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting processes, 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 are necessary for performance evaluation purposes.	The Board Committees operate in line with the Corporate Governance Manual.  The Board Chairman, supported by senior management, formulates the mandates for the Audit, Risk Management, Remuneration, and Corporate Governance committees, ensuring alignment with the company's strategic and governance objectives.	Corporate Governance Manual
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT		The corporate governance manual has different committee roles and responsibilities.	Corporate Governance Manual
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	Provide links to the company's website where the Committee Charters are disclosed.	Link to Company website page of Corporate Governance – see below.	<a href="https://responsivebrokers.com/">https://responsivebrokers.com/</a>
<b>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.</b>				
<b>Recommendation 4.1</b>				
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 the Board, Committee and shareholders' meetings.	Referring to the latest Annual Stockholders Meeting	Annual Stockholders Meeting
2. The director's review meeting materials for all Board and Committee meetings.	COMPLIANT			
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	Provide information or link/reference to a document containing information on any questions raised or clarification/ explanations sought by the directors.	Referring to the latest Annual Stockholders Meeting	Annual Stockholders Meeting

**Principle 5: The board should endeavor to exercise 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	SEC GIS
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**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
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**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 effectiveness of this Circular should not be included in the application of the term limit prescribed in this item.</p>	COMPLIANT	Provide information or link/reference to a document showing the years IDs have served as such.	Please refer to the Corporate Governance policy on the 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 document containing information on the company's policy on term limits for its independent director.	Refer to the Company's Corporate Governance manual for the disqualifications of independent directors.	
<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 seeks 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 these cases 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.	As the CEO/President, she leads the management team in implementing the decisions of the Board.	
		Identify the relationship of Chairman and CEO.	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 is 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	
<b>Recommendation 6.2</b>				
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 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 on the Board. The assessment results will be used constructively to discuss improvement opportunities for the Board and board committees.	
<b>Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.</b>				
<b>Recommendation 7.1</b>				
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 Conduct and Ethics

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



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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.	2024 Audited Financial Statements
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 links or references to the directors' academic qualifications, share ownership in the company, membership of other boards, other executive	The updated individual profile of the Board of Directors will be incorporated in the governance reports.	<a href="https://responsivebrokers.com/">https://responsivebrokers.com/</a>

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
Board fully discloses all relevant 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 training attended.	The Board of Directors are identified and declared in public documents filed with SEC.	
<b>Recommendation 8.4</b>				
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
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	COMPLIANT	Provide breakdown of director remuneration and <u>executive compensation</u> , particularly the remuneration of the CEO.	<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's departure provisions are documented in the Company's Corporate Governance Manual.</p>	Code of Business Conduct & Ethics
<b>Recommendation 8.5</b>				
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions.	COMPLIANT	<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 comply 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>	Code of Business Conduct & Ethics

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
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.		RPTs for the previous year on reference to a document containing the following information on all RPTs: 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				
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	Provide links to the company's website where the Manual on Corporate Governance is posted.	The Company's Corporate Governance Manual is posted on the Company's website as of this date.	Corporate Governance Manual
2. Company's MCG is posted on its company website.	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 documentcontaining information on the process for approving and recommending the appointment, reappointment,removal and fees of the company's external auditor.	The Audit Committee recommends the 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.  Removal of external auditors may be justified due to conflict of interest, due to audit report integrity, and other analogous reasons that put the audit output questionable,	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 theappointment, reappointment,removal and fees of the external auditor.		
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public throughthe company website and required disclosures.	COMPLIANT	Provide information on or link/reference to a documentcontaining 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.	The Company's Audit Committee has an oversight of the following functions:  (a) reviewing financial reporting and internal financial controls  (b) reviewing the integrity of the financial statements  (c) disclosures relating to financial performance.  (d) reviewing the effectiveness of internal audit and the external audit process  (e) reviewing the effectiveness of internal financial control systems	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.	External Auditor: Francisca C. Godinez CPA, MBA  The External Auditor does not provide non-audit services to the Company.	
2. The Audit Committee stays alert to any potential conflict or interesting situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	Provide links 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
<b>Recommendation 10.1</b>				
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management	COMPLIANT	Disclose or provide links 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: EESGS
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.		
<b>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.</b>				
<b>Recommendation 11.1</b>				
The company should have a website to ensure comprehensive, cost-effective, 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	The Company's website is found in this link:	<a href="https://responsivebrokers.com/">https://responsivebrokers.com/</a>
<b>Principle 12: To ensure 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.</b>				

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
<b>Recommendation 12.1</b>				
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	<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"> <li>1. Assist the Board and Senior Management to protect the assets, reputation and ensure the financial sustainability of the Company.</li> <li>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.</li> </ol>	Corporate Governance Manual



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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	Identify international framework used for Enterprise Risk Management. Provide information or reference to a document containing information on: 1. Company's risk management procedures and processes 2. Key risks the company is currently facing. 3. How the company manages the key risks Indicate frequency of review of the enterprise risk management framework.	<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 <del>ade</del> 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>	Corporate Governance Manual
<b>Recommendation 12.2</b>				
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.	COMPLIANT	Disclose if the internal audits. or outsourced. If outsourced, identify external firm.	<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=&gt;reviewer=&gt;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"> <li>1. Maker – Finance Specialist</li> <li>2. Reviewer – Finance Supervisor</li> <li>3. Approver – Finance Manager</li> <li>4. Final Approver - President</li> </ol>	Corporate Governance Manual

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
<b>Recommendation 12.3</b>				
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 overseas 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 the event 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 an internal audit as of this date.	
<b>Recommendation 12.4</b>				
The company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	Provide information on the 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
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 ChiefRisk 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.	
2. CRO has adequate authority, stature, resources andsupport 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 aredisclosed in the Manual on Corporate Governance.	N/A	Provide links or reference to the company's Manual on Corporate Governance where shareholders' rightsare disclosed.	The Company is not a publicly listed company.	
2. The Board ensures that basic shareholder rights are disclosed on the company's website.		Provide link to company'swebsite		
Recommendation 13.2				

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
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.	COMPLIANT	<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>	
<b>Recommendation 13.3</b>				
The 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.	N/A	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.	The Company is not a publicly listed corporation.	
Minutes of the Annual and Special Shareholders' Meetings are available on the company website within	COMPLIANT	Provide links to minutes of meeting on the company website. Indicate voting results for all agenda items, including	The minutes of the 2023 Annual Shareholders Meeting are in this link.	Annual Stockholders Meeting

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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 an opportunity to ask questions 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.		
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.				
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.	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.  1. The Code of Business Ethics is in place.  2. The Code of Conduct for The Employees is in place.	Code of Business Conduct and Ethics  Employee 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 with the highest level of professionalism and with integrity to protect its shareholders.	Code of Business Conduct and Ethics  Employee Code of Conduct
<b>Recommendation 14.3</b>				
The board adopts a transparent process that allows 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.	The Company's employees have the opportunity to escalate concerns or known violations of company ethics or workplace policies.  Employees may report actual or suspected unlawful activity or violation of company policy by submitting Incident Reports to President or Head of HR.	Code of Business Conducts and Ethics  Policy on Anti-Corruption and Whistleblower Protection
	COMPLIANT	Provide information on whistleblowing policy, practices and procedures for stakeholders.		

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
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**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.**

**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 Conducts and Ethics  Policy on Anti-Corruption and Whistleblower Protection
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**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  Employee Code of Conduct
2. Board disseminates the policy and program to employees across the organization through training 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 training courses are being made available to both employees and directors as support.	Policy on Anti-Corruption and Whistleblower Protection  Employee Code of Conduct

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RECOMMENDATION	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION	DOCUMENT
<b>Recommendation 15.3</b>				
The 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. The Board establishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board, or a unit created to handle whistleblowing concerns.	COMPLIANT			
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				
Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	COMPLIANT	Provide information or reference to a document containing information on the company's community involvement and environment-related programs.	<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>	Policy on Corporate Social Responsibility