

COMPANY NAME Reliance Surety & Insurance Co., Inc.  
 FINANCIAL YEAR END 2019  
 SECTOR Insurance  
 COMPANY STRUCTURE Class 3

		Source Document/Location of Information	Answer	Remarks
<b>A Rights of Shareholders</b>				
<b>A.1 Basic Shareholder Rights</b>				
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general	<a href="#">Dividend Policy (2019 Annual Report, page 33)</a> <a href="#">Third Amended By-laws (Article II, Section 9 (h), page 6/Article VI, page 11/Article VIII, Section 1, page 12).</a>	Y	Cash dividends declared during the year 2016 were paid within thirty (30) days from the declaration and approval of the Board of Directors.
<b>A.2 Right to participate in decisions concerning fundamental corporate changes.</b>				
Do shareholders have the right to participate in:				
A.2.1	Amendments to the company's constitution?	<a href="#">Third Amended By-Laws (Article XI, page 13)</a>	Y	Shareholders have the right to participate in decisions concerning fundamental corporate changes.
A.2.2	The authorisation of additional shares?	<a href="#">Ninth Amended Articles of Incorporation (Article VII, page 4)</a>	Y	Shareholders have the right to participate in the authorisation of additional shares.
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	<a href="#">Third Amended By-Laws (Article XI, page 13)</a>	Y	Shareholders have the right to participate in decisions concerning fundamental corporate changes.
<b>A.3 Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.</b>				
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any	<a href="#">Compensation of Directors (2019 Annual Report, page 32)</a> <a href="#">Third Amended By-Laws (Article IX, Section 5, page 13)</a>	Y	Only the shareholders have the power to approve compensation or any increases in remuneration for the
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?	<a href="#">Nomination Form</a> <a href="#">Explanation of Agenda Items (Item VIII, page 2)</a> <a href="#">Minutes of 2020 ASM (item VIII, page 7)</a> <a href="#">Third Amended By-Laws (Article II, Section 2, page 3)</a>	Y	The company provides non-controlling shareholders a right to nominate candidates for board of directors. Nomination forms, together with the Explanation of Agenda items for the ASM, are downloadable from the website.
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?	<a href="#">Minutes of the ASM of June 25, 2020 (Item VIII, page 7)</a> <a href="#">Explanation of Agenda Items (Item VIII, page 2)</a>	Y	The company allows shareholders to elect directors individually. This was disclosed in the Explanation of Agenda Items accompanying the Notice of 2020 ASM and again during the 2020 ASM proceedings.
A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?	<a href="#">Notice of 2020 ASM</a> <a href="#">Minutes of the 2020 ASM (Item III, page 1)</a>	Y	The company discloses the voting and vote tabulation procedures used, in the Advance Notice to
A.3.5	Do the minutes of the most recent AGM record that there was an opportunity allowing for shareholders to ask questions or raise issues?	<a href="#">Minutes of the 2020 ASM (Items IV, V, VI, VII, IX and X, pages 2 - 9)</a>	Y	Shareholders are given ample opportunity to ask questions. The By-laws likewise allow shareholders to call for special meetings of the stockholders and to place items on the agenda of such meetings.
A.3.6	Do the minutes of the most recent AGM record questions and answers?	<a href="#">Third Amended By-laws (Article I, Sections 3-7, pages 1 - 2)</a>	Y	The questions and issues raised by the shareholders were duly recorded.
A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?	<a href="#">Summary of Voting Results</a>	Y	The disclosure of the outcome of the most recent ASM includes resolutions.
A.3.8	Does the company disclose the voting results including approving, dissenting, and abstaining votes for each agenda item for the most recent AGM?	<a href="#">Summary of Voting Results</a>	Y	The company discloses the voting results for each agenda item for the most recent ASM.
A.3.9	Does the company disclose the list of board members who attended the most recent AGM?		Y	The company discloses the list of board members who attended the most recent AGM.
A.3.10	Did the chairman of the board of directors/commissioners attend the most recent AGM?		Y	The Chairperson (Mrs. Mary Dee Co) of the Board of Directors attended the most recent ASM.
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?	<a href="#">Minutes of the 2020 ASM (Attendance, page 1)</a>	Y	The President (Mr. Andrew D. Co) attended and presided over the most recent ASM.

A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		Y	The Chairman of the Audit Committee (Mr. George V. Duque) attended the most recent ASM.
A.3.13	Did the company organise their most recent AGM in an easy to reach location?	<a href="#">Notice of 2020 ASM</a>	Y	The company organized its most recent ASM in an easy to reach location (Bayleaf Hotel, Intramuros, Manila
A.3.14	Does the company allow for voting in absentia?	<a href="#">Third Amended By-laws (Article I, Section 7, page 2)</a> <a href="#">Minutes of the 2020 ASM (page 1)</a> <a href="#">Proxy Form</a>	Y	The company allows for voting in absentia by proxy; proxy forms are downloadable from the website.
A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	<a href="#">Third Amended By-laws (Article I, Section 5, page 2)</a> <a href="#">Minutes of the 2020 ASM (Item III, pages 1 &amp; 2)</a> <a href="#">Ballot for Board Election</a> <a href="#">Voting Form for Stockholders' Resolutions</a>	Y	All resolutions requiring stockholders' approval were voted by poll; stockholders cast their votes using the Voting Form distributed prior to the start of the ASM and votes were taken by the External Auditor.
A.3.16	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?	<a href="#">Notice of 2020 ASM</a>  <a href="#">Minutes of the 2020 ASM</a>	Y	The company appointed the External Auditor to count and validate the votes at the recent ASM. This was disclosed in the Advance Notice to Stockholders as well as during the ASM.
A.3.17	Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM for all resolutions?	<a href="#">Summary of Votes</a>	Y	Summary of Votes was uploaded the following day, June 26, 2020
A.3.18	Does the company provide at least 21 days notice for all resolutions?	<a href="#">Notice of 2020 ASM</a> <a href="#">Agenda</a> <a href="#">Explanation of Agenda Items</a>	Y	The company provided the notice for all resolutions within 21 days prior to the ASM. The Notice for the 2020 ASM and related materials were uploaded on June 01, 2020.
A.3.19	Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?	<a href="#">Notice of 2020 ASM</a> <a href="#">Agenda</a> <a href="#">Explanation of Agenda Items</a>	Y	

**A.4 Markets for corporate control should be allowed to function in an efficient and transparent manner.**

A.4.1	In cases of mergers, acquisitions and/or takeovers, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?	<a href="#">RSI Audit Committee Charter</a>	Y	The Audit Committee recommends the appointment of and oversees the functions of the independent external auditor.
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**A.5 The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.**

A.5.1	Does the company publicly disclose policies to encourage shareholders including institutional shareholders to attend the AGM?	<a href="#">Notice of 2020 ASM</a>	Y	Stockholders were encouraged to attend by distributing and posting notices early.
A.5.2	Is the share ownership by institutional investors, other than controlling shareholders, greater than 5%?	<a href="#">2020 General Information Sheet (pages 4 - 5)</a>	Y	The company is held by only one controlling stockholder with 99.7% ownership.