

MANUAL ON CORPORATE GOVERNANCE

SUN LIFE OF CANADA (PHILIPPINES), INC.

Approved by the
Board of Directors
on 08 May 2020.

A handwritten signature in black ink, appearing to be 'J. L. Loh' or similar, written in a cursive style.

Corporate Secretary

MANUAL ON CORPORATE GOVERNANCE

SUN LIFE OF CANADA (PHILIPPINES), INC.

The Board of Directors and Management, *i.e.*, officers and staff, of Sun Life of Canada (Philippines), Inc. ("Corporation" or "SLOCPI") hereby commit themselves to the principles and best practices contained in this Manual on Corporate Governance ("Manual") and the applicable laws and regulations, which are deemed read into this Manual, and acknowledge that the same guide the attainment of SLOCPI's corporate goals.

I. OBJECTIVE

This Manual, which includes the Board Charter (Annex "A") and made an integral part hereof, shall institutionalize the principles of good corporate governance in the entire organization.

The Board of Directors (the "Board") and Management, employees, and shareholders, believe that corporate governance is a necessary component of what constitutes sound strategic business management and will therefore undertake every effort necessary to create awareness within the organization as soon as possible.

II. COMPLIANCE SYSTEM

A. Compliance Officer

1. To ensure adherence to corporate principles and best practices, the Board shall designate a Compliance Officer who shall hold the position of a Vice President or its equivalent. The Compliance Officer shall have direct access to the Chief Executive Officer, the Board, and to the Board's Risk Management Committee.
2. The Compliance Officer shall perform the following duties:
 - Monitor compliance with the provisions and requirements of this Manual;
 - Appear before the Corporation's Supervising Government Agencies upon summons on matters relative to this Manual that need to be clarified by the same;
 - Determine violation/s of the Manual and recommend the penalty for violation thereof for further review and approval of the Board;
 - Issue a certification when necessary, on the extent of the Corporation's compliance with this Manual for the completed year, explaining the reason/s for the latter's deviation from the same, if any;

- Identify, monitor, and control compliance risks;
 - Sit as a resource person in the Review Committee for Related Party Transactions;
 - Ensure that the Corporation complies with relevant rules and regulations and is informed of regulatory developments in areas affecting related parties;
 - Aid in the review of the Corporation's transactions and identify any potential RPT that would require review by the Board or RPT Committee; and
 - Ensure that the RPT policy is kept updated and is properly implemented throughout the Corporation.
3. The appointment of the Compliance Officer shall be immediately disclosed to the Corporation's Supervising Government Agencies. All correspondence relative to the Compliance Officer's functions as such shall be addressed to the Compliance Officer.
- B. Board of Directors.** Compliance with the principles of good corporate governance shall start with the Board. It shall be the Board's responsibility to foster the long-term success of the Corporation and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Corporation, its shareholders and other stakeholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities.
1. **General Responsibility.** A director's office is one of trust and confidence. A director shall act in a manner characterized by transparency, accountability and fairness.
2. **Duties and Responsibilities of the Board**
- Install a process of selection to ensure a mix of competent directors and officers;
 - Determine the Corporation's purpose, its vision and mission and strategies to carry out its objectives;
 - Ensure that the Corporation complies with all relevant laws, regulations and codes of best business practices;
 - Identify the Corporation's major and other stakeholders and formulate a clear policy on communicating or relating with them through an effective investor relations program;

- Adopt a system of internal checks and balances;
- Identify key risk areas and key performance indicators and monitor these factors with due diligence;
- Properly discharge Board functions by meeting regularly. Independent views during Board meetings shall be given due consideration and all such meetings shall be minuted;
- Keep Board authority within the powers of the institution as prescribed in the Articles of Incorporation and By-laws, and in existing laws, rules and regulations; ~~and~~
- Accomplish the Corporation's Board Effectiveness Questionnaire on an annual basis; and-
- Have the overall responsibility in ensuring that transactions with related parties are handled in a sound and prudent manner, with integrity, and in compliance with applicable laws and regulations to protect the interest of policyholders, members, planholders, card holders, claimants, creditors and other stakeholders; including:
 - To observe good governance and approve an overarching policy on the handling of RPTs to ensure that there is effective compliance with existing laws, rules and regulations at all times, that these are conducted on an arm's length basis, and that no stakeholder is unduly disadvantaged. A group-wide RPT policy shall be adopted, encompassing all entries within the group, taking into account their size, structure, risk profile and complexity of operations;
 - To approve all material RPTs, those that cross the materiality threshold, and write-off of material exposures to related parties, and submit the same for confirmation by majority vote of the stockholders in the annual stockholders' meeting. Any renewal or material changes in the terms and conditions of RPTs shall also be approved by the board of directors;
 - To receive reports on breaches of internal limits or sub-limits for individual and aggregate exposures to a related party and for aggregate exposures to all related parties, and decide whether to accept the exposure or to take steps to address the breaches, as may be necessary, and to duly document the foregoing in the minutes of the meetings;
 - To delegate to appropriate management committee the approval of RPTs that are below the materiality threshold, subject to confirmation by the board of directors;

- To establish an effective system to:
 - Determine, identify and monitor related parties and RPTs;
 - Continuously review and evaluate existing relationships between and among businesses and counterparties; and
 - Identify, measure, monitor and control risks arising from RPT; and.
 - Approve any changes in the policies and procedures regarding the foregoing;
- To maintain adequate capital against risks associated with exposures to related parties. In this regard, material risks arising from RPTs shall be considered in the capital planning process;
- To oversee the integrity, independence, and effectiveness of the policies and procedures for whistleblowing;
- To ensure that senior management addresses legitimate issues on RPT that are raised;
- To ensure that staff who raise concerns are protected from detrimental treatment or reprisals; and
- To constitute an RPT Committee.

3. Duties and Responsibilities of a Director

- Conduct fair business transactions with the Corporation and ensure that personal interest does not bias Board decisions;
- Devote time and attention necessary to properly discharge his duties and responsibilities;
- Act judiciously;
- Exercise independent judgment;
- Have a working knowledge of the statutory and regulatory requirements affecting the Corporation, including the contents of its Articles of Incorporation and By-Laws, the requirements of the Corporation's Supervising Government Agencies, and where applicable, the requirements of other regulatory agencies;
- Observe confidentiality; and

- Ensure the continuing soundness, effectiveness and adequacy of the Corporation's control environment.

C. **Board Committees.** To aid in complying with the principles of good corporate governance, the Board shall constitute the following Committees:

1. **Audit Committee.** The Audit Committee is a standing committee of the Board whose primary functions are to assist the Board with its oversight role with respect to:

- The integrity of financial statements and related information;
- The Corporation's compliance with financial regulatory requirements; and
- The adequacy and effectiveness of the internal control environment implemented and maintained by management.

The Audit Committee is composed of not less than three (3) Directors, all or majority of whom shall be independent Directors, including a Committee Chair, and who are appointed by the Board on an annual basis following each annual meeting.

The Audit Committee as a whole shall possess the experience and expertise required to fulfill the Committee's mandate.

Each member of the Audit Committee shall be financially literate, preferably having experience in accounting or finance, or at least an adequate understanding of, or competence in, most of the Corporation's financial and risk management systems and regulatory environment.

In the Sun Life Financial group, a member of the Audit Committee is financially literate if, after seeking and receiving any explanations or information from senior financial management of the Corporation or the External Auditor, that the member requires, the member is able to read and understand the financial statements of the Corporation to the extent sufficient to be able to intelligently ask, and to evaluate the answers to, probing questions about the material aspects of those financial statements.

Any member of the Audit Committee may be removed or replaced at any time by the Board and the Board shall fill vacancies in the Audit Committee.

a. **Structure and Operations**

A meeting of the Audit Committee may be called at any time by the Chairman of the Board, the Committee Chair or by two (2) members of the Committee. The Audit Committee meets as frequently as necessary, but not

less than four (4) times a year. A quorum at any meeting of the Committee shall be a majority of its members.

The External Auditor receives notices of, and may attend all Committee meetings. The Committee shall regularly hold private sessions with the External Auditor without management present and with the Internal Auditor without management or the External Auditor present.

On an annual basis, the Committee will review its Charter and the Forward Agenda for the Committee, where necessary, recommend changes to the Board for approval.

b. Duties and Responsibilities. The Audit Committee shall:

- Provide oversight of the Corporation's internal and external auditors;
- Consider the appointment of an internal auditor and independent external auditors and any question of resignation or dismissal;
- Maintain the Corporation's international standards for accounting and auditing processes, practices and methodologies, and observe the following in relation to this:
 - i. Remain 100% compliant with the International Accounting Standard; and
 - ii. Keep current the accountability statement that specifically identifies officers and/or personnel directly responsible for the accomplishment of such task.

The Audit Committee shall also perform the following:

Financial Reporting

- Review with management and the External Auditor and make recommendations to the Board on the approval of the Corporation's annual financial statements;
- In conducting its review of the annual financial statements:
 - i. Discuss with the External Auditor any significant changes that were required in the external audit plan, any significant issues raised with management during the course of the audit or review, including any restrictions on the scope of activities or access to information, and those matters that are required to be discussed under generally accepted auditing standards;

- ii. Receive a report from management of its review of financial statements;
- iii. Assure itself that the External Auditor is satisfied that the accounting estimates and judgments made by management, and management's selection of accounting principles, reflect an appropriate application of generally accepted accounting principles;
- iv. Discuss with the Actuary the parts of the financial statements prepared by that officer;
- v. Review with management and the External Auditor the Corporation's principal accounting practices and policies; and
- vi. Consider emerging industry, regulatory and accounting standards and the possible impact on the Corporation's principal accounting practices and policies.

External Audit

- Review with the External Auditor and management the overall scope of the annual audit plan, quality control procedures and the resources that the External Auditor will devote to the audit;
- Ensure that the External Auditor maintains its independence from the Corporation, and that the services provided are in accordance with Sun Life Financial's Policy Restricting the Use of External Auditors;
- Set the compensation of the external auditor in relation to the scope of its duties;
- Discuss and agree to the terms of the engagement letter issued by the external auditor prior to the approval of the engagement. Where relevant, the engagement letter should reflect changes in circumstances relevant to the external audit;
- Review management representation letters before these are transmitted to the external auditor to ensure that items in the letter are complete and appropriate; and
- Assess the extent of cooperation provided by Management during the conduct of the external audit.

Internal Control and Audit

- Require management to implement and maintain appropriate internal control procedures, and review, evaluate and approve procedures;
- Review management's reports on the effectiveness of Sun Life Financial's disclosure controls and procedures and its internal control over financial reporting;
- Review and approve the annual internal audit plan and oversee its coordination with the External Auditor's audit plan; and
- Review with management and the Internal Auditor the effectiveness of the internal control procedures, including a report thereon received from the Internal Auditor that includes disclosure of any significant changes that were required in the internal audit plan and any significant issues raised with management during the course of the internal audit, including any restrictions on the scope of activities or access to information.

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- Review investments and transactions that could adversely affect the well-being of the Corporation as the External Auditor or management may bring to the attention of the Audit Committee, and meet with the External Auditor to discuss any such investments and transactions; and
- Review matters within its mandate that are addressed in the regular examination and similar reports received from regulatory agencies.

Other

- Perform such other duties and exercise such other powers as may, from time to time, be assigned to or vested in the Audit Committee by the Board, and such other function as may be required of an audit committee by law or regulations.

2. **Risk Management Committee.** The Risk Management Committee shall be composed of at least three (3) members of the Board, at least one (1) of whom is an Independent Director, including a Committee Chair, and who are appointed by the Board on an annual basis following each annual meeting. Each member shall have at least an adequate understanding of, or competence in, most of the Corporation's risk management systems and regulatory environment.

a. Structure and Operations

A meeting of the Risk Management Committee may be called at any time by the Chairman of the Board, the Committee Chair or by two (2) members of the Committee. The Risk Management Committee meets as frequently as necessary, but not less than four (4) times a year. A quorum at any meeting of the Committee shall be a majority of its members.

On an annual basis, the Committee will review its Charter and the Forward Agenda for the Committee, where necessary, recommend changes to the Board for approval.

b. Duties and Responsibilities

- Provide oversight over senior management's activities in managing credit, market, liquidity, operational, legal and other risks of the Corporation. This includes receiving from senior management periodic information on risk exposures and risk management activities;
- At least annually, identify and review the major areas of risk in respect of the business activities of the Corporation, leveraging the Risk Identification Process and implementing policies or procedures to mitigate any material risks;
- Where necessary, invite specific functional unit representatives to make presentations at the meetings in the event that any particular material risks are identified in or by such functional units;
- Review the Top Ten Risks Report and/or Key Risks Assessment Report presented by the Risk Management Officer – Philippines;
- Review and assess current business practices to identify any material exposure and ways to mitigate the risk/exposure, if any;
- Review at least annually the effectiveness of and compliance with the policies implemented for the management and control of risks pursuant to the Risk Reporting Questionnaire to ensure adherence to risk policies and the relevant operating guidelines;
- Discuss any material regulatory and compliance risks and any emerging risks;
- Review any material legal risks or emerging risks; and
- Perform such other duties and exercise such powers as may from time to time be assigned to or vested in the Committee by the Board of Directors.

3. Nomination and Remuneration Committee. The Nomination and Remuneration Committee shall be composed of at least three (3) members of the Board, at least two (2) of whom are Independent Directors, including a Committee Chair, and in the absence of another Independent Director, the third member shall be a non-Executive Director. The members are appointed by the Board on an annual basis following each annual meeting.

a. Structure and Operations

A meeting of the Nomination and Remuneration Committee may be called at any time by the Chairman of the Board, the Committee Chair or by two (2) members of the Committee. The Nomination and Remuneration Committee meets as frequently as necessary, but not less than once a year. A quorum at any meeting of the Committee shall be a majority of its members.

On an annual basis, the Nomination and Remuneration Committee will review its Charter and the Forward Agenda for the Committee, where necessary, recommend changes to the Board for approval.

b. Duties and Responsibilities

- Recommend persons to fill any vacancy on the Board, which the Board may fill pursuant to the Corporation's By-Laws and subject to such internal rules and regulations of Sun Life Financial, Inc. on the same, directors to be appointed to committees of the Board, and nominees for election or re-election as directors;
- Consider potential director candidates from a list of nominees submitted to the Nomination and Remuneration Committee;
- Consider and if thought fit after consulting the Chief Executive Officer, approve requests from directors or committees of the Board for engagement of special advisors at the expense of the Corporation, in respect of any matter or issue for which independent advice is required. In this regard, the Corporation should retain the services of a search firm to assist in the selection of suitable candidates to fill any vacancy in the Board;
- Review and assess the following matters and make recommendations annually to the Board and/or the Corporation's shareholders with regard thereto:

- i. the compensation of independent directors; and
 - ii. the compensation of key officers.
- Develop the approach of the Corporation to corporate governance matters, including:
 - i. monitoring, on a continuing basis, the effectiveness of the corporate governance process within the Corporation; and
 - ii. making recommendations to the Board as to all such matters;
- Review and assess the following matters and make recommendations annually to the Board with regard thereto;
 - i. the process related to meetings of the Board, including timing and frequency of meetings, content of agendas and informational requirements of the Directors;
 - ii. the mandates of the committees of the Board;
 - iii. the adequacy of Directors and officers' liability insurance coverage;
 - iv. the process for the assessment of the contributions of individual Directors; and
 - v. the effectiveness of the Board as a whole and of each committee of the Board;
- Report to the Board and/or the shareholders as to all such matters; and
- Perform such other duties and exercise such powers as may from time to time be assigned to or vested in the Committee by the Board of Directors.

4. Review Committee for Related Party Transactions. The Review Committee for Related Party Transactions ("RPT Committee") shall be composed of at least two (2) members of the Board, all of whom are Independent Directors, and who are appointed by the Board on an annual basis following each annual meeting. Each member shall have at least an adequate understanding of the Corporation's ownership structure, i.e., parents, affiliates, and subsidiaries, and table of organization for employees, and the Related Party Transactions Operating Guideline – Enterprise (which will be read together with this Charter), as such may be amended from time to time. In case a member has a conflict of interest in a

particular related party transaction (“RPT”), he shall refrain from evaluating that particular transaction. The Compliance Officer or Internal Auditor may sit as resource persons in the RPT Committee.

a. The RPT Committee shall apply the following definitions:

- “Related Parties” shall cover the Corporation’s subsidiaries, affiliates, and special purpose entities that the Corporation exerts direct/indirect control over or that exerts Significant influence over the Corporation; the directors, officers; stockholders and related interests and their close family members, as well as corresponding persons in affiliated companies. This shall also include such other person/juridical entity whose interest may pose a potential conflict with the interest of the Corporation, hence is identified as a related party.
- “Significant Influence”, as defined by PAS 24, is the power to participate in the operating and financial policy decisions of an entity; it is not control over those policies. It may stem from share ownership, statute or agreement and may be exercised by representation on the Board of Directors, participation in the policy-making process, material inter-company transactions, interchange of management personnel and dependence on technical information.
- “Close Family Members” are persons related to the Corporation’s directors, officers, and stockholders (“DOS”) within the second degree of consanguinity or affinity, legitimate or common-law. These shall include the spouse, parent, child, brother, sister, grandparent, grandchild, parent-in-law, son-daughter-in-law, brother-/sister-in-law, grandparent-in-law, and grandchild-in-law of the Corporation’s DOS.
- “Corresponding persons in affiliated companies” are the DOS of the affiliated companies and their close family members.
- Under Section 290 of the Insurance Code, as amended by R.A. No. 10607, “Control” is presumed to exist if any person directly or indirectly owns, controls or holds with the power to vote forty percent (40%) or more of the voting securities of any other person. Provided, that no person shall be deemed to control another person solely by reason of his being an officer or director of such other person.
- “Control” of an enterprise exists when there is:
 - Power to govern the financial and operating policies of the enterprise under a statute or an agreement; or
 - Power to appoint or remove the majority of the members of the Board of Directors; or
 - Power to cast the majority votes at meetings of the Board of Directors or equivalent governing body; or

- Any other arrangement similar to any of the above.
- RPT's are transactions or dealings with related parties of the Corporation regardless of whether or not a price is charged. These shall include, but not limited to the following:
 - On-and off-balance sheet credit exposures and claims and write-offs;
 - Investments and/or subscriptions for debt/equity issuances;
 - Consulting, professional, agency and other service arrangements/contracts;
 - Purchases and sales of assets, including transfer of technology and intangible items (e.g. research and development, trademarks and license agreements);
 - Construction arrangements/contracts;
 - Lease arrangements/contracts;
 - Trading and derivative transactions;
 - Borrowings, commitments, fund transfers and guarantees;
 - Sale, purchase or supply of any goods or materials;
 - Establishment of joint venture entities; and
 - RPTs shall be interpreted broadly to include not only transactions that are entered into with related parties but also outstanding transactions that were entered into with an unrelated party that subsequently becomes a related party.

b. Structure and Operations

A meeting of the RPT Committee may be called at any time by at least two (2) members of the RPT Committee. The RPT Committee meets as frequently as necessary, but not less than once a year. A quorum at any meeting of the Committee shall be a majority of its members. In case a majority vote cannot be obtained, the matter shall be referred to the Board of Directors, for final decision.

On an annual basis, the RPT Committee will review its Charter and the Forward Agenda for the RPT Committee, and where necessary, recommend changes to the Board for approval.

c. Duties and Responsibilities

- Evaluate on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships shall be reflected in the relevant reports to the board and regulators/ supervisors.
- Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with

non-related parties under similar circumstances and that no corporate or business resources of the Corporation are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating RPTs, the Committee shall take into account, among others, the following:

- The related party's relationship to the Corporation and interest in the transactions;
 - The material facts of the proposed RPT, including the proposed aggregate value of such transaction;
 - The benefits to the Corporation of the proposed RPT;
 - The availability of other sources of comparable products or services; and
 - An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The Corporation shall have in place an effective price discovery system and have exercised due diligence in determining a fair price for RPTs.
 - All RPTs that are considered material based on Corporation's internal policies shall be endorsed by the RPT Committee to the Board of Directors for approval.
- Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Corporation's RPT exposures, and policies on conflicts of interest or potential conflicts of interest. The disclosure shall include information on the approach to managing material conflicts of interest that are inconsistent with such policies; and conflicts that could arise as a result of Corporation's affiliation or transactions with other related parties.
 - Report to the Board of Directors on a regular basis, the status and aggregate exposures to each related party as well as the total amount of exposures to all related parties.
 - Ensure that transactions with related parties, including write-off of exposures, are subject to periodic independent review or audit process.
 - Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including the periodic review of RPT policies and procedures.
 - Perform such other duties and exercise such powers as may from time to time be assigned to or vested in the Committee by the Board of Directors.

The Board may also constitute the following:

5. Investment Committee.

- a. The Investment Committee shall be composed of at least three (3) members of the Board, including a Committee Chair who is appointed by the Board. Each member shall have at least an adequate understanding of, or competence in, most of the Corporation's investment policies, guidelines and program.
- b. Duties and Responsibilities
 - Review the annual investment plan; and
 - Assess investment performance.
6. **Others.** Such other Board Committees as may be required by law and regulations, or as may be deemed necessary by the Board.

D. The Corporate Secretary

1. The Corporate Secretary is an officer of the Corporation and perfection in performance and no surprises are expected of him. Likewise, his loyalty to the mission, vision and specific business objectives of the Corporation come with his duties.
2. The Corporate Secretary shall be a Filipino citizen.
3. Considering his varied functions and duties, he must possess administrative and interpersonal skills, and if he is not the general counsel, then he must have some legal skills. He must also have some financial and accounting skills.
4. Duties and Responsibilities
 - Gather and analyze all documents, records and other information essential to the conduct of his duties and responsibilities to the Corporation;
 - As to the agenda, get a complete schedule thereof at least for the current year and put the Board on notice before every meeting;
 - Assist the Board in making business judgment in good faith and in the performance of their responsibilities and obligations;
 - Attend all Board meetings and maintain records of the same;
 - Act as the secretary of the Board Committees; and

- Submit to the Supervising Government Agencies, at the end of every fiscal year, an annual certification on the attendance of the Directors during Board meetings.

E. External Auditor

1. An external auditor shall enable an environment of good corporate governance as reflected in the financial records and reports of the Corporation. An external auditor shall be selected and appointed by the stockholders upon recommendation of the Audit Committee.
2. The reason/s for the resignation, dismissal or cessation from service, and the date thereof, of an external auditor shall be reported in the Corporation's annual and current reports. Said report shall include a discussion of any disagreement with said former external auditor on any matter relating to accounting principles or practices, financial statement disclosure or auditing scope or procedure.
3. The external auditor shall not at the same time be the Corporation's internal auditor. The Corporation shall ensure that other non-audit work shall not be in conflict with the functions of the external auditor.
4. The external auditor shall be rotated or the handling partner shall be changed every five (5) years or earlier.

F. Internal Auditor

1. The Corporation shall have in place an independent internal audit function which shall be performed by an Internal Auditor or group of internal auditors through which the Board, senior management, and stockholders shall be provided with reasonable assurance that the Corporation's key organizational and procedural controls are effective, appropriate, and complied with.
2. The Internal Auditor shall report to the Audit Committee.
3. The minimum internal control mechanisms for management's operational responsibility shall center on the Chief Executive Officer, being ultimately accountable for the Corporation's organizational and procedural controls.
4. The scope and particulars of the Corporation's system of effective organizational and procedural controls shall be based on the following factors: the nature and complexity of the business and the business culture; the volume, size and complexity of transactions; the degree of risk; the degree of centralization and delegation of authority; the extent and effectiveness of information technology; and the extent of regulatory compliance.

5. The Internal Audit function shall conduct a period formal review of the effectiveness of the Corporation's system and internal controls governing RPTs to assess consistency with the board-approved policies and procedures. The resulting audit, reports, including exceptions or breaches in limits, shall be communicated directly to the Audit Committee and the RPT Committee.

III. COMMUNICATION PROCESS

- A. This Manual shall be available for inspection by any stockholder of the Corporation at reasonable hours on business days.
- B. All Directors, executives, department and section heads are tasked to ensure the thorough dissemination of this Manual to all employees and related third parties, and to likewise enjoin compliance in the process.
- C. An adequate number of printed copies of this Manual must be reproduced under the supervision of the Human Resources Department, providing a minimum of at least one (1) copy of the Manual per department.

IV. TRAINING PROCESS

- A. If necessary, funds shall be allocated by the Chief Financial Officer for the purpose of conducting an orientation program or workshop to put this Manual into operation.

V. REPORTORIAL OR DISCLOSURE SYSTEM OF CORPORATE GOVERNANCE POLICIES

- A. The reports of disclosures required under this Manual shall be prepared and submitted to the Corporation's Supervising Government Agencies by the responsible Committee or officer through the Corporation's Compliance Officer.
- B. All material information shall be disclosed. Such information shall include earning results, acquisition or disposal of assets, Board changes, related party transactions, shareholdings of Directors, and changes in share ownership.
- C. All disclosed information shall be released via the approved procedure for corporate announcements.
- D. The Board shall commit at all times to fully disclose material dealings. It shall cause the filing of all required information in the interest of the stakeholders.

VI. SHAREHOLDERS' BENEFIT

- A. The Corporation recognizes that the most cogent proof of good corporate governance is that which is visible to the eyes of its investors. Therefore the

following provisions are issued for the guidance of all internal and external parties concerned, as governance covenant between the Corporation and all its investors:

B. Investors' Rights and Protection

1. Rights of Investors/Minority Interests. The Board shall be committed to respect the following rights of the stockholders:

- Voting Right
 - a. Shareholders shall have the right to elect, remove and replace Directors and vote on certain corporate acts in accordance with the Corporation Code and the Corporation's by-laws.
 - b. Cumulative voting shall be used in the election of Directors.
 - c. A Director shall not be removed without cause if it will deny minority shareholders representation in the Board.
- Pre-emptive Right. All stockholders shall have pre-emptive rights, unless the same is denied in the Articles of Incorporation or an amendment thereto. They shall have the right to subscribe to the capital stock of the Corporation. The Articles of Incorporation shall lay down the specific rights and powers of shareholders with respect to the particular shares they hold, all of which shall be protected by law so long as they shall not be in conflict with the Corporation Code.
- Power of Inspection. All shareholders shall be allowed to inspect corporate books and records, including minutes of Board meetings and stock registries, in accordance with the Corporation Code, and shall be furnished with annual reports, including financial statements, without cost or restrictions.
- Right to Information
 - a. The shareholders shall be provided, upon request, with periodic reports which disclose personal and professional information about the Directors and officers and certain other matters such as their holdings of the Corporation's shares, dealings with the Corporation, relationships among Directors and key officers, and the aggregate compensation of Directors and officers.
 - b. The minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided the items are for legitimate business purposes.

- c. The minority shareholders shall have access to any and all information relating to matters for which the management is accountable for and to those relating to matters which management is mandated to provide information on. If such matters are not included in the agenda of the stockholders' meeting, then the minority shareholders shall be allowed to propose to include such matters in the agenda, the same being within the definition of legitimate purposes.
- Dividend Policy
 - a. Shareholders shall have the right to receive dividends subject to the discretion of the Board.
 - b. The Corporation shall be compelled to declare dividends when its retained earnings shall be in excess of 100% of its paid-in capital stock, except: (a) when justified by definite corporate expansion projects or programs approved by the Board, or (b) when the Corporation is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured; or (c) when it can be clearly shown that such retention is necessary under special circumstances obtaining in the Corporation, such as when there is a need for special reserve for probable contingencies.
 - c. The cutoff date to determine the stockholders entitled to dividends shall be as approved by the Board.
 - d. Once declared, dividends are payable within 28 days after all necessary regulatory approvals are secured; provided, that if such date of distribution does not fall on a business day in Amsterdam or Manila, the dividend will be distributed on the immediately preceding day that is a business day both in Amsterdam and Manila; provided further, that after the distribution the Corporation shall still have sufficient retained earnings.
- Appraisal Right
 - a. The shareholders shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code, under any of the following circumstances:

- i. In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence.
 - ii. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code; or
 - iii. In case of merger or consolidation.
- It shall be the duty of the Directors to promote shareholder rights, remove impediments to the exercise of shareholders' rights, and allow possibilities to seek redress for violations thereof. They shall encourage the exercise of shareholders' voting rights and the resolution of collective action problems through appropriate mechanisms. They shall be instrumental in removing excessive costs and other administrative or practical impediments to shareholders participating in meetings and/or voting in person. The Directors shall pave the way for the electronic filing and distribution of shareholder information necessary to make informed decisions, subject to legal constraints.

VII. MONITORING AND ASSESSMENT

- A. Each Board Committee shall report regularly to the Board of Directors.
- B. The Compliance Officer shall establish an evaluation system to determine and measure compliance with this Manual. Any violation of the provisions of this Manual shall subject the responsible officer or employee to the appropriate penalty provided for under Part 8 of this Manual.
- C. The establishment of such evaluation system, including the features thereof, shall be disclosed in such form of report that is applicable to the Corporation, as may be required by the applicable regulator. The adoption of such performance evaluation system must be covered by a Board approval.
- D. The Compliance Officer's report on compliance with this Manual shall be submitted to the Corporation's Supervising Government Agencies annually and shall include, among others, the following disclosures:
 - 1. timeliness and regularity of meetings of all Board Committees;
 - 2. Directors' possession of all qualifications and none of the disqualifications required by the Code of Corporate Governance;
 - 3. Directors' attendance in required seminars on corporate governance; and

4. consistency of business processes and practices with the best practices requirement of this Manual.
- E. This Manual shall be subject to annual review unless the frequency is amended by the Board.
- F. All business processes and practices being performed within any department or business unit that are not consistent with any portion of this Manual shall be revoked unless modified or upgraded to be in conformity with the Manual.

VIII. PENALTIES FOR NON-COMPLIANCE WITH THE MANUAL

- A. To strictly observe and implement the provisions of this Manual, the following penalties shall be imposed, after notice and hearing, on the Corporation's Directors, officers, staff, subsidiaries and affiliates and their respective Directors, officers and staff, in case of violation of any of the provision of this Manual:
 1. Reprimand, for a first violation;
 2. Suspension from office, for a second violation. The duration of the suspension shall depend on the gravity of the violation; and
 3. The maximum penalty of removal from office, for a third violation.
- B. The commission of a third violation of this Manual by a member of the Board shall be a sufficient cause for his removal from Directorship.
- C. The Compliance Officer shall be responsible for determining violation/s and shall recommend to the Chairman of the Board, after notice and hearing, the proper penalty for such violation, for further review and approval of the Board.

Annex "A"

Board Charter

This Charter sets out:

- The duties and responsibilities of the Board of Directors (the "Board");
- The position description for the Chairman;
- The position description for the Chief Executive Officer;
- The position description for the Directors;
- The position description for the Independent Directors;
- The position description for the Chairs of the Board Committees; and
- The corporate governance practices and policies that apply to the Board.

Purpose of the Charter

As part of the Sun Life Financial group, the Corporation has available to it international risk management policies and procedures, and enterprise-wide functional review and reporting. The purpose of this charter is to specify how the Corporation is governed so as to promote good corporate governance of the Corporation and protect the interests of shareholders.

This Charter shall be read in conjunction with the Corporation's By-laws when and as applicable.

Composition of Board

The Board shall consist of at least five (5) directors. Any appointment of directors must be approved by Sun Life Financial Inc. ("SLF") in accordance with its corporate requirements. Each Director shall possess the attributes set out in the Position Description for Directors. In addition, the Directors must possess the necessary skills, competence and experience in terms of management capabilities, preferably in the field of insurance or insurance-related disciplines in accordance with IC Circular Letter No. 31-2005 on Corporate Governance Principles and Leading Practices issued by the Insurance Commission.

The Board must include at least one (1) Director who is not a Corporation employee whose direct or primary responsibilities include the business or operations conducted on behalf of the Corporation ("Management"). The Board must also include at least two (2) Directors who are independent, as set out in IC Circular Letter 31-2005. Subject to the requirements from time to time of the SLF Board of Directors and the SLF Chief Executive Officer, both of these requirements may be satisfied by the same person.

Structure and Operations

A schedule of regular Board and Board Committee meetings will be circulated to the Directors prior to the commencement of a calendar year. Confirmation of the date, time

and place of regular meetings will be sent to the Directors approximately two (2) weeks in advance of regularly scheduled meetings. Special meetings may be called at any time subject to the requirements set out in the Corporation's By-laws.

A quorum at any meeting of the Board shall be a majority of the Directors as fixed in the Corporation's Articles of Incorporation.

On an annual basis, the Board of Directors will review this Corporation's Board Charter and Committee Charter(s) and approve changes as necessary. The Charter(s) will be kept in the office of the Corporate Secretary and will be available for inspection by the Directors and the stockholders during regular business hours.

At each regularly scheduled meeting of Directors that is attended by representatives of the external auditor or by internal audit personnel or both, there should be an *in camera* meeting between the non-Management Directors and the external auditor, and between the non-Management Directors and the internal audit personnel, unless the non-Management Directors and the external auditors or internal audit personnel respectively indicate that there is no need for a meeting at that time.

Duties and Responsibilities of the Board of Directors

The Board of Directors is responsible for supervising the management of the business and affairs of the Corporation. The Board performs the following overall stewardship responsibilities either directly or through the Committee(s) of the Board.

Board of Directors

- In conjunction with SLF, planning the Board size and composition, establishing Committee(s) of the Board, and determining Director compensation.
- In conjunction with SLF, maintaining a formal orientation program and an ongoing education program for Independent Directors.
- In conjunction with SLF, establishing corporate governance practices and policies.
- Assessing its effectiveness, the effectiveness of the Committee(s) of the Board, the effectiveness of the Independent Directors of the Board and the effectiveness of individual Directors on an annual basis.
- New Directors shall undergo training on Sun Life policies and guidelines, corporate governance practices, corporate structure, legal and regulatory framework, and other matters that would enable them to effectively discharge their duties and responsibilities.
- It is the policy of the Corporation to encourage the directors to attend on-going or continuous professional education programmes.

Senior Management

- In conjunction with SLF, selecting, evaluating and, if necessary, replacing the Chief Executive Officer of the Corporation and other members of senior management.

- Delegating to management powers to manage the Corporation.
- In conjunction with SLF, overseeing succession planning for senior management positions.
- In conjunction with SLF, reviewing the remuneration of senior management.
- Advising and counselling the Chief Executive Officer of the Corporation.

Strategy

- In conjunction with SLF, reviewing the effectiveness of the strategic planning process, approving business objectives and strategic plans on an annual basis.
- In conjunction with SLF, monitoring corporate performance against these objectives and plans on an ongoing basis.

Risk Management, Capital Management, and Internal Controls

- Approving and reviewing compliance with policies and procedures for the management and control of risk, including capital management, and the internal control and management information systems that provide reasonable assurance as to the reliability of the Corporation's financial information and the safeguarding of its assets.
- Reviewing compliance with legislative and regulatory requirements.

Material Transactions

- Reviewing and approving material investments, divestments, restructuring and other transactions.

Financial Reporting

- Reviewing and approving the annual financial statements.
- Reviewing and monitoring the quarterly financial results.
- Establishing and overseeing the Corporation's accounting and financial management systems.

Communication and Disclosure

- Approving the financial results for reporting to SLF and, if required, other stakeholders on a timely basis.

Other

- In conjunction with SLF, engaging any special advisors it deems necessary from time to time to provide independent advice, at the expense of the Corporation.
- Performing such other functions as prescribed by law or as assigned to the Board in the Corporation's governing documents.

Position Description for the Chairman

The Chairman of the Board provides leadership to assist the other Directors in carrying out their responsibilities and to enhance the effectiveness and cohesion of the Board as a whole. The Chairman should encourage open discussion and debate at Board meetings and have frequent dialogue with other directors and senior management.

The Chairman works with senior management to set the Board agenda, chairs Board meetings, and ensures that there is adequate time at Board meetings for discussion of relevant issues, taking into account all other relevant management processes and procedures.

The Chairman is responsible for ensuring that appropriate orientation and training programs, and an ongoing education program, for new Independent Directors are in place and, in consultation with the Chief Executive Officer and the Corporate Secretary of SLF, for ensuring that any Independent Directors are appropriately compensated in their capacity as Directors.

Position Description for the Chief Executive Officer of the Corporation (“CEO”)

The CEO is a Director. The CEO is responsible for the day-to-day management of the Corporation to provide business direction and operation leadership for the benefit of the Corporation and enhance shareholder value and ensure sound internal controls.

Duties and Responsibilities

The principal duties and responsibilities of the CEO include:

- Providing leadership for the management of the Corporation.
- Implementing and reporting to the Board on the Corporation’s strategy.
- Overseeing the realization of the Corporation’s objectives.
- Providing all such information to the Board as and when necessary to enable the Board to effectively monitor the performance of management.

Position Description for the Directors

The Board of Directors, as a whole, is responsible for managing and supervising the business and affairs of the Corporation. Each Director participates in fulfilling the Board’s stewardship role by acting honestly and in good faith with a view to the best interests of the Corporation (fiduciary duty) and exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances (duty of care).

Duties and Responsibilities

The principal duties and responsibilities of each Director include:

- Acting in the highest ethical manner and with integrity in all personal, business and professional dealings.
- Confirming compliance with the SLF Code of Business Conduct on an annual basis and maintaining the confidentiality of corporate information and Board deliberations.
- Understanding the SLF vision and strategic objectives as they apply to the Corporation.
- Becoming knowledgeable of SLF's and the Corporation's businesses and the financial services sectors in which it operates within a reasonable time of joining the Board.
- Understanding the Corporation's current corporate governance policies and practices, the Charters of the Board and of each Committee on which he or she serves.
- Preparing thoroughly for each Board and Committee meeting by reviewing the materials sent to Directors in advance of meetings.
- Attending Board and Committee meetings, and actively participating in deliberations and decisions in an objective manner. Informing himself or herself of significant matters dealt with at meetings not attended.
- Disclosing any personal interest or conflict of interest in relation to any matter to be considered by the Board.

Director Attributes

The Board of Directors believes that each Director should exhibit the following characteristics while executing his or her duties:

- Integrity
- Accountability
- Independent and informed judgment
- Commitment
- Diligence
- Knowledgeable of business issues and financial matters
- Ability to communicate openly and work effectively with fellow Directors and Management

Position Description for the Independent Director

A Director is considered independent by the Corporation if the Director is independent of Management and free of any business or other relationship that could materially interfere with or influence the exercise of his unfettered and independent judgment or be perceived to do so.

Duties and Responsibilities

The principal duties and responsibilities of the Independent Director include:

- Acting in the highest ethical manner and with integrity in all personal, business and professional dealings.

- Being aware of the legal and regulatory obligations as an independent non-executive director of the Corporation and notifying the Board immediately upon the occurrence of, or if becoming aware of, any matter which may affect his independence.
- Committing to provide the scope of services as agreed including but not limited to providing services with reasonable care and skill and to the best of his ability.
- Committing to observe the confidentiality of information and materials of SLF and the Corporation as provided for him and agree to keep them under safe custody and possession.

Position Description for the Chairs of Board Committees

The Chair of a Committee of the Board of Directors is responsible for providing leadership to enhance effective and independent functioning of the Committee in order that the Committee may fulfil its duties and responsibilities as outlined in the Committee Charter.

Duties and Responsibilities

The principal duties and responsibilities of each Committee Chair include:

- Reviewing and approving the agenda for each meeting of the Committee. The Committee Chair may consult or meet with the Chief Executive Officer of the Corporation, members of Management or other advisors as part of the agenda and meeting preparation process.
- Chairing Committee meetings, ensuring that there is adequate time at Committee meetings for discussion of relevant issues and for the Committee members to meet privately.
- Reporting to the Board of Directors on the Committee's activities following each meeting and presenting recommendations to the Board of Directors on matters that require Board approval.
- Leading an annual review of the adequacy of the Committee Charter.
- Leading an annual evaluation of the effectiveness of the Committee.

Corporate Governance Policies and Practices

Election of Directors and Term of Office

Under the By-Laws of the Corporation, Directors will be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected or qualified; provided that, Independent Directors shall have a term limit of nine (9) years, subject to such maximum term limits that may be imposed by law or by the Insurance Commission.

Director Retirement

Management Directors, and Directors who are otherwise employed by SLF or any of its affiliates, must tender their resignation from the Corporation Boards with effect no later than the last day of their employment with the Corporation or the affiliate, as applicable.

Attendance at Board and Committee Meetings

Any Director who does not, in two (2) consecutive years, attend at least 75% of the regularly scheduled meetings of the Board and the Board Committee(s) to which he or she is assigned, must tender a written offer to resign to the Chairman of the Board, and, if the Director is an Independent Director, to the Chief Executive Officer, or if the Director is not independent, to the General Counsel, of SLF. The Corporate Secretary of the Corporation will, during the first quarter of each year, advise the Chairman of the Corporation and the Corporate Secretary of SLF, of the Directors' attendance records.

Change of Occupation

Any independent Director whose principal employment changes materially from that which he held when elected to the Board (including retirement from his principal employment) must notify the Chairman and the Chief Executive Officer of the Corporation and of SLF and tender a written offer to resign if requested.

Orientation of New Directors

It is expected that all Directors other than independent Directors will have sufficient experience and knowledge of the business before they are nominated for membership on the Board. These Directors will be advised of their legal duties by the General Counsel of the Corporation or of Sun Life Financial Asia.

Independent Directors will be provided with appropriate education and training and be informed of the Corporation's and SLF's internal policies and procedures as appropriate, including written materials including those that outline the organization of the Board and its Committee(s), the powers and duties of Directors, the required standards of performance for Directors, the Sun Life Financial Code of Business Conduct, and this Charter.

Interaction with the Media

The Board believes that it is the responsibility of Management, rather than members of the Board, to speak on behalf of the Corporation. From time to time, Directors may be requested by the media, or by institutional investors, shareholders, customers or policyholders, to discuss certain issues on behalf of the Corporation. Any Director to whom such a request is made should review the request with the President of the Corporation. Authorization to speak on behalf of a particular business or legal entity should only be made in accordance with the Sun Life Financial Disclosure Policy.