

COMPANY NAME:	CENTER FOR AGRICULTURE AND RURAL DEVELOPMENT (CARD) MUTUAL BENEFIT ASSOCIATION, INC.	COMPANY STRUCTURE:
FINANCIAL YEAR END	2019	<input type="radio"/> Class 1 <input type="radio"/> Class 3 <input type="radio"/> Class 2 <input type="radio"/> Class 4 <input checked="" type="radio"/> Class 5
SECTOR	<input type="checkbox"/> Insurance <input checked="" type="checkbox"/> MBA	

B. Equitable Treatment of Shareholders	Y/ N	Reference/Source document
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B.1 Shares and voting rights

B.1.1	Do the company's ordinary or common shares have one vote for one share?	<p>OECD Principle III (A) All shareholders of the same series of a class should be treated equally. (1) Within any series of a class, all shares should carry the same rights. All investors should be able to obtain information about the rights attached to all series and classes of shares before they purchase. Any changes in voting rights should be subject to approval by those classes of shares which are negatively affected.</p> <p>ICGN 8.3.1 Unequal voting rights Companies ordinary or common shares should feature one vote for one share. Divergence from a 'one-share, one-vote' standard which gives certain shareholders power which is disproportionate to their equity ownership should be both disclosed and justified.</p>	N/A. Under the list of Not Applicable Items under Insurance Circular Letter (CL) No. 2015-23 dated 8 May 2015.	CARD MBA Amended By Laws Article 1 Section 6 states that members shall be entitled for 1 vote. CARD MBA Amended By Laws
B.1.2	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares?		N/A. Under the list of Not Applicable Items under Insurance Circular Letter (CL) No. 2015-23 dated 8 May 2015.	CARD MBA Amended By Laws Article V Section 3 shows the rights of voting and non-voting members. CARD MBA Amended By Laws

B.2 Notice of AGM

B.2.1	Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?	<p>OECD Principle II (C) Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern shareholder meetings: (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting. (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated.</p>	Y	Please see the Notice of 2019 AGMM dated 5 August 2019 which shows proposed resolution for each item subject to the approval of the Board of Trustees in the upcoming AGMM to be held on 5 September 2019. Notice of 2019 AGMM dated 5 August 2019.
B.2.2	Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?		Y	Please see the Notice of 2019 AGMM which is written and published in English. Notice of 2019 AGMM dated 5 August 2019.

Does the notice of AGM/circulars have the following details:		OECD Principle II		
B.2.3	Are the profiles of directors/commissioners (at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	(A) All shareholders of the same series of a class should be treated equally. (4) Impediments to cross border voting should be eliminated. ICGN 8.3.2 Shareholder participation in governance Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors in an individual basis and also the right to appoint external auditor. ICGN 8.4.1 Shareholder ownership rights The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder vote.	Y	Please see the Notice of 2019 AGMM with attached Profile of Qualified Nominees for Board of Trustees. A memorandum was released regarding the Process of the Conduct of Proxy Votes for the Year 2019 with reference to the Profile of Qualified Nominees. It is available and uploaded on the website under Library Menu select Member Advisories and select Announcements. Notice of 2019 AGMM dated 5 August 2019.
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?		Y	Please see the Notice of 2019 AGMM which shows Appointment of External Auditor as one of the agenda items. Notice of 2019 AGMM dated 5 August 2019.
B.2.5	Has an explanation of the dividend policy been provided?		N/A. Under the list of Not Applicable Items under Insurance Circular Letter (CL) No. 2015-23 dated 8 May 2015.	CARD MBA, Inc. is a non-stock, non-profit association and has no dividend policy.
B.2.6	Is the amount payable for final dividends disclosed?		N/A. Under the list of Not Applicable Items under Insurance Circular Letter (CL) No. 2015-23 dated 8 May 2015.	CARD MBA, Inc. is a non-stock, non-profit association and has no dividend policy.
B.2.7	Were the proxy documents made easily available?		Y	Proxy Votes Form for BOT Election was uploaded and made available at the website. This was released along with the release of the Memorandum and Profile of Qualified Nominees, just go to Library Menu select Member Advisories and select Announcements. Proxy Votes Form

B.3 Insider trading and abusive self-dealing should be prohibited.				
B.3.1	Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?	OECD Principle III (B) Insider trading and abusive dealing should be prohibited ICGN 3.5 Employee share dealing Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals do not benefit from knowledge which is not generally available to the market.	N/A. Under the list of Not Applicable Items under Insurance Circular Letter (CL) No. 2015-23 dated 8 May 2015.	Please see CARD MBA, Inc. Governance Manual page 18 Chapter 2, Section 8 under Corporate Governance Rules and Principles item H which states that Board of Trustees, officers and employees shall not accept material benefits/information from someone doing business with the Association. CARD MBA, Inc. Corporate Governance Manual.
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	ICGN 8.5 Shareholder rights of action ... Minority shareholders should be afforded protection and remedies against abusive or oppressive conduct.	N/A. Under the list of Not Applicable Items under Insurance Circular Letter (CL) No. 2015-23 dated 8 May 2015.	

B.4 Related party transactions by directors and key executives.				
B.4.1	Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest?	<p>OECD Principle III (C) Members of the board and key executives should be required to disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the corporation.</p> <p>ICGN 2.11.1 Related party transactions Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.</p>	Y	<p>Please see CARD MBA, Inc. Governance Manual page 18 Chapter 2, Section 8 under Corporate Governance Rules and Principles item E which states that members of the board and senior management shall disclose material interest in transactions affecting or which may affect the Association.</p> <p>CARD MBA, Inc. Corporate Governance Manual.</p>
B.4.2	Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company and shareholders?	<p>ICGN 2.11.2 Director conflicts of interest Companies should have a process for identifying and managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.</p>	Y	<p>Please see CARD MBA, Inc. Governance Manual page 19 Chapter 2, Section 9 which states that the Association shall seek the assistance of a committee of independent trustees to review and check the materiality and fairness of the transactions.</p> <p>CARD MBA, Inc. Corporate Governance Manual.</p>
B.4.3	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?		Y	<p>Please see CARD MBA, Inc. Governance Manual pages 7-8 Chapter 2, Section 1.5 under the specific duties and responsibilities of the BOT item D which states that a board of trustee should address and fully disclosed to the Board any conflicts of interest that may arise and should not participate in any decision making that can involve his/her personal interest.</p> <p>CARD MBA, Inc. Corporate Governance Manual.</p>
B.4.4	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?		Y	<p>Please see CARD MBA, Inc. Governance Manual page 18 Chapter 2, Section 8 under Corporate Governance Rules and Principles item A which states that all dealings of the Association with any of its trustees, officers, and their related interests shall be in the regular course of business and upon terms not less favorable to the to the Association than those offered to others to avoid insider abuses and unfair competitive advantage.</p> <p>CARD MBA, Inc. Corporate Governance Manual.</p>

B.5 Protecting minority shareholders from abusive actions				
B.5.1	Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?	<p>OECD Principle III (A) All shareholders of the same series of a class should be treated equally. (2) Minority shareholders should be protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress.</p> <p>ICGN 2.11.1 Related party transactions Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.</p>	N	<p>All contracts executed between the related parties undergo benchmarking study/comparative evaluation and reported to the RPT Committee and/or Board of Trustees for approval depending on material amount of the transaction. Please see 2019 Annual Report which disclose all the RPT transactions under Note 22 of the Audited FS.</p> <p>2019 Annual Report</p>
B.5.2	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	<p>ICGN 2.11.2 Director conflicts of interest Companies should have a process for identifying and managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.</p> <p>ICGN 8.5 Shareholder rights of action Shareholders should be afforded rights of action and remedies which are readily accessible in order to redress conduct of</p>	Y	<p>Please see the 2019 Annual Report of page 18 which shows that RPT Committee meets to evaluate and ensure that related party transactions are undertaken in a fair and arm's length basis of financial, commercial and economic benefit of both CARD MBA and CARD MRI's institutions.</p> <p>2019 Annual Report</p>