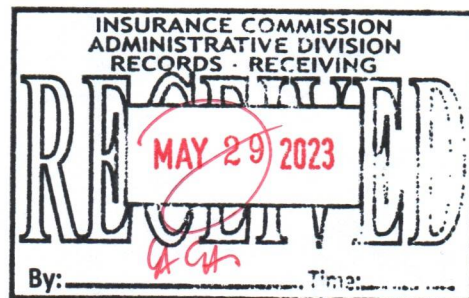


2022 ANNUAL CORPORATE GOVERNANCE REPORT OF
BETHEL GENERAL INSURANCE AND SURETY CORPORATION
(Name of Company)

1. For the fiscal year ended December 31, 2022
2. Certificate Authority Number 2022/28-R
3. National Capital Region, Philippines
Province, Country or other jurisdiction or incorporation or organization
4. Unit 200, 2nd Floor Valero Plaza, 124 Valero Street, Salcedo Village, Makati City 1227
Address of principal office Postal Code
5. 632-88172002 to 05
Company's telephone number, including area code
6. www.bethelgen.com
Company's official website
7. _____
Former name, former address, and former fiscal year, if changed since last report



**2022 ANNUAL CORPORATE GOVERNANCE REPORT
(2022 Operations)
BETHEL GENERAL INSURANCE AND SURETY CORPORATION**

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	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/ sector.	COMPLIANT	The Board has nine (9) members with expertise in the field of insurance, actuary, business, economics, and law. https://bethelgen.com/about/bod (PLEASE CLICK ON EACH NAME OF THE MEMBERS OF THE BOARD OF DIRECTORS FOR THEIR PERSONAL PROFILE)	
2. Board has an appropriate mix of competence and expertise	COMPLIANT	The members of the Board have different expertise and competence in the field of insurance, actuary, business, economics, and law. https://bethelgen.com/about/bod (PLEASE CLICK ON EACH NAME OF THE MEMBERS OF THE BOARD OF DIRECTORS FOR THEIR PERSONAL PROFILE)	

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	All members of the Board have all the qualifications by reason of their experience, education and character that are relevant to the insurance industry and possess none of disqualifications. https://bethelgen.com/about/bod (PLEASE CLICK ON EACH NAME OF THE MEMBERS OF THE BOARD OF DIRECTORS FOR THEIR PERSONAL PROFILE)	
Recommendation 1.2	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board is composed of a majority of non-executive directors	COMPLIANT	As of that date, the Board is composed of a majority of five (5) non-executive directors and four (4) executive directors.	
Recommendation 1.3	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors.	COMPLIANT	All members of the Board are required to attend a program and seminar on corporate governance under Section 9 (B) of Corporate Governance Manual. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
2. Company provides in its Board Charter or Manual on Corporate Governance an orientation program for first time	COMPLIANT	All newly-elected directors are required to undergo an orientation program within six (6) months from	

directors.		<p>date of election. This is intended to familiarize the new directors on their statutory/fiduciary roles and responsibilities in the Board and Committees, as provided in Section 9 (B)(2) of Corporate Governance Manual.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
3. Company has relevant annual continuing training for all directors.	COMPLIANT	<p>All members of the Board are required to attend a program and seminar on corporate governance under Section 9 (B)(i) of Corporate Governance Manual.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p> <p>https://bethelgen.com/resources/pdf/Board%20of%20Directors%20Trainings.pdf</p>	
Recommendation 1.4	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board has a policy on board diversity.	COMPLIANT	<p>Appointments of the members of the Board will be done on merit based on skills, knowledge and/or experience as required in the areas of business operations, management as well as in the fields of regulatory, legal, strategic planning, marketing and general</p>	

		administration. https://bethelgen.com/resources/pdf/BETHEL%20BOARD%20DIVERSITY%20POLICY%20FINAL.pdf	
Recommendation 1.5	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board is assisted in its duties by a Corporate Secretary.	COMPLIANT	Such duties and responsibilities are laid down under Section 4 (I) of Corporate Governance Manual and Section 7 of Board of Directors Charter. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf https://bethelgen.com/resources/pdf/BETHEL%20Board%20of%20Directors%20Charter%20FINAL.pdf	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT	https://bethelgen.com/resources/pdf/PERSONAL%20PROFILE%20OF%20THE%20CORPORATE%20SECRETARY.pdf	
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT	On November 3, 2021, a new Corporate Secretary was appointed. She is not a member of the Board.	
4. Corporate Secretary attends training/s on corporate governance.	COMPLIANT	https://bethelgen.com/resources/pdf/PERSONAL%20PROFILE%20OF%20THE%20CORPORATE%20SECRETARY.pdf	

Recommendation 1.6	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board is assisted in its duties by a Compliance Officer.	COMPLIANT	https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
2. Compliance Officer has a rank of Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT	https://bethelgen.com/resources/pdf/GIS%202022-AMENDED%20JAN2023.pdf	
3. Compliance Officer is not a member of the Board of Directors.	COMPLIANT	Mr. Ronald C. Ladion is not a member of the Board	
4. Compliance Officer attends training/s on corporate governance.	COMPLIANT	<p>Attended training on Corporate Governance on July 2022 conducted by the IIAP.</p> <p>https://bethelgen.com/resources/pdf/RCL%20CG%20Certificate.pdf</p>	

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.

Recommendation 2.1	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	<p>This is clearly set forth under Section 5 of Corporate Governance Manual.</p> <p>Further, please see summary of 2022 Board Activities showing the items discussed and approved by the Board.</p>	

		https://bethelgen.com/resources/pdf/Board%20of%20Directors%20Activities.pdf https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
Recommendation 2.2	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	<p>Sections 1 and 2 of Board of Directors Charter provide for this recommendation.</p> <p>The company held its annual corporate planning on March 25-26, 2022, at the Fairmont Hotel, as well as corporate planning for the Luzon Channel on May 7, 2022, at Clark, Pampanga, and Visayas and Mindanao Channels on May 26-27, 2022, at the Marriott Hotel in Iloilo City.</p> <p>https://bethelgen.com/news</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Board%20of%20Directors%20Charter%20FINAL.pdf</p>	
2. Board oversees and monitors the implementation of the company's business objectives and strategy in order to sustain the company's long-term viability and strength		<p>https://bethelgen.com/resources/pdf/Board%20of%20Directors%20Activities.pdf</p> <p>https://bethelgen.com/resources/pdf/Result-2022.pdf</p>	

Recommendation 2.3	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	<p>The Board is headed by Atty. Siegfred B. Mison, a competent and qualified Chairman of the Board.</p> <p>https://bethelgen.com/about/bod (Please click on the name Atty. Siegfred B. Mison)</p>	
Recommendation 2.4	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	<p>The Board ensures and adopts an effective succession planning program for directors, key officers and management as provided in Section 9 (C) of Corporate Governance Manual. (pages 26-27)</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p> <p>https://bethelgen.com/resources/pdf/BOARD%20SUCCESSION%20POLICY.pdf</p>	
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT	<p>This is provided in Section 9 (C) of Corporate Governance Manual.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	

		https://bethelgen.com/resources/pdf/BOARD%20SUCCESSION%20POLICY.pdf	
Recommendation 2.5	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members.	COMPLIANT	The Board is mandated to conduct regular review of the general criteria for the employment and promotion of officers, executives and key personnel as provided in Section 9 (C) of Corporate Governance Manual. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
2. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT	This is provided under Section 9 (C)(1) of Corporate Governance Manual. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT	This is provided in Section 4(A)(vii) of Compensation Committee Charter. https://bethelgen.com/resources/pdf/BETHEL%20Compensation%20Committee%20Charter%20FINAL.pdf	
Recommendation 2.6	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	This is provided in Section 4(B) of Nomination Committee Charter.	

		https://bethelgen.com/resources/pdf/BETHEL%20Nomination%20Committee%20Charter%20FINAL.pdf	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT	<p>This is provided under Section 4 (B) of Nomination Committee Charter and the Manual on Corp. Governance.</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Nomination%20Committee%20Charter%20FINAL.pdf</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
3. Board nomination and election policy includes how the company accepts nominations from minority shareholders.	COMPLIANT	<p>This is provided in Section 4(C) of Nomination Committee Charter.</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Nomination%20Committee%20Charter%20FINAL.pdf</p>	
4. Board nomination and election policy includes how the board reviews nominated candidates.	COMPLIANT	<p>This is provided in Section 4(C) of Nomination Committee Charter.</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Nomination%20Committee%20Charter%20FINAL.pdf</p>	
5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in thenomination, election orreplacement of a director.	COMPLIANT	<p>This is provided in Section 4(C) of Nomination Committee Charter.</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Nomination%20Committee%20Charter%20FINAL.pdf</p>	

6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT	This is provided in Section 4(C) of Nomination Committee Charter. https://bethelgen.com/resources/pdf/BETHEL%20Nomination%20Committee%20Charter%20FINAL.pdf	
Recommendation 2.7	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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.	COMPLIANT	This is provided in Section 7 of Corporate Governance Manual. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf https://bethelgen.com/resources/pdf/BETHEL%20Related%20Party%20Transactions%20Committee%20Charter%20FINAL.pdf	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT	This is provided in Section 7(C) of Corporate Governance Manual. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf https://bethelgen.com/resources/pdf/BETHEL%20Nomination%20Committee%20Charter%20FINAL.pdf	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT	This is provided in Section 7(C) and A (i) of Corporate Governance Manual.	

		https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf https://bethelgen.com/resources/pdf/BETHEL%20Nomination%20Committee%20Charter%20FINAL.pdf	
Recommendation 2.8	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board is primarily responsible for approving the selection of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	<p>This is provided in Section 6 of the BOD Charter.</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Board%20of%20Directors%20Charter%20FINAL.pdf</p>	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	<p>This is provided in Section 2 of the BOD Charter.</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Board%20of%20Directors%20Charter%20FINAL.pdf</p>	
Recommendation 2.9	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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	<p>This is provided in Section 2 of the BOD Charter.</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Board%20of%20Directors%20Charter%20FINAL.pdf</p>	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the	COMPLIANT	All personnel are assessed based on their performance as well as the recommendation of their immediate	

standards set by the Board and Senior Management.		superior. This is embodied in Section 2 (D) of Compensation Committee Charter. https://bethelgen.com/resources/pdf/BETHEL%20Compensation%20Committee%20Charter%20FINAL.pdf	
Recommendation 2.10	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	This is provided in Section 2(A) of Audit Committee Charter and Section 4(E)(i)(c)(c1) of Corporate Governance Manual. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf https://bethelgen.com/resources/pdf/Bethel%20Audit%20Committee%20Charter%20FINAL.pdf	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	This is provided in Section 4(E)(i)(c) of Corporate Governance Manual. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
3. Board approves the Internal Audit Charter.	COMPLIANT	https://bethelgen.com/resources/pdf/INTERNAL%20AUDIT%20CHARTER.pdf	

Recommendation 2.11	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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	<p>This is provided in Sections 1 and 2 of Board Risk Oversight Committee Charter.</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Board%20Risk%20Oversight%20Committee%20Charter%20FINAL.pdf</p>	
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>This is provided in Sections 1 and 2 of Board Risk Oversight Committee Charter.</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Board%20Risk%20Oversight%20Committee%20Charter%20FINAL.pdf</p>	
Recommendation 2.12	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	COMPLIANT	<p>The Board has its own charter as supplemental to the Corporate Governance Manual.</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Board%20of%20Directors%20Charter%20FINAL.pdf</p>	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT	<p>The Board has its own charter as supplemental to the Corporate Governance Manual.</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Board%20of%20Directors%20Charter%20FINAL.pdf</p>	

3. Board Charter is publicly available and posted on the company's website.	COMPLIANT	<p>The Corporate Governance Manual and the Board of Directors Charter are posted in the company's website.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Board%20of%20Directors%20Charter%20FINAL.pdf</p>	
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Principle 3: Board committees should 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	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	<p>This is provided in Section 4(H) of Corporate Governance Manual.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
Recommendation 3.2	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board establishes an Audit Committee to enhance capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	<p>This is provided in Section 4(H) of Corporate Governance Manual.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
2. Audit committee is composed of at least three appropriately qualified non-executive directors,	COMPLIANT	https://bethelgen.com/about/bod under Bethel Committee	

the majority of whom, including the Chairman is independent.			
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	All members have experience in accounting, auditing and finance. https://bethelgen.com/about/bod	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	NON-COMPLIANT	https://bethelgen.com/about/bod	There is a pending proposal to increase the number of Directors to comply with this policy. The current chair of the Audit Committee is not the Chairman of the Board. However, she is concurrently the chair of another Board Committee for reasons explained below. The company is compliant with the minimum requirements of at least 20% of the membership of the board must be independent directors. However, the company has only two (2) independent directors.
Recommendation 3.3	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were	COMPLIANT	https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	

formerly assigned to a Nomination and Remuneration Committee.			
2. Corporate Governance Committee is composed of at least three members, majority of whom should be independent directors.	COMPLIANT	https://bethelgen.com/about/bod under Bethel Committee	
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	https://bethelgen.com/about/bod under Bethel Committee	
Recommendation 3.4	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	COMPLIANT	This is supported by the existence of Risk Oversight Committee Charter. https://bethelgen.com/resources/pdf/BETHEL%20Board%20Risk%20Oversight%20Committee%20Charter%20FINAL.pdf	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	COMPLIANT	This is provided in Section 3 of Risk Oversight Committee Charter. https://bethelgen.com/resources/pdf/BETHEL%20Board%20Risk%20Oversight%20Committee%20Charter%20FINAL.pdf https://bethelgen.com/about/bod under Bethel Committee	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	NON-COMPLIANT	https://bethelgen.com/about/bod under Bethel Committee	There is a pending proposal to increase the number of Directors to comply with this policy. The company is compliant with the minimum requirements of at least 20% of the membership of the

			<p>board must be independent directors.</p> <p>The company has only two (2) independent directors but the board has five (5) committees. Thus, the requirement that an independent director who will chair the Risk Oversight Committee cannot be a Chairman to another committee cannot be complied with the present Board structure.</p> <p>However, Ms. Vida T. Chiong, being the Chair of the Risk Oversight Committee has strong background in insurance business being the former Deputy Insurance Commissioner.</p>
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	COMPLIANT	<p>Ms. Vida T. Chiong, Atty. Edmundo T. Arugay and Ms. Dominga G. Garcia have all relevant knowledge and experience on risk and risk management considering that they have been in the insurance industry for more than thirty (30) years.</p> <p>https://bethelgen.com/about/bod (Please click on the names)</p>	
Recommendation 3.5	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. The Board establishes a Related Party	COMPLIANT	This is provided in Section 7 of Corporate	

<p>Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.</p>		<p>Governance Manual as well as the existence of Related Party Transactions Committee Charter.</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Related%20Party%20Transactions%20Committee%20Charter%20FINAL.pdf</p>	
<p>2 RPT Committee is composed of at least three non-executive directors, majority of whom should be independent, including the Chairman.</p>	<p>COMPLIANT</p>	<p>https://bethelgen.com/about/bod under Bethel Committee</p>	
<p>Recommendation 3.6</p>	<p>COMPLIANT/ NON-COMPLIANT</p>	<p>ADDITIONAL INFORMATION</p>	<p>EXPLANATION</p>
<p>1. All established committee have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.</p>	<p>COMPLIANT</p>	<p>Please see the respective charters of Audit Committee, Compensation Committee, Nomination Committee, Risk Oversight Committee, Corporate Governance Committee and Related Party Transaction Committee.</p> <p>https://bethelgen.com/about/bod#collapseOne</p> <p>https://bethelgen.com/about/bod#collapseTwo</p> <p>https://bethelgen.com/about/bod#collapseThree</p> <p>https://bethelgen.com/about/bod#collapseFive</p> <p>https://bethelgen.com/resources/pdf</p>	

		/BETHEL%20Related%20Party%20Transactions%20Committee%20Charter%20FINAL.pdf	
<p>2. Committee Charters provide standards for evaluating the performance of the Committees.</p>	<p>COMPLIANT</p>	<p>Please see the respective charters of Audit Committee, Compensation Committee, Nomination Committee, Risk Oversight Committee and Related Party Transaction Committee.</p> <p>https://bethelgen.com/about/bod#collapseOne</p> <p>https://bethelgen.com/about/bod#collapseTwo</p> <p>https://bethelgen.com/about/bod#collapseThree</p> <p>https://bethelgen.com/about/bod#collapseFive</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Related%20Party%20Transactions%20Committee%20Charter%20FINAL.pdf</p>	
<p>3. Committee Charters were fully disclosed on the company's website.</p>	<p>COMPLIANT</p>	<p>https://bethelgen.com/about/bod#collapseOne</p> <p>https://bethelgen.com/about/bod#collapseTwo</p> <p>https://bethelgen.com/about/bod#collapseThree</p> <p>https://bethelgen.com/about/bod#collapseFour</p>	

		llapseFive https://bethelgen.com/resources/pdf/BETHEL%20Related%20Party%20Transactions%20Committee%20Charter%20FINAL.pdf	
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Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.

Recommendation 4.1	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>1. The Director attends and actively participates in all meetings of the Board, Committees and shareholders in person or through tele-/video conferencing conducted in accordance with the rules and regulations of the Commission.</p>	<p>COMPLIANT</p>	<p>A copy of the Summary of Attendance of Directors in either regular or special Board Meetings in 2022 is attached hereto.</p> <p>https://bethelgen.com/resources/pdf/Board%20of%20Directors%20Attendance.pdf</p> <p>https://bethelgen.com/resources/pdf/Audit%20Committee%20Attendance.pdf</p> <p>https://bethelgen.com/resources/pdf/Nomination%20Committee%20Attendance.pdf</p> <p>https://bethelgen.com/resources/pdf/Remuneration%20Committee%20Attendance.pdf</p> <p>https://bethelgen.com/resources/pdf</p>	

		/Risk%20Oversight%20Committee%20Attendance.pdf https://bethelgen.com/resources/pdf/Corporate%20Governance%20Committee%20Attendance.pdf https://bethelgen.com/resources/pdf/Related%20Party%20Transactions%20Committee%20Attendance.pdf	
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	<p>This is provided in Section 4(E) of Corporate Governance Manual.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT	<p>This is provided in Section 4(E) of Corporate Governance Manual.</p> <p>https://bethelgen.com/resources/pdf/Minutes%20of%20Audit%20Committee.pdf</p> <p>https://bethelgen.com/resources/pdf/Minutes%20of%20Nomination%20Committee.pdf</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
Recommendation 4.2	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Non-executive directors concurrently serve as directors to a maximum of five Insurance	COMPLIANT	Please refer to Section 4(A) of Corporate Governance Manual under Multiple	

<p>Commission Regulated Entities (ICREs) and publicly-listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposal/views, and oversee the long-term strategy of the company.</p>		<p>Board seats provision.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
<p>Recommendation 4.3</p>	<p>COMPLIANT/ NON-COMPLIANT</p>	<p>ADDITIONAL INFORMATION</p>	<p>EXPLANATION</p>
<p>1. The directors notify the company's board where he/she is an incumbent director before accepting a directorship in another company.</p>	<p>COMPLIANT</p>	<p>This is part of the Multiple Board Seats provision as set out in Corporate Governance Manual.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
<p>Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs.</p>			
<p>Recommendation 5.1</p>	<p>COMPLIANT/ NON-COMPLIANT</p>	<p>ADDITIONAL INFORMATION</p>	<p>EXPLANATION</p>
<p>2. The Board is composed of at least twenty percent (20%) independent directors.</p>	<p>COMPLIANT</p>	<p>The Board has two (2) independent directors in its nine (9) members in compliance with ICCL No. 2019-36 which mandates ICREs to have independent directors constituting at least 20% of its Board.</p> <p>https://bethelgen.com/about/bod</p>	

Recommendation 5.2	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>1. The independent directors possess all the necessary qualifications and none of the disqualifications to hold the position.</p>	COMPLIANT	<p>Please refer to personal profile of Ms. Vida T. Chiong and Atty. Edmundo T. Arugay as posted in the website.</p> <p>https://bethelgen.com/about/bod (Please click on the names of Ms. Chiong and Atty. Arugay)</p>	
Recommendation 5.3	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>1. The independent directors serve for a maximum cumulative term of nine years.</p> <p>As far as Insurance Companies are concerned, the foregoing term limit shall be reckoned from 02 January 2015 while the reckoning date for the Pre-Need Companies and Health Maintenance Organizations shall be from 21 September 2016.</p> <p>For other covered entities, all previous terms served by existing Independent Directors prior to the effectivity of this Circular shall not be included in the application of the term limit prescribed in this item.</p>	COMPLIANT	<p>Ms. Vida T. Chiong and Atty. Edmundo T. Arugay are serving Directors since April 2017 and re-elected thereafter up to present.</p> <p>Further, Section 4 of Corporate Governance Manual provides for term limit of independent directors in compliance with Circular No. 2018-36.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	COMPLIANT	<p>Section 4(A)(i)(b)(b2) of Corporate Governance Manual provides for perpetual barring from any re-election of independent director after serving maximum cumulative</p>	

		term of nine (9) years. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board submits to the Insurance Commission a formal written justification and seek shareholder approval during the annual shareholders' meeting.	COMPLIANT	Section 4A)(i)(b)(b3) of Corporate Governance Manual provides this recommendation. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
Recommendation 5.4	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	COMPLIANT	Atty. Siegfred B. Mison is the Chairman of the Board while Mr. Joselito C. Bantayan is the Chief Executive Officer of the company.	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	Section 4 (B) of Corporate Governance Manual defines the responsibilities of the Chairman and Chief Executive Officer. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
Recommendation 5.5	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. If the Chairman of the Board is not an independent director or where the roles of Chairman and CEO	COMPLIANT	The Chairman is not an independent director.	

<p>are being held by one person, the Board should designate a lead director among the independent directors.</p>		<p>However, Section 8 of Corporate Governance Manual provides that an independent director shall lead the committee.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
<p>Recommendation 5.6</p>	<p>COMPLIANT/ NON-COMPLIANT</p>	<p>ADDITIONAL INFORMATION</p>	<p>EXPLANATION</p>
<p>1. Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations for the same.</p>	<p>COMPLIANT</p>	<p>Section 7 of Corporate Governance Manual provides this recommendation.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
<p>Recommendation 5.7</p>	<p>COMPLIANT/ NON-COMPLIANT</p>	<p>ADDITIONAL INFORMATION</p>	<p>EXPLANATION</p>
<p>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.</p>	<p>COMPLIANT</p>	<p>This is part of the duties and responsibilities of the Audit Committee as provided in Section 2 of Audit Committee Charter.</p> <p>https://bethelgen.com/resources/pdf/Bethel%20Audit%20Committee%20Charter%20FINAL.pdf</p>	
<p>2. The meetings are chaired by the lead independent director.</p>	<p>COMPLIANT</p>	<p>The Audit Committee is chaired by an independent director.</p> <p>https://bethelgen.com/about/bod#collapseOne</p>	

Principle 6: The best measure of the Board’s effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

Recommendation 6.1	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. The Board conducts an annual assessment of its performance as a whole.	COMPLIANT	The Board Committees have their respective performance evaluation. https://bethelgen.com/resources/pdf/BOD%20Self-Assessment%20Questionnaire%20Form.pdf	
2. The performance of the Chairman is assessed annually by the Board.	COMPLIANT	The Board Committees have their respective performance evaluation. https://bethelgen.com/resources/pdf/BOD%20Self-Assessment%20Questionnaire%20Form.pdf	
3. The performance of the individual member of the Board is assessed annually by the Board.	COMPLIANT	The Board Committees have their respective performance evaluation. https://bethelgen.com/resources/pdf/BOD%20Self-Assessment%20Questionnaire%20Form.pdf	
4. The performance of each committee is assessed annually by the Board.	COMPLIANT	The Board Committees have their respective performance evaluation. https://bethelgen.com/resources/pdf/Board%20Level%20Committee%20Assessment%20Questionnaire.pdf	
5. Every three years, the assessments are supported by an external facilitator.	NOT APPLICABLE		The Board is recognizing this recommendation after three (3) from 2020.

Recommendation 6.2	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>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.</p>	<p>COMPLIANT</p>	<p>All board committees have their respective performance evaluation.</p> <p>https://bethelgen.com/resources/pdf/Bethel%20Audit%20Committee%20Charter%20FINAL.pdf</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Compensation%20Committee%20Charter%20FINAL.pdf</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Nomination%20Committee%20Charter%20FINAL.pdf</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Board%20Risk%20Oversight%20Committee%20Charter%20FINAL.pdf</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Related%20Party%20Transactions%20Committee%20Charter%20FINAL.pdf</p>	
<p>2. The system allows for a feedback mechanism from the shareholders.</p>	<p>COMPLIANT</p>	<p>https://bethelgen.com/resources/pdf/BETHEL%20Board%20of%20Directors%20Charter%20FINAL.pdf</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p> <p>https://bethelgen.com/resources/p</p>	

Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

Recommendation 7.1	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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	<p>The Company's Rules and Regulations and Code of Business Ethics.</p> <p>https://bethelgen.com/resources/pdf/BETHEL-Company-Rules-and-Regulations.pdf</p> <p>Code of Business Ethics</p>	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	<p>The Operations Support Division has the responsibility to ensure that copies of Company Rules and Regulations are properly distributed to the parties concerned.</p> <p>https://bethelgen.com/resources/pdf/BETHEL-Company-Rules-and-Regulations.pdf</p>	
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT	<p>https://bethelgen.com/resources/pdf/BETHEL-Company-Rules-and-Regulations.pdf</p>	
Recommendation 7.2	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board ensures the proper and efficient Implementation and monitoring of compliance with company internal policies.	COMPLIANT	<p>They are required to acknowledge that they have read and understood the Company Rules and Regulations and compliance</p>	

		therein is mandatory. https://bethelgen.com/resources/pdf/BETHEL-Company-Rules-and-Regulations.pdf	
Disclosure and Transparency			
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	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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, result and business operations.	COMPLIANT	Section 10 of Corporate Governance Manual provides for this recommendation. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
Recommendation 8.3	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. 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	The relevant and material information of the individual members of the board can be accessed in the company's website. https://bethelgen.com/about/bod	
Recommendation 8.4	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Company provides a clear disclosure of its	COMPLIANT	Section 7 of Corporate Governance	

<p>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.</p>		<p>Manual provides for recommendation.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
<p>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.</p>	<p>COMPLIANT</p>	<p>Section 7 of Corporate Governance Manual provides for recommendation.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
<p>3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.</p>	<p>NON-COMPLIANT</p>		<p>Right to privacy of the concerned individuals.</p>
<p>Recommendation 8.5</p>	<p>COMPLIANT/ NON-COMPLIANT</p>	<p>ADDITIONAL INFORMATION</p>	<p>EXPLANATION</p>
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	<p>COMPLIANT</p>	<p>Section 7 of Corporate Governance Manual provides for this recommendation.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	

2. Company discloses material or significant RPTs in its Annual Company Report or Annual Corporate Governance Report, reviewed and approved by the Board, and submitted for confirmation by majority vote of the stockholders in the annual stockholders' meeting during the year.	COMPLIANT	Section 7 of Corporate Governance Manual provides for this recommendation. However, there was no material RPT recorded in 2022. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
Recommendation 8.7	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	Section 7 of Corporate Governance Manual provides for this recommendation. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
2. Company's MCG is posted on its company website.	COMPLIANT	Please access this link: https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
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	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Audit Committee has a robust process for approving and recommending the	COMPLIANT	Section 6 of Corporate Governance Manual provides this	

appointment, reappointment, removal, and fees of the external auditors.		recommendation. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
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	The reappointment of I.T. Sabado & Associates, CPAs had been unanimously ratified by stockholders with 100% interest. https://bethelgen.com/about/governance	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosure.	NON-COMPLIANT		No removal of external auditor has taken place in 2022.
Recommendation 9.2	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Audit Committee Charter includes the Audit Committee's responsibility on: I. Assessing the integrity and independence of external auditors; II. Exercising effective oversight to review and monitor the external auditor's independence and objectivity; III. Exercising effective oversight to review and monitor the effectiveness of the audit process,	COMPLIANT	Section 2 of Audit Committee Charter provides for this recommendation as a supplemental to the Corporate Governance Manual. https://bethelgen.com/resources/pdf/Bethel%20Audit%20Committee%20Charter%20FINAL.pdf	

taking into consideration relevant Philippines professional and regulatory requirements.			
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	COMPLIANT	Section 2 of Audit Committee Charter provides for this recommendation as a supplemental to the Corporate Governance Manual. https://bethelgen.com/resources/pdf/Bethel%20Audit%20Committee%20Charter%20FINAL.pdf	
Recommendation 9.3	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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.	NOT APPLICABLE	.	There were no non-audit services performed by I.T. Sabado & Associates, CPAs in 2022.
2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	Section 2 of the Audit Committee Charter provides for this recommendation. https://bethelgen.com/resources/pdf/Bethel%20Audit%20Committee%20Charter%20FINAL.pdf	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION

1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	COMPLIANT	Section 10 of Board of Directors Charter provides for this recommendation. https://bethelgen.com/resources/pdf/BETHEL%20Board%20of%20Directors%20Charter%20FINAL.pdf	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	COMPLIANT	Please refer to Corporate Social Responsibility. https://bethelgen.com/resources/pdf/Corporate%20Social%20Responsibility.pdf	

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.

Recommendation 11.1	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. The company should have a website to ensure a comprehensive, cost-efficient, transparent, and timely manner of disseminating relevant information to the public.	COMPLIANT	www.bethelgen.com	

Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.

Recommendation 12.1	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION

<p>1. Company has an adequate and effective internal controlsystem in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>Section 6 of Corporate Governance Manual provides for this recommendation.</p> <p>Further, the Operations Division has been tasked to revised the existing Branch Operations Manual to adopt the computerization program of all of its business transactions.</p> <p>The Internal Control System shall be reviewed annually by Audit Committee as provided in Section of Audit Committee Charter.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p> <p>https://bethelgen.com/resources/pdf/Bethel%20Audit%20Committee%20Charter%20FINAL.pdf</p>	
<p>2. Company has an adequate and effective enterprise riskmanagement framework in the conduct of its business.</p>	<p>COMPLIANT</p>	<p>Section 4(E) of Corporate Governance Manual provides for this recommendation.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	

Recommendation 12.2	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	COMPLIANT	The company allows an independent internal audit to perform internal audit services.	
Recommendation 12.3	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. The company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT		The company has appointed a CAE from the Internal Audit Team of Quickway Holdings, Inc.
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third-party service provider.	COMPLIANT		
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT		
Recommendation 12.4	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. The company has a separate risk management function to identify, assess and monitor key risk exposures.	COMPLIANT	The Operations Division particularly the Underwriting Department has a full-time risk officer with the position of Vice-President who regularly monitors the exposure of the company in	

		<p>accepting risks.</p> <p>Further, the Board creates Risk Oversight Committee and its duties and responsibilities are embodied in Section 2 of Board Risk Oversight Committee Charter.</p> <p>https://bethelgen.com/resources/pdf/BETHEL%20Board%20Risk%20Oversight%20Committee%20Charter%20FINAL.pdf</p>	
Recommendation 12.5	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
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	<p>The head of the Underwriting Department which is equivalent to Chief Risk Officer is Mr. Nestor B. Liwanag, Jr.</p> <p>https://bethelgen.com/resources/pdf/Curriculum%20Vitae%20of%20Chief%20Risk%20Officer.pdf</p>	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	COMPLIANT	The Chief Risk Officer has a rank of Vice President.	

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	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	<p>Section 8 of Corporate Governance Manual provides for this recommendation.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	<p>Section 8 of Corporate Governance Manual provides for this recommendation.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
Recommendation 13.2	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. 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>The Notice of Annual Stockholders' Meeting is being released by Corporate Secretary at least 22 days before the intended meeting.</p> <p>The agenda does not include any item for remuneration because there were no changes of the existing remuneration package.</p>	

		https://bethelgen.com/about/governance	
Recommendation 13.3	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. 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.	COMPLIANT	https://bethelgen.com/resources/pdf/Notice%20of%20Annual%20Meeting%20of%20Stockholders.pdf	
2. Minutes of the Annual and Special Shareholders' Meetings are available on the company website within five business days from the end of the meeting.	COMPLIANT	https://bethelgen.com/resources/pdf/Result-2022.pdf	
Recommendation 13.4	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board has an alternate dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	COMPLIANT	Section 8 of Corporate Governance Manual provides for this recommendation. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	COMPLIANT	Section 8 of Corporate Governance Manual provides for this recommendation. https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf	

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	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.</p>	<p>COMPLIANT</p>	<p>Section 10 of Corporate Governance Manual provides for full disclosure and transparency for the interest of stakeholders, including but not limited to insuring clients, suppliers, creditors, regulators and other government institutions.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p>	
Recommendation 14.2	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>COMPLIANT</p>	<p>Sections 7(C)(ix) and 10 of Corporate Governance Manual provides for this recommendation.</p> <p>The company also implements Anti-Bribery and Corruption Policy and Whistleblowing Policy and submission of Complaint Form.</p>	

		https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf https://bethelgen.com/resources/pdf/Bethel-Anti-Bribery-Policy.pdf https://bethelgen.com/resources/pdf/Whistleblowing-Policy.pdf	
Recommendation 14.3	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	COMPLIANT	<p>Sections 7(C)(ix) and 10 of Corporate Governance Manual provides for this recommendation.</p> <p>The company also implements Anti-Bribery and Corruption Policy and Whistleblowing Policy and submission of Complaint Form.</p> <p>https://bethelgen.com/resources/pdf/Bethel-Gen-Corporate-Governance-Manual.pdf</p> <p>https://bethelgen.com/resources/pdf/Bethel-Anti-Bribery-Policy.pdf</p> <p>https://bethelgen.com/resources/pdf/Whistleblowing-Policy.pdf</p>	

Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.

Recommendation 15.1	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>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.</p>	<p>COMPLIANT</p>	<p>As part of Corporate Social Responsibility, the company encourages employees to actively participate in its governance.</p> <p>https://bethelgen.com/about/governance</p>	
Recommendation 15.2	COMPLIANT/ NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<p>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.</p>	<p>COMPLIANT</p>	<p>Aside from Company's Rules and Regulations, the company also implements Anti-Bribery and Corruption Policy and Whistleblowing Policy and submission of Complaint Form.</p> <p>https://bethelgen.com/resources/pdf/BETHEL-Company-Rules-and-Regulations.pdf</p> <p>https://bethelgen.com/resources/pdf/Bethel-Anti-Bribery-Policy.pdf</p> <p>https://bethelgen.com/resources/pdf/Whistleblowing-Policy.pdf</p>	

<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>COMPLIANT</p>	<p>The Company's Rules and Regulations, Anti-Bribery and Corruption Policy and Whistleblowing Policy are posted in the company's website.</p> <p>https://bethelgen.com/resources/pdf/BETHEL-Company-Rules-and-Regulations.pdf</p> <p>https://bethelgen.com/resources/pdf/Bethel-Anti-Bribery-Policy.pdf</p> <p>https://bethelgen.com/resources/pdf/Whistleblowing-Policy.pdf</p>	
<p>Recommendation 15.3</p>	<p>COMPLIANT/ NON-COMPLIANT</p>	<p>ADDITIONAL INFORMATION</p>	<p>EXPLANATION</p>
<p>1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation.</p>	<p>COMPLIANT</p>	<p>Aside from Company's Rules and Regulations, the company also implements Anti-Bribery and Corruption Policy and Whistleblowing Policy and submission of Complaint Form.</p> <p>https://bethelgen.com/resources/pdf/BETHEL-Company-Rules-and-Regulations.pdf</p> <p>https://bethelgen.com/resources/pdf/Bethel-Anti-Bribery-Policy.pdf</p> <p>https://bethelgen.com/resources/pdf/Whistleblowing-Policy.pdf</p>	

<p>2. 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.</p>	<p>COMPLIANT</p>	<p>Aside from Company's Rules and Regulations, the company also implements Anti-Bribery and Corruption Policy and Whistleblowing Policy and submission of Complaint Form.</p> <p>https://bethelgen.com/resources/pdf/BETHEL-Company-Rules-and-Regulations.pdf</p> <p>https://bethelgen.com/resources/pdf/Bethel-Anti-Bribery-Policy.pdf</p> <p>https://bethelgen.com/resources/pdf/Whistleblowing-Policy.pdf</p>	
<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>COMPLIANT</p>	<p>The Operations Support Division shall be responsible in ensuring the enforcement of whistleblowing framework.</p>	

Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

<p>Recommendation 16.1</p>	<p>COMPLIANT/ NON-COMPLIANT</p>	<p>ADDITIONAL INFORMATION</p>	<p>EXPLANATION</p>
<p>1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>	<p>COMPLIANT</p>	<p>Such activity can be viewed in company's website.</p> <p>https://bethelgen.com/about/governance</p>	