

**MINUTES OF THE MEETING
CORPORATE GOVERNANCE COMMITTEE of the BOARD
OF BETHEL GENERAL INSURANCE AND SURETY CORPORATION
VIA HYBRID MEETING AT 1:00 P.M. ON MAY 26, 2023**

PRESENT:

Ms. Vida T. Chiong	Chairperson
Mr. Jonathan M. Cruz	Member
Atty. Rozaire G. Ombao-Bagares	Minute taker (Corporate Secretary)

CALL TO ORDER

The Meeting was called to order by the Chairperson of the Corporate Governance Committee at 1:14 P.M. on May 26, 2023 via hybrid meeting - Ms. Vida Chiong and Mr. Jonathan Cruz attended thru Zoom videoconferencing, while Atty. Ombao was at the Bethel Conference Room, located at the Bethel General Insurance - Head Office. Atty. Ombao took the minutes of the meeting.

SERVICE OF NOTICE AND DETERMINATION OF QUORUM

The Corporate Secretary reported that, in accordance with the provisions of the Corporation Code and the Amended By-Laws of the Company, written notice of the meeting was served to all members of the Risk Oversight Committee. The majority of the members of the committee are present to validly transact business at today's meeting.

A copy of the ASEAN Corporate Governance Scorecard was sent via email on May 24, 2023, ahead of the Committee meeting.

DISCUSSION ON THE ACGS FOR OPERATIONS YEAR 2022

Atty. Ombao screen-shared the 2022 ACGS report.

Mr. Cruz explained that the purpose of this exercise is to be as transparent as possible when it comes to the operations of the Company. This is an honest assessment of the Company's performance in relation to the ACG principles.

The Committee went over the ACGS report composed of 44 pages and more than 120 items. The following were suggested:

1. On the lack of a sufficient number of independent directors to chair the Board Committees - Members of the Corporate Governance, Remuneration and Nomination Committees may be the same, while members of the Audit and Risk Oversight may also be of the same composition
2. Board oversees the development, review and approval of the company's business objectives and strategy - include the Corporate Planning event held in March 2022 at the Marriott Hotel Makati
3. State under discussion on RPT Committee that the Audit committee has been tasked/ charged to review RPT

4. Chief Audit Executive or CAE - Ask the [REDACTED] Audit to come up with an Internal Audit Manual
5. The Board should have a separate meeting exclusively for NEDs (Non- Executive Directors) preferably with the members of the Audit Committee
6. Every three years, the assessments are supported by an external facilitator - state that this is not applicable to the Company
[REDACTED] Company discloses the remuneration on an individual basis, including termination and retirement provisions - [REDACTED]
[REDACTED]
- [REDACTED] Introduce a system for handling whistleblowing complaints - appoint [REDACTED]
[REDACTED], to report directly to NEDs or the Audit Committee, may use the website [REDACTED]
9. Expound or develop the existing Enterprise Risk Management under the CRO
10. CSR - involve the Branches, "grassroots" CSR
[REDACTED]

Other suggestions of the Committee (not related to the ACGS):

1. D&O policy for directors
[REDACTED] Institutionalize the policy on the training of directors - explore the possibility of conducting a group session with the ICD [REDACTED]
3. Business Continuity Planning (BCP) or Disaster Risk Management Plan
4. Annual Report aside from the Annual Statement being submitted to the Insurance Commission

The Annual Report is more narrative, describing the Company's operations and financial condition, but much more than the numbers reflected in the Annual Statement. The Annual Report includes a letter from the CEO, and future plans and strategies.

ADJOURNMENT

There being no other matters to be taken up, the meeting was adjourned at 3: 57 p.m.

Certified Correct:

(Sgd.) **ATTY. ROZAIRE G. OMBAO-BAGARES**
Corporate Secretary