

**ANNUAL CORPORATE GOVERNANCE REPORT OF  
FIRST LIFE FINANCIAL CO., INC.**


1. For the calendar year ended December 31, 2024
2. Certificate Authority Number 2025/10-R
3. Country of Incorporation : Metro Manila, Philippines
4. Address: First Life Center, 174 Salcedo St., Legaspi Village, Makati City
5. Telephone Number: +632 88933024
6. Company's Official Website : <https://www.firstlife.com.ph>
7. Not Applicable

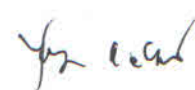
Former name, former address, and former fiscal year, if changed since last report.


### CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based on authentic records.

Signed in the City of Makati on 22 MAY 2025

  
**PETER G. COYIUTO**  
Chairman of the Board/  
President & CEO

  
**BELLA J. OCHOA**  
Acting Corporate Secretary/  
Corporate Governance Compliance Officer


  
**REYNALDO C. IBARRA**  
Independent Director

  
**EMIL DAVID NOEL C. ACKERMAN**  
Independent Director

**SUBSCRIBED AND SWORN** to before me this 22 MAY 2025, by the following who are all personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me their respective identification document as follows:

|                             |                |                         |         |
|-----------------------------|----------------|-------------------------|---------|
| PETER G. COYIUTO            | P4886794B      | 2/20/20- DFA Manila     | 2/19/30 |
| REYNALDO C. IBARRA          | P6289379A      | 3/05/2018-DFA Manila    | 3/04/28 |
| EMIL DAVID NOEL C. ACKERMAN | 0111-0527618-1 |                         |         |
| BELLA J. OCHOA              | P8890692B      | 2/09/22-DFA NCR<br>West | 2/08/32 |

Doc. No. 128;  
Page No. 27;  
Book No. 10;  
Series of 2025.

  
**ATTY. MARIELLE JENELLE L. LAGUERTA**  
Notary Public for City of Manila- Until Dec. 31, 2025  
Notarial Commission No. 2024-179  
Tower 3, 3K, No. 181 N. Lopez St., Ermita, Manila  
I.B.P. NO. 458207- Dec. 27, 2024 for the year 2025  
PTR. NO. 2041441- Jan. 2, 2025 at Manila  
MCLE No. VIII-0010660- Valid until 4-14-2028  
ROLL NO. 88314

|  | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION  | EXPLANATION |
|--|---------------------------------|---|-------------|
| The Board's Governance Responsibilities  |                                 |   |             |
| 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 stakeholders |                                 |   |             |
| Recommendation 1.1   |                                 |   |             |
| 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 of Directors is composed of ten members, four of whom bring direct expertise in the life insurance industry, while the remaining six contribute complementary skills and experiences from various sectors. This diversity of backgrounds facilitates balanced perspectives, sound judgment, and effective oversight in addressing the complex needs of the company. Detailed director profiles are available in the biographical data submitted to the Insurance Commission and on our website.   |             |
| 2. Board has an appropriate mix of competence and expertise.   |                                 | The Board's composition reflects a strategic blend of technical, financial, legal, and governance expertise aligned with the company's long-term strategy. The qualifications and selection criteria are outlined in pages 6-10 of our Corporate Governance Policy.   |             |
| 3. Directors remained qualified for the positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.   |                                 | All directors undergo regular evaluation and training to ensure continued alignment with the company's evolving goals and regulatory requirements. The Board collectively upholds professional integrity, independence, and competency, ensuring effective governance.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>   |             |
| Recommendation 1.2   |                                 |   |             |
| 1. Board is composed of a majority of non-executive directors.   | Compliant                       | Of the ten members of the Board, nine serve as non-executive directors, ensuring objectivity and independent judgment in decision-making. This structure upholds the principles of accountability and transparency.<br><br><a href="https://www.firstlife.com.ph/about-us/meetourteam">https://www.firstlife.com.ph/about-us/meetourteam</a><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/generalinformationsheet">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/generalinformationsheet</a> |             |
| Recommendation 1.3   |                                 |   |             |
| 1. Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors.  | Compliant                       | Our Corporate Governance Policy (Page 8) outlines structured training programs for the Board of Directors, including orientation for new members and continuing education to keep directors updated on relevant laws, regulations, and best practices.<br><br><a href="https://www.firstlife.com.ph/about-us/corporate_governance/source_documents/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporate_governance/source_documents/corporategovernancepolicy</a>   |             |

|   | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION  | EXPLANATION   |
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| 2. Company provides in the Board Charter or Manual on Corporate Governance an orientation program for first time directors. | Compliant                       | The orientation program for first-time directors is detailed in Page 8 of our Corporate Governance Policy. It includes comprehensive onboarding that covers the company's operations, organizational structure, strategic priorities, and governance framework.<br><a href="https://www.firstlife.com.ph/aboutus/corporate-governance/source-documents/corporategovernancepolicy">https://www.firstlife.com.ph/aboutus/corporate-governance/source-documents/corporategovernancepolicy</a>  |   |
| 3. Company has relevant annual continuing training for all directors.   | Compliant                       | The Board of Directors attended an in-house Corporate Governance Seminar on April 1, 2024, held at the company's principal place of business in Makati City.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/trainings&amp;seminars">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/trainings&amp;seminars</a>   |   |
| <b>Recommendation 1.4</b>   |                                 |   |   |
| 1. Board has a policy on board diversity.   | Compliant                       | The First Life Board reflects diversity in backgrounds, skills, and experience, contributing to the Company's strategic and governance effectiveness. The Board is composed of two (2) female and eight (8) male directors.<br><br>The Company's Corporate Governance Policy (Pages 6–7) outlines its commitment to board diversity.<br><a href="https://www.firstlife.com.ph/aboutus/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/aboutus/corporategovernance/sourcedocuments/corporategovernancepolicy</a> |   |
| <b>Recommendation 1.5</b>   |                                 |   |   |
| 1. Board is assisted in its duties by a Corporate Secretary.  | Compliant                       | The functions of the Corporate Secretary in supporting the Board are detailed in the Company's Corporate Governance Policy (Page 12, Corporate Secretary).<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/source-documents/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/source-documents/corporategovernancepolicy</a>   |   |
| 2. Corporate Secretary is a separate individual from the Compliance Officer   | Non-Compliant                   |   | The Board appointed Ms. Bella J. Ochoa as Acting Corporate Secretary and Compliance Officer for Corporate Governance. The Board of Directors affirmed her appointment.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2021minutesofboardmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2021minutesofboardmeeting</a> |
| 3. Corporate Secretary is not a member of the Board of Directors.   | Compliant                       | She is not a member of the Board.<br><br><a href="https://www.firstlife.com.ph/about-us/meetourteam">https://www.firstlife.com.ph/about-us/meetourteam</a><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/generalinformationsheet">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/generalinformationsheet</a>   |   |

|   | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION  | EXPLANATION |
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| 4. Corporate Secretary attends trainings on corporate governance.   | Compliant                       | Ms. Bella J. Ochoa together with the Company's officers and Board of Directors attended a corporate governance best practices on April 1, 2024.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/trainings&amp;seminars">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/trainings&amp;seminars</a>  |             |
| <b>Recommendation 1.6</b>   |                                 |   |             |
| 1. Board is assisted by a Compliance Officer  | Compliant                       | The Company appointed Ms. Bella J. Ochoa, Manager of the Finance Department and concurrent Acting Corporate Secretary, as Compliance Officer. She reports directly to the Chairman and performs her duties in accordance with the Company's Corporate Governance Policy (Pages 13–14).<br><br><a href="https://www.firstlife.com.ph/aboutus/corporategovernance/source documents/corporategovernancepolicy">https://www.firstlife.com.ph/aboutus/corporategovernance/source documents/corporategovernancepolicy</a> |             |
| 2. Compliance Officer has a rank of Vice President or an equivalent position with adequate stature and authority in the corporation.  | Compliant                       | Ms. Bella J. Ochoa serves as Manager of the Finance Department and concurrent Acting Corporate Secretary. She reports directly to the Chairman, reflecting her stature and authority within the Company.<br><br><a href="https://www.firstlife.com.ph/aboutus/corporategovernance/source documents/2024annualstatement">https://www.firstlife.com.ph/aboutus/corporategovernance/source documents/2024annualstatement</a>   |             |
| 3. Compliance Officer is not a member of the board.   | Compliant                       | The Compliance Officer, Ms. Bella J. Ochoa, is not a member of the Board of Directors.<br><br><a href="https://www.firstlife.com.ph/about-us/meetourteam">https://www.firstlife.com.ph/about-us/meetourteam</a><br><br><a href="https://www.firstlife.com.ph/aboutus/corporategovernance/source documents/generalinformationsheet">https://www.firstlife.com.ph/aboutus/corporategovernance/source documents/generalinformationsheet</a>  |             |
| 4. Compliance Officer attends training/s on corporate governance annually.  | Compliant                       | Ms. Bella J. Ochoa, along with the Company's officers and Board of Directors, attended a seminar on The Role of the Board in Corporate Governance on April 1, 2024.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/trainings&amp;seminar">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/trainings&amp;seminar</a>  |             |
| <b>Principle 2:</b> 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. |                                 |   |             |
| <b>Recommendation 2.1</b>   |                                 |   |             |
| 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                       | The Board of Directors performs its duties in line with First Life's purpose, vision, mission, and strategic objectives, ensuring that the Company complies with all applicable laws, regulations, and recognized codes of best business practices.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>                                    |             |

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|---|---------------------------------|--|-------------|
| <b>Recommendation 2.2</b>   |                                 |  |             |
| 1. Board oversees the development, review and approval of the company's business objectives and strategy.   | Compliant                       | As stated in the Company's Corporate Governance Policy, the Board of Directors is responsible for formulating, reviewing, and approving strategies that fulfill First Life's purpose, vision, and mission, and support the achievement of its business objectives.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy</a><br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/minutesofboardmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/minutesofboardmeeting</a> |             |
| 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. | Compliant                       | The Board of Directors meets regularly to monitor the Company's performance against its strategic objectives, ensuring compliance with internal policies, values, and standards to support long-term sustainability and growth.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/minutesofboardmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/minutesofboardmeeting</a>   |             |
| <b>Recommendation 2.3</b>   |                                 |  |             |
| 1. Board is headed by a competent and qualified Chairperson.  | Compliant                       | he Chairman of the Board is Mr. Peter G. Coyuto. He meets all the qualifications and fulfills all responsibilities outlined in the Corporate Governance Policy (Page 11, "The Chair and Chief Executive Officer").<br><br><a href="https://www.firstlife.com.ph/about-us/meetourteam">https://www.firstlife.com.ph/about-us/meetourteam</a><br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy</a>   |             |
| <b>Recommendation 2.4</b>   |                                 |  |             |
| 1. Board ensures and adopts an effective succession planning program for directors, key officers and management.  | Compliant                       | The Company's Corporate Governance Policy identifies the Board of Directors' responsibility to ensure the implementation of a succession planning program for key officers and employees, in coordination with the Human Resource Department (Page 16, Item 15 - Duties and Functions).<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy</a>   |             |
| 2. Board adopts a policy on the retirement for directors and key officers.  | Compliant                       | The Company has an established retirement policy covering employees and key officers. As a family corporation, the retirement of directors is observed without remuneration.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/retirementplan">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/retirementplan</a>  |             |

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| <b>Recommendation 2.5</b>   |                                 |   |   |
| 1. Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members. | Compliant                       | <p>The Company has an approved Performance Management System applicable to employees and key officers. Additionally, the Corporate Governance Policy outlines the principles governing remuneration and performance evaluation (see Page 16, Item #17 - Duties and Functions). As a family-owned corporation, no remuneration is provided to directors.</p> <p><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/performanceagementsystem">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/performanceagementsystem</a></p> <p><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a></p> |   |
| 2. Board aligns the remuneration of key officers and board members with long-term interests of the company.                                 | Compliant                       | <p>The Company utilizes a performance management system based on Key Results Areas (KRAs) and merit-based evaluations, incorporating both financial and non-financial Key Performance Indicators (KPIs) for employees and key officers.</p> <p><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/performanceagementsystem">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/performanceagementsystem</a></p>  |   |
| 3. Directors do not participate in discussions or deliberations involving his/her own remuneration.   | Non-Compliant                   |   | As a family corporation where all members of the Board are family members, directors do not receive remuneration. The Board has resolved that only Independent Directors are compensated. |
| <b>Recommendation 2.6</b>   |                                 |   |   |
| 1. Board has a formal and transparent board nomination and election policy.   | Compliant                       | <p>The Board of Directors' nomination and election policy is outlined in the Corporate Governance Policy (Pages 22–24). The nomination and election of directors are conducted during the Annual General Meeting, held every second Monday of July, in accordance with the Company's By-Laws.</p> <p><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a></p> <p><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting</a></p>   |   |
| 2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.                                       | Compliant                       | <p>The nomination and election policy is detailed in the Corporate Governance Policy (Pages 22–24), which forms part of the Company's Manual on Corporate Governance.</p> <p><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a></p>  |   |
| 3. Board nomination and election policy includes how the company accepts nominations from minority shareholders.                            | Compliant                       | <p>The Corporate Governance Policy (Pages 30–33) includes provisions on stockholders' rights and the protection of minority shareholders, including the acceptance of nominations from minority shareholders.</p> <p><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a></p>  |   |



|  | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION   | EXPLANATION |
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| 4. Board nomination and election policy includes how the board reviews nominated candidates.   | Compliant                       | The nomination and election policy, as stated in the Corporate Governance Policy (Pages 22–24, The Nomination Committee), outlines the process for identifying, screening, and evaluating nominees.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>   |             |
| 5. Board nomination and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director                              | Compliant                       | The Corporate Governance Policy (Pages 22–24, The Nomination Committee) details the processes for nomination, election, and replacement of directors, including provisions for assessing the effectiveness of such processes.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>   |             |
| 6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.   | Compliant                       | The Corporate Governance Policy provides for the selection of directors based on qualifications such as skills, knowledge, and experience that are aligned with the Company's objectives and strategic direction.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>   |             |
| <b>Recommendation 2.7</b>  |                                 |  |             |
| 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                       | The Board of Directors approved the Related Party Transactions Policy. In addition, the Corporate Governance Policy (Page 16, #16 - Duties and Functions of a Director) states that the Board has overall responsibility for overseeing such transactions.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a><br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/relatedpartytransactionsolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/relatedpartytransactionsolicy</a> |             |
| 2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.  | Compliant                       | The Company ensures that all transactions with related parties are conducted fairly and transparently, as provided for in its Related Party Transactions Policy.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/relatedpartytransactionsolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/relatedpartytransactionsolicy</a>  |             |
| 3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.   | Compliant                       | The Related Party Transactions Policy covers a broad range of transactions that may pose material or special risks to the Company and its stakeholders, reflecting consideration of group-wide structure, risk exposure, and operational complexity.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/relatedpartytransactionsolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/relatedpartytransactionsolicy</a>  |             |



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|--|---------------------------------|---|-------------|
| <b>Recommendation 2.8</b>  |                                 |   |             |
| 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                       | The Board of Directors has overall responsibility for the selection of key management personnel, as defined in its specific duties and responsibilities under the Corporate Governance Policy.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>   |             |
| 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 Office, Chief Compliance Officer and Chief Audit Executive). | Compliant                       | The Board of Directors is responsible for assessing the performance of Management, as outlined in its specific duties and responsibilities under the Corporate Governance Policy.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>  |             |
| <b>Recommendation 2.9</b>  |                                 |   |             |
| 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                       | The Company's Performance Management System provides an effective framework for evaluating management performance based on Key Result Areas (KRAs).<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/performanceagementsystem">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/performanceagementsystem</a>  |             |
| 2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.  | Compliant                       | All employees are assessed based on Key Result Areas (KRAs) and Key Performance Indicators (KPIs), both financial and non-financial, as part of the Company's Performance Management System.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/performanceagementsystem">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/performanceagementsystem</a>   |             |
| <b>Recommendation 2.10</b>   |                                 |   |             |
| 1. Board oversees that an appropriate internal control system is in place.   | Compliant                       | The Board of Directors ensures that an appropriate internal control system is in place. Refer to Page 19 of the Corporate Governance Policy, under the section Internal Control and Risk Management Provisions.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>  |             |
| 2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.  | Compliant                       | The Board of Directors ensures that the internal control system includes mechanisms to monitor and manage potential conflicts of interest. Refer to Page 19 of the Corporate Governance Policy, under the section Internal Control and Risk Management Provisions.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a> |             |

|   | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION  | EXPLANATION |
|---|---------------------------------|---|-------------|
| 3. Board approves the Internal Audit Charter.   | Compliant                       | The Finance Manager currently performs internal audit functions for operating units. For AMLA-related transactions, the Actuarial Manager and the Information Systems Manager serves as Internal Auditor and Assistant Internal Auditor, respectively.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualstatement">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualstatement</a> |             |
| Recommendation 2.11   |                                 |   |             |
| 1. Board oversees that the company has in place a sound risk enterprise risk management (ERM) framework.to effectively identify, monitor, assess and manage key business risks.       | Compliant                       | The Company has engaged a Consultant to conduct a comprehensive Risk Assessment and to develop a Business Continuity Plan. These initiatives are subject to ongoing monitoring and adjustments, as necessary<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/businesscontinuityplan">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/businesscontinuityplan</a>                                     |             |
| 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. |                                 |   |             |
| Recommendation 2.12   |                                 |   |             |
| 1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.                                | Compliant                       | he Company's Corporate Governance Policy details the roles, responsibilities, and accountabilities of the Board of Directors in line with its fiduciary obligations. This policy is publicly available on the Company's website.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>           |             |
| 2. Board Charter serves as a guide to the directors in the performance of their functions.  | Compliant                       | Yes.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>   |             |
| 3. Board Charter is publicly available and posted on the company's website.   | Compliant                       | Yes.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>   |             |

Page 8 of 22

|   | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION   | EXPLANATION |
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| <b>Principle 3:</b> Board committees should be 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. |                                 |  |             |
| <b>Recommendation 3.1</b>   |                                 |  |             |
| 1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.   | Compliant                       | <p>The Board of Directors approved the establishment of the following committees:</p> <ol style="list-style-type: none"> <li>Executive Committee</li> <li>Nomination Committee</li> <li>Audit Committee</li> <li>Remuneration Committee</li> <li>Related Party Transactions Committee</li> <li>AMLA Committee</li> <li>Product Oversight and Governance Committee</li> <li>Corporate Governance Committee</li> </ol> <p><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting</a></p> <p><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/minutesofboardmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/minutesofboardmeeting</a></p> |             |
| <b>Recommendation 3.2</b>   |                                 |  |             |
| 1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.  | Compliant                       | <p>The Board has established an Audit Committee to strengthen its oversight over the Company's financial reporting, internal control systems, internal and external audit processes, and compliance with applicable laws and regulations. The duties and responsibilities of the Audit Committee are outlined in the Company's Corporate Governance Policy (pages 20-22. "The Audit Committee".)</p> <p><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/minutesofboardmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/minutesofboardmeeting</a></p> <p><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a></p>               |             |
| 2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom including the Chairman is independent.   | Compliant                       | <p>The current members of the Audit Committee are as follows:</p> <ol style="list-style-type: none"> <li>Peter G. Coyiuto (Chairman/President)</li> <li>Samuel G. Coyiuto (Director) Non-executive</li> <li>Reynaldo C. Ibarra (Indepedent Director) Non-Executive</li> </ol> <p><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting</a></p>   |             |
| 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 of the members of the audit committee have accounting, auditing and finance background. It is indicated in the Biographical Data submitted to the IC.  |             |

|  | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION  | EXPLANATION |
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| 4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.   | Compliant                       | The Chairman of the Audit Committee is Mr. Reynaldo C. Ibarra, an Independent Director. He is not the Chairman of the Board.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualstatement">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualstatement</a>   |             |
| Recommendation 3.4   |                                 |   |             |
| 1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of the company's Enterprise Risk Management system to ensure its functionality and effectiveness. | Compliant                       | Risk management functions are outlined in the Company's Corporate Governance Manual. A Consultant was engaged to assess the Company's risk management practices, resulting in the development of a Risk Management and Business Continuity Plan, which is subject to continuous monitoring and adjustment as necessary.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>  |             |
| 2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.   |                                 |   |             |
| 3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.  |                                 |   |             |
| 4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.   |                                 |   |             |
| Recommendation 3.5   |                                 |   |             |
| 1. The Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactios of the company.   | Compliant                       | The Board of Directors approved the Related Party Transactions Policy and established a committee responsible for reviewing all material related party transactions of the company.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/relatedpartytransactionsolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/relatedpartytransactionsolicy</a><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting</a> |             |
| 2. RPT Committee is composed of at least three non-executive directors, majority of whom should be independent, including the Chairman.  | Compliant                       | The RPT Committee is composed of three non-executive directors, two of whom are independent. In addition, two executive/managers of the Company are also members of the committee.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting</a>   |             |
| Recommendation 3.6   |                                 |   |             |
| 1. All established committees have a committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.          | Compliant                       | Each committee's scope, objectives, structure, operations, and other relevant details are defined in the Company's Corporate Governance Policy.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>  |             |

|   | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION  | EXPLANATION |
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| 2. Committee Charters provide standards for evaluating the performance of the Committees. | Compliant                       | Yes, the scope, objectives, structure, and operations of each committee—along with other relevant provisions—are defined, allowing for performance evaluation.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a> |             |
| 3. Committee Charters were fully disclosed on the company's website.                      | Compliant                       | Yes, this is published in the Company's website.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>   |             |

**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  |           |  |  |
|---|-----------|--|--|
| 1. The Directors attends and actively participates in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission. | Compliant | The Board of Directors attends and actively participates in all meetings.<br><a href="https://firstlife.com.ph/about-us/corporategovernance/sourcedocuments/minutesofboardmeeting">https://firstlife.com.ph/about-us/corporategovernance/sourcedocuments/minutesofboardmeeting</a> |  |
| 2. The directors review meeting materials for all Board and committee meetings.   | Compliant | The Board of Directors are given meeting materials.<br><a href="https://firstlife.com.ph/about-us/corporategovernance/sourcedocuments/minutesofboardmeeting">https://firstlife.com.ph/about-us/corporategovernance/sourcedocuments/minutesofboardmeeting</a>                       |  |
| 3. The directors ask the necessary questions or seek certifications and explanations during the Board and Committee meetings.   | Compliant | The Board of Directors attends and actively participates in all meetings.<br><a href="https://firstlife.com.ph/about-us/corporategovernance/sourcedocuments/minutesofboardmeeting">https://firstlife.com.ph/about-us/corporategovernance/sourcedocuments/minutesofboardmeeting</a> |  |

|  | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION   | EXPLANATION |
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| <b>Recommendation 4.2</b>  |                                 |  |             |
| 1. Non-executive directors concurrently serve as directors to a maximum of five insurance Commission Regulated Entities (CREs) and publicly-listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views and oversee the long-term strategy of the company. | Compliant                       | None of the non-executive directors serve as directors in more than five Insurance Commission-Regulated Entities (CREs) and publicly listed companies. This is evident from the biographical data submitted to the Insurance Commission. |             |
| <b>Recommendation 4.3</b>  |                                 |  |             |
| 1. The directors notify the company's board where he/she is an incumbent director before accepting a directorship in another company.  | Compliant                       | <a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy</a>                  |             |

**Principle 5:** The board should endeavor to exercise an objective and independent judgment on all corporate affairs.

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| <b>Recommendation 5.1</b>   |           |   |  |
| 1. The Board is composed of at least twenty percent (20%) independent directors.  | Compliant | There are two independent directors on the Board, namely Mr. Reynaldo C. Ibarra and Mr. Emil David Noel C. Ackerman, which constitutes 20% of the total 10 Board members.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/generalinformationsheet">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/generalinformationsheet</a>  |  |
| <b>Recommendation 5.2</b>   |           |   |  |
| 1. The independent directors possess all the necessary qualifications and none of the disqualification to hold the position.  | Compliant | Mr. Reynaldo C. Ibarra and Mr. Emil David Noel C. Ackerman, our independent directors, possess all the requisite qualifications and none of the disqualifications necessary for their positions. This information is readily available in the biographical data submitted to the Insurance Commission.  |  |
| <b>Recommendation 5.3</b>   |           |   |  |
| 1. The independent directors serve for a maximum cumulative term of nine years.<br><br>As far as the 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. | Compliant | Our former independent directors, Mr. Michael Joseph R. Estaniel and Mr. Fernando M. Ordoveza, were appointed in 2009. However, in accordance with IC Circular No. 2014-49 dated December 11, 2014, which established new term limits for Independent Directors effective January 2, 2015, all previous terms served by existing IDs were not included in the application of these term limits. For insurance companies, the term limit is reckoned from January 2, 2015, while for Pre-Need Companies and Health Maintenance Organizations, it is from September 21, 2016. Our new independent directors, Mr. Reynaldo C. Ibarra and Mr. Emil David Noel C. Ackerman, were appointed on January 27, 2020.<br><br>Our new independent directors, Mr. Reynaldo C. Ibarra and Mr. Emil David Noel C. Ackerman were appointed last January 27, 2020. |  |

|   | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION   | EXPLANATION  |
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| 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  |                                 | <a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/changeofindependentdirector">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/changeofindependentdirector</a>  |  |
| 2. The company bars an independent director from serving in such capacity after the term limit of nine years.   | Compliant                       | The Board recently appointed Mr. Reynaldo C. Ibarra and Mr. Emil David Noel C. Ackerman on January 27, 2020, to replace Mr. Michael Joseph R. Estaniel and Mr. Fernando M. Ordoveza, whose terms ended in 2019, in compliance with IC Circular No. 2014-49 dated December 11, 2014.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/minutesofboardmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/minutesofboardmeeting</a> |  |
| 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 shareholders' approval during the annual shareholders meeting. | Compliant                       | The term limit of independent directors is included in the Company's Corporate Governance Policy (page 8, Independent Directors).<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>   |  |
| Recommendation 5.4  |                                 |  |  |
| 1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.   | Non-compliant                   |  | Mr. Peter G. Coyiuto serves as both the President & CEO and the Chairman of the Board. According to the Corporate Governance Policy, when both positions are held by the same individual, the Chairman has the authority to appoint a Vice-Chairman during Board Meetings, particularly when independent decision-making is necessary. |
| 2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.   |                                 |  |  |
| Recommendation 5.5  |                                 |  |  |
| 1. If the Chairman of the Board is not an independent director or where the roles of Chairman and CEO are being held by one person, the Board should designate a lead director among the independent directors.   | Non-compliant                   |  | The Board of Directors did not appoint a lead director in 2023 as they have full trust and confidence in Mr. Peter G. Coyiuto, who holds concurrent functions as Chairman and CEO.   |



|  | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION  | EXPLANATION   |
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| <b>Recommendation 5.6</b>  |                                 |   |   |
| 1. Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations for the same.  | Compliant                       | The Company's Corporate Governance Policy (Page 16, #16 Duties & Functions) in relation to the Related Party Transactions Policy requires directors to abstain from taking part in the deliberations of transactions where they have a material interest.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancypolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancypolicy</a><br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/relatedpartytransactionsolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/relatedpartytransactionsolicy</a> |   |
| <b>Recommendation 5.7</b>  |                                 |   |   |
| 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. | Non-compliant                   |   | The Company did not implement the planned changes in the organizational structure in 2024. Consequently, the existing setup remained unchanged, wherein the head of the Finance Department was authorized by the Board of Directors to conduct regular meetings with external auditors. |
| 2. The meetings are chaired by the lead independent director.  |                                 |   |   |

**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.

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| <b>Recommendation 6.1</b>   |           |  |  |
| 1. The Board conducts an annual assessment of its performance as a whole.                   | Compliant | The Board follows the Corporate Governance Manual when conducting self-assessments for the entire Board, the Chairman, its members, and each individual committee. |  |
| 2. The performance of the Chairman is assessed annually by the Board.                       |           |  |  |
| 3. The performance of the individual member of the Board is assessed annually by the Board. |           |  |  |
| 4. The performance of each committee is assessed annually by the Board.                     |           |  |  |
| 5. Every three years, the assessment are supported by an external facilitator.              |           |  |  |

|   | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION   | EXPLANATION |
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| <b>Recommendation 6.2</b>   |                                 |  |             |
| 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. | Compliant                       | The Board follows the Corporate Governance Manual when conducting self-assessments for the entire Board, the Chairman, its members, and each individual committee. |             |
| 2. The system allows for a feedback mechanism from the shareholders.  |                                 |  |             |

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

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| <b>Recommendation 7.1</b>   |           |  |  |
| 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 | The Board of Directors has adopted a Code of Conduct.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/codeofconduct">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/codeofconduct</a>   |  |
| 2. The Code is properly disseminated to the Board, senior management and employees.   | Compliant | The Company's Human Resource Department is responsible for disseminating and implementing the Code of Conduct across the Company. It is saved on the Company's common server drive, where the Board, senior management, and employees can access it.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/codeofconduct">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/codeofconduct</a>  |  |
| 3. The Code is disclosed and made available to the public through the company website.  | Compliant | The Company's Code of Conduct is uploaded on the company's website.  |  |
| <b>Recommendation 7.2</b>   |           |  |  |
| 1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.   | Compliant | The Board of Directors, as part of its duties and responsibilities under the Corporate Governance Policy and through the Company's Human Resource Department, ensures the proper and efficient implementation and monitoring of compliance with the Code of Conduct and internal policies.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/codeofconduct">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/codeofconduct</a><br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy</a> |  |
| 2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal ..  |           |  |  |

**Principle 8:** The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

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| <b>Recommendation 8.1</b>  |           |  |  |
| 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, results and business operations. | Compliant | The Company's Corporate Governance Policy (page 33-35, Disclosure and Transparency) defines the disclosure policies and procedures to provide relevant information to the stakeholders.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy</a> |  |

|   | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION   | EXPLANATION  |
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| Recommendation 8.3  |                                 |  |  |
| 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 Board of Directors qualifications and experiences are fully disclosed in the Biographical Data submitted to the Insurance Commission. Due to confidentiality of data contained in said document, it cannot be uploaded in the Company's website.   |  |
| 2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.  | Compliant                       | The qualifications and experiences of key executives are fully disclosed in the Biographical Data submitted to the Insurance Commission. Due to confidentiality of data contained in said document, it cannot be uploaded in the Company's website.  |  |
| Recommendation 8.4  |                                 |  |  |
| 1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same in the Annual Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.  | Non-compliant                   |  | As a family-owned corporation, the Board of Directors does not receive remuneration. This practice aligns with our corporate values and governance structure, where the focus is on long-term growth and sustainability rather than individual compensation. |
| 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 Scorecard (ACGS) and the Revised Corporation Code.  |                                 |  |  |
| 3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.  |                                 |  |  |
| Recommendation 8.5  |                                 |  |  |
| 1. Company discloses its policies governing Related Party Transactions (RPT) and other unusual or frequently occurring transactions.  | Compliant                       | The Company uploaded its Related Party Transactions Policy in the company's website. The Corporate Governance Policy also enumerates the transactions to be disclosed. A report of RPT transactions are being submitted to the Insurance Commission in compliance to IC Circular 2017-29 dated May 2, 2017.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy</a> |  |
|   |                                 | <a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/relatedpartytransactionspolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/relatedpartytransactionspolicy</a>  |  |
| 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                       | The Company discloses material or significant RPTs in its Annual Corporate Governance Report through the report submitted to the Insurance Commission in compliance to IC Circular 2017-29 dated May 2, 2017.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/2024relatedpartytransactions">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/2024relatedpartytransactions</a>   |  |

|  | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION   | EXPLANATION |
|--|---------------------------------|--|-------------|
| <b>Recommendation 8.7</b>  |                                 |  |             |
| 1. Company corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG). | Compliant                       | Yes, the Company's Corporate Governance Policy contains the governance policies, programs and procedures.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancypolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancypolicy</a> |             |
| 2. Company's MCG is posted in its company website.   | Compliant                       | Yes, the Company's Corporate Governance Policy is posted in the company website.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancypolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancypolicy</a>                          |             |

**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.

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| <b>Recommendation 9.1</b>   |               |   |  |
| 1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal and fees of the external auditors.                               | Non-compliant |   | The recommendation, appointment, reappointment, removal and fees of the external auditors are currently carried out by the Chairman, based on suggestions from the Company's executives. These recommendations are then presented for approval by a majority vote of the stockholders during the annual general meeting. While this process ensures executive oversight and shareholder involvement, we recognize the importance of a more structured and independent review by the Audit Committee. Moving forward we aim to enhance our governance practices by involving the Audit Committee more directly in these decisions, ensuring a robust and transparent process. |
| 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.     |               |   |  |
| 3. For removal of the external auditor, the reasons for removal or changes are discussed to the regulators and the public through the company website and required disclosures. | Compliant     | No removal or change happened that requires disclosures in the company's website.   |  |
| <b>Recommendation 9.2</b>   |               |   |  |
| 1. Audit Committee Charter includes the Audit Committee's responsibility on:<br>1. assessing the integrity and independence of external auditors;                               | Compliant     | The Company's Corporate Governance Policy (page 20-22, The Audit Committee) includes the Audit Committee's responsibilities.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancypolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancypolicy</a> |  |

|  | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION  | EXPLANATION |
|--|---------------------------------|---|-------------|
| 2. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and   | Compliant                       | The Company's Corporate Governance Policy (page 20-22, The Audit Committee) includes the Audit Committee's responsibilities.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancypolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancypolicy</a> |             |
| 3. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine 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                       | The Company's Corporate Governance Policy (page 20-22, The Audit Committee) includes the Audit Committee's responsibilities.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancypolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancypolicy</a> |             |
| <b>Recommendation 9.3</b>  |                                 |   |             |
| 1. Company discloses the nature of non-audit services performed by its external auditors in the Annual Report to deal with the potential conflict of interest.   | Compliant                       | No such non-audit services performed by our external auditors to date.  |             |
| 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                       | No such non-audit services performed by our external auditors to date.  |             |

**Principle 10:** The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.

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| <b>Recommendation 10.1</b>  |           |   |  |
| 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 | The Company's sustainability report is incorporated in its 2024 Annual Report.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualreport">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualreport</a> |  |
| 2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.  |           |   |  |

**Principle 11:** The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is curcial for informed decision-making by investors, stakeholders and other interested users.

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| <b>Recommendation 11.1</b>  |           |   |  |
| 1. The company should have a website to ensure a comprehensive, cost efficient, transparent, and timely manner of dissemination relevant information to the | Compliant | The Company maintains a website to ensure a comprehensive and timely manner of dissemination of relevant information to the public.<br><br><a href="https://www.firstlife.com.ph">https://www.firstlife.com.ph</a><br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance">https://www.firstlife.com.ph/about-us/corporategovernance</a> |  |

|  | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION  | EXPLANATION   |
|--|---------------------------------|---|---|
| <b>Internal Control System and Risk Management Framework</b>   |                                 |   |   |
| <b>Principle 12:</b> 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. |                                 |   |   |
| <b>Recommendation 12.1</b>   |                                 |   |   |
| 1. Company has an adequate and effective internal control system in the conduct of its business.   | Compliant                       | The Company has an adequate and effective internal control system in the conduct of its business. Please see Corporate Governance Policy 19, Internal Control Responsibility of the Board.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>   |   |
| 2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.  | Compliant                       | The Company has enlisted a Consultant to conduct a Risk Assessment and develop a Business Continuity Plan, which is under ongoing monitoring and adjustment as necessary.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/riskassessmentreport">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/riskassessmentreport</a><br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/businesscontinuityplan">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/businesscontinuityplan</a> |   |
| <b>Recommendation 12.2</b>   |                                 |   |   |
| 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 Finance Manager currently do internal audit functions for operating units. For AMLA transactions, the Actuarial Manager and the Information Systems Manager acts as Internal and Assistant Internal Auditors.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualstatement">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualstatement</a>  |   |
| <b>Recommendation 12.3</b>   |                                 |   |   |
| 1. The company has a qualified Chief Audit Executive (CAE) appointed by the Board.   | Non-compliant                   |   | Currently, the company does not have a designated Chief Audit Executive (CAE) appointed by the Board. However, the internal audit functions are managed by senior management personnel who ensure that all internal audit activities, including those outsourced to third-party service providers, are effectively overseen and executed. |
| 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.   | Non-compliant                   |   | While the company does not have a CAE, the responsibility for overseeing internal audit activities, including those outsourced to third-party service providers, is assigned to qualified senior management personnel. This ensures that internal audit processes are conducted with the necessary oversight and integrity.               |
| 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.             | Non-compliant                   |   | The company has not fully outsourced its internal audit activities. Instead, internal audit responsibilities are managed by senior management personnel who ensure that all audit activities, whether internal or outsourced, are conducted effectively and in compliance with relevant standards.  |
|  |                                 | Page 19 of 22   |   |

|  | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION  | EXPLANATION |
|--|---------------------------------|---|-------------|
| <b>Recommendation 12.4</b>   |                                 |   |             |
| 1. The company has a separate risk management function to identify, assess and monitor key risk exposures.   | Compliant                       | The Company has enlisted a Consultant to conduct a Risk Assessment and develop a Business Continuity Plan, which is under ongoing monitoring and adjustment as necessary.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/riskassessmentreport">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/riskassessmentreport</a><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/businesscontinuityplan">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/businesscontinuityplan</a> |             |
| <b>Recommendation 12.5</b>   |                                 |   |             |
| 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                       | The Company has enlisted a Consultant to conduct a Risk Assessment and develop a Business Continuity Plan, which is under ongoing monitoring and adjustment as necessary.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/riskassessmentreport">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/riskassessmentreport</a><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/businesscontinuityplan">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/businesscontinuityplan</a> |             |
| 2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.   |                                 |   |             |

**Principle 13:** The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

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| <b>Recommendation 13.1</b>   |           |   |  |
| 1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.<br>2. Board ensures that basic shareholder rights are disclosed on the company's website.        | Compliant | The rights of the Company's shareholders are disclosed in the Corporate Governance Policy (page 30, Shareholder rights and protection of minority stockholder rights) and is posted in the company's website<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a> |  |
| <b>Recommendation 13.2</b>   |           |   |  |
| 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 | The Company's Notice of Annual and Special Shareholders Meeting are given 30 days before the meeting. Most of the shareholders received the notice within at least 28 days before the meeting.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting</a>                 |  |
| <b>Recommendation 13.3</b>   |           |   |  |
| 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 | The Board encourages active shareholder participation. The nominated and appointed Board of Directors are documented in the Minutes of the most recent Annual General Meeting.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting</a>                                 |  |
| 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 | Yes.<br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/2024annualgeneralmeeting</a>   |  |



|  | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION   | EXPLANATION |
|--|---------------------------------|--|-------------|
| <b>Recommendation 13.4</b>   |                                 |  |             |
| 1. Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner. | Compliant                       | The Company's Corporate Governance Policy (page 33, Dispute Resolution) provides for dispute resolutions.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a> |             |
| 2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.                      |                                 |  |             |

#### Duties to Stakeholders

**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.

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| <b>Recommendation 14.1</b>   |           |   |  |
| 1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating, wealth, growth and sustainability.         | Compliant | The Company's was able to report the company's policies and programs to its stakeholders. All matters during the year are being discussed in the annual general meeting.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/source documents/2024annualgeneralmeeting">https://www.firstlife.com.ph/about-us/corporategovernance/source documents/2024annualgeneralmeeting</a> |  |
| <b>Recommendation 14.2</b>   |           |   |  |
| 1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.  | Compliant | The Company's Corporate Governance Policy (Page 33, Dispute Resolution) identifies the fair treatment and protection of the stakeholders.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>                                |  |
| <b>Recommendation 14.3</b>   |           |   |  |
| 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 | The whistleblowing policy was incorporated in the revised Corporate Governance policy<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a>  |  |

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

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| <b>Recommendation 15.1</b>   |           |  |  |
| 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. | Compliant | The Corporate Governance Policy (Page 17, Duties & Functions) provides for programs that encourage employees' active participation.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourcedocuments/corporategovernancepolicy</a> |  |

|   | COMPLIANT/<br>NON-<br>COMPLIANT | ADDITIONAL INFORMATION   | EXPLANATION |
|---|---------------------------------|--|-------------|
| Recommendation 15.2   |                                 |  |             |
| 1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in the Code of Conduct   | Compliant                       | The Company's Code of Conduct (page 25, Section 5.7) outlines a policy on anti-corruption, specifically addressing collusion among employees, with corresponding disciplinary actions. These policies are communicated to employees through training sessions, incorporated into new employee orientations, and made accessible via the company's shared drive for all employees.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/codeofconduct">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/codeofconduct</a> |             |
| 2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.   |                                 |  |             |
| Recommendation 15.3   |                                 |  |             |
| 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.  | Compliant                       | The whistleblowing policy has been integrated into the updated Corporate Governance Policy. This framework ensures that employees can report any illegal or unethical practices without fear of retaliation. The policy is communicated to all employees and is accessible via the company's shared drive.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporategovernancepolicy</a>  |             |
| 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.   |                                 |  |             |
| 3. Board supervises and ensures the enforcement of the whistleblowing framework.  |                                 |  |             |
| Principle 16: The company should be socially responsible in all the 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. |                                 |  |             |
| Recommendation 16.1   |                                 |  |             |
| 1. Company recognizes and places importance on the independence 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.   | Compliant                       | The Company's community involvement and corporate social responsibility are demonstrated through its partnership with Caritas Manila for various projects.<br><br><a href="https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporatesocialresponsibility">https://www.firstlife.com.ph/about-us/corporategovernance/sourceddocuments/corporatesocialresponsibility</a>  |             |