



**Travellers Insurance  
Surety Corporation**

*Since 1964*

*"Your Key to stability. Your Partner in business."*

12 July 2022

**Hon. DENNIS B. FUNA**  
Insurance Commissioner  
Insurance Commission,  
1071 United Nations Avenue, Manila

**Subject : ANNUAL CORPORATE GOVERNANCE REPORT (ACGR)**

**Dear Commissioner FUNA:**

Greetings!

In compliance with the Insurance Commission Circular Letter (CL) No. 2020-72, mandating all Insurance Commission Regulated Entities (ICREs) to submit their Annual Corporate Governance Report (ACGR), our company, **Travellers Insurance & Surety (TRISCO) Corporation**, is hereby respectfully transmitting two (2) original copies of our ACGR Compliance for the fiscal year of 2021.

Please be informed, however that as of December, 2021, we have changed our company official website from <http://www.travellersinsuranceph.com/> to <https://www.triscoph.com/>. Thus, all contents including company disclosures, were recently re-uploaded.

Our ACGR compliance for the fiscal year of 2021 is already available on our company new official website (<https://www.triscoph.com/>) together with the ACGR supporting documents.

Thank you.

Very truly yours,

**TRAVELLERS INSURANCE & SURETY (TRISCO) CORPORATION**

By:

**ATTY. FLORENCE B. CARANDANG**  
VP Legal/ Corporate Secretary



# ANNUAL CORPORATE GOVERNANCE REPORT OF

## TRAVELLERS INSURANCE & SURETY (TRISCO) CORPORATION

(Name of Company)

1. For the fiscal year ended DECEMBER 31, 2021

2. Certificate Authority Number: 25369

3. 10TH FLOOR GE ANTONINO BLDG. TM KALAW COR. J. BOCOBO ST., ERMITA, MANILA

Province, Country or other jurisdiction of incorporation or organization

4. 10TH FLOOR GE ANTONINO BLDG. TM KALAW COR. J. BOCOBO ST., ERMITA, MANILA  
1000

Address of principal office

Postal Code

5. 8-521-3822

Company's telephone number, including area code

6.

<https://www.triscoph.com/>

Company Official Website

7. TRAVELLERS INSURANCE & SURETY (TRISCO) CORPORATION

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

ANNUAL CORPORATE GOVERNANCE REPORT			
	COMPLIANT/ NON- COMPLAINT	ADDITIONAL INFORMATION	EXPLANATION
<b>The Board's Governance Responsibilities</b>			
<b>Principle 1:</b> 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.			
<b>Recommendation 1.1.</b>			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/ sector.	COMPLIANT	Provide information or link/ reference to a document containing information on the following:  1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors. <u>Please refer to the <a href="#">BOARD OF DIRECTORS PROFILE</a>.</u>	The academic qualifications and expertise of the board are accessible on the BOARD OF DIRECTORS PROFILE page of the company's website.
2. Board has an appropriate mix of competence and expertise	COMPLIANT		The qualifications standard of the board nomination can be found in Article VII of the company's Amended By-Laws.
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	2. Qualifications standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance.  <u>Please refer to <a href="#">ARTICLE VII of the CORPORATE BY-LAWS</a> and the <a href="#">BOARD OF DIRECTORS PROFILE</a>.</u>	The qualifications standard of the board nomination can be found in Article VII of the company's Amended By-Laws.
<b>Recommendation 1.2</b>			
1. Board is composed of a majority of non-executive directors	COMPLIANT	Identify or provide link/reference to a document identifying the directors and their type of directorship: <u>Please refer to <a href="#">TRISCO 2021 GENERAL INFORMATION SHEET</a></u>	



Recommendation 1.3			
1. Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors.	COMPLIANT	Provide link or reference to the company's Board Charter or Manual on Corporate Governance relating to its policy on training of directors. <u>Please refer to <a href="#">CORPORATE GOVERNANCE HANDBOOK</a> (item number 5, Training)</u>	This is found in the Corporate Governance page of the website, under Systems, item number 5.
2. Company provides in its Board Charter or Manual on Corporate Governance an orientation program for first times directors	COMPLIANT	Provide information or link/ reference to a document containing information on the orientation program and trainings of directors for the previous year, including the number of hours attended and topics covered.  <u>Please refer to <a href="#">CORPORATE GOVERNANCE HANDBOOK</a> (item number 5, Training)</u>	This is found in the Corporate Governance page of the website, under Systems, item number 5.
3. Company has relevant annual continuing training for all directors.	NON-COMPLIANT		TRISCO is continuously coordinating with the Insurance Commission Corporate Governance Unit and Institute of Corporate Directors (ICD) on the available training programs this pandemic.
Recommendation 1.4			
1. Board has a policy on board diversity	COMPLIANT	Provide information on or link/ reference to a document containing information on the company's board diversity policy. Indicate gender composition of the board.  <u>Please refer to <a href="#">ARTICLE VII of the CORPORATE BY-LAWS</a>, <a href="#">BOARD DIVERSITY POLICY</a> and <a href="#">BOARD DIVERSITY MATRIX</a>.</u>	TRISCO embraces board diversity according, but not limited to each demographic attribute.
Recommendation 1.5			
1. Board is assisted in its duties by Corporate Secretary	COMPLIANT	Provide information on or link/ reference to a document containing information on the Corporate Secretary, including his/ her name qualifications, duties and functions.  <u>Please refer to <a href="#">ARTICLE IX, SECTION 8 of the CORPORATE BY-LAWS</a></u>	TRISCO's Corporate Secretary performs the duties assigned to her by the Board and such other duties incidental to her office.
2. Corporate Secretary is separate individual from the compliance officer	COMPLIANT		Yes, the company's Corporate Secretary is different from its Compliance Officer.
3. Corporate Secretary is not a member of the Board of Directors	COMPLIANT		Yes, the Corporate Secretary is not a member of the Board of Directors.

4. Corporate Secretary attends training/s on corporate governance	NON-COMPLIANT	Provide information or link/ reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.	The Corporate Secretary regularly attends on corporate governance trainings and seminars but it was interrupted in 2021 due to the surge of pandemic. Trainings will resume in 2022.
Recommendation 1.6			
1. Board is assisted by a Compliance Officer	COMPLIANT	Provide Information on or link/reference to a document containing information on the Compliance Officer, including his/her name, position, qualifications, duties, and functions.	Yes, the Board is assisted by two (2) Compliance Officers of TRISCO.
2. Compliance Officer has a rank of Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT	Please refer to <a href="#">TRISCO 2021 GENERAL INFORMATION SHEET</a>	The Corporation's Compliance Officers were entrusted to its President and Senior Vice President positions.
3. Compliance Officer is not a member of the Board	NON-COMPLIANT		It will be considered in the next nomination.
4. Compliance Officer attends training/s on corporate governance annually.	NON-COMPLIANT	Provide information on or link/ reference to a document containing information on the corporate governance training attended, including number of hours and topics covered.	The Compliance Officer regularly attends on corporate governance trainings and seminars but it was interrupted in 2021 due to the surge of pandemic. Trainings will resume in 2022.



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 pronouncement and guidelines should be clearly made known to all directors as well as to stockholders, and other stakeholders.

#### Recommendation 2.1

1. Directors act on fully informed basis, in good faith, with due diligence and care, and in the best interest of the company	COMPLIANT	<p>Provide information or reference to a document containing information on how the directors performed.</p> <p><u>Please refer to the <a href="#">CORPORATE GOVERNANCE PAGE, AMENDED BY-LAWS, CODE OF ETHICS &amp; PROFESSIONAL CONDUCT, CG HANDBOOK</a> for reference of their duties and responsibilities.</u></p> <p><u>Kindly see <a href="#">2021 MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING</a> and the <a href="#">2021 ATTENDANCE MATRIX</a> for their performance indicator.</u></p>	The Board acts in accordance with their roles and responsibilities provided in the company's By-Laws, Corporate Governance Handbook, Committee Charters and Code of Ethics and Professional Conduct. It is manifested through their commitments to participate on each annual and regular meeting.
---	-----------	---	--

#### Recommendation 2.2

1. Board oversees the development, review and approval of the company's business objectives and strategy	COMPLIANT	<p>Provide information or link/ reference to a document containing on how directors performed this function (can include board resolutions, minutes of meeting). Indicate frequency of review of business objectives and strategy.</p>	It is provided in the company's Corporate Governance Handbook and being discussed in the Regular Board Meetings and Annual Stockholders' Meetings.
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	<p>1. Please refer to the <a href="#">ANNUAL CYCLE OF BUSINESS OF THE CG HANDBOOK</a> and <a href="#">2021 MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING</a></p>	<p>Please refer to the COMPANY'S VISION &amp; MISSION</p> <p><b>VISION :</b> <i>To become a world class Insurance Company in the Philippines recognized for its excellence in providing quality, safe and competent service by 2025</i></p> <p><b>MISSION:</b></p> <ul style="list-style-type: none"> <li>-To our Stakeholders, we create value by delivering a fair and reasonable return on investment, and guarantee funds to reinvest in research and training.</li> <li>- To our Clients, we provide high quality services through integrated specialty centers/branches, agencies managed by qualified Officers, Managers and Employees.</li> <li>- To our Employees, we provide fair</li> </ul>

			<i>compensation, a safe working environment and opportunities or continuous professional developments through training and seminars.</i> <i>- To our Community, we commit to support Corporate Social Responsibility by providing yearly outreach program for the less fortunate.</i>
Recommendation 2.3			
1. Board is headed by a competent qualified person	COMPLIANT	Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications. <u>Please refer to the <a href="#">BOARD OF DIRECTORS PROFILE</a>.</u>	
Recommendation 2.4			
1. Board ensures and adopts an effective succession-planning program for directors, key officers and management.	COMPLIANT	Disclose and provide information or link/ reference to a document containing information on the company's succession planning and retirement policies and programs, and its implementation  <u>Please refer to <a href="#">ARTICLE VII of the CORPORATE BY-LAWS</a> and <a href="#">BOARD DIVERSITY POLICY</a></u>	
2. Board adopts policy on the retirement for directors and key officers	NON-COMPLIANT		None. But the Company has a plan to formulate policies on the retirement for directors and key officers.
Recommendation 2.5			
1. Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members	COMPLIANT	Provide information on or link/ reference to a document containing information on the company's remuneration policy and its implementation, including the relationship between remuneration and performance.  <u>Please refer to <a href="#">ARTICLE VII, SECTION 10, OF THE CORPORATE BY-LAWS</a> for the Remuneration Committee of TRISCO.</u>	
2. Board aligns the remuneration of key officers and board members with long-term interests of the company	COMPLIANT		
3. Directors do not participate in discussions or deliberations involving his/ her own remuneration.	COMPLIANT		
Recommendation 2.6			



1. Board has a formal and transparent board nomination and election policy	COMPLIANT	<p>Provide information or reference to a document containing information on the company's nomination and election policy and process and its implementation, including the criteria used in selecting new directors, how the shortlisted candidates and how it encourages nominations from shareholder. Provide proof is minority shareholders have a right to nominate candidates to the board. Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.</p> <p>1&amp; 2 Please refer to the <a href="#">NOMINATION COMMITTEE CHARTER</a>.</p> <p>3&amp;4 Please refer to the <a href="#">NOMINATION COMMITTEE CHARTER</a> and <a href="#">ARTICLE VII, SECTION 8 OF THE COMPANY'S AMENDED BY-LAWS</a>.</p> <p>5. Please refer to <a href="#">ARTICLE VII, SECTION 2 OF THE CORPORATE BY-LAWS</a> and <a href="#">NOMINATION COMMITTEE CHARTER</a>.</p> <p>6. Please refer to <a href="#">ARTICLE VII, SECTION 2 OF THE CORPORATE BY-LAWS</a>, <a href="#">NOMINATION COMMITTEE CHARTER</a> and the <a href="#">BOARD DIVERSITY POLICY</a>.</p>	This can be found in the company's Nomination Committee Charter
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance	COMPLIANT		This can be found in the company's Nomination Committee Charter
3. Board nomination and election policy includes how the company accepts nominations from minority shareholders.	COMPLIANT		This can be found in the company's Nomination Committee Charter And Amended By-Laws
4. Board nomination and election policy includes how the board reviews nominated candidates.	COMPLIANT		This can be found in the company's Nomination Committee Charter And Amended By-Laws
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		This can be found in the company's Nomination Committee Charter and Amended By-Laws
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company	COMPLIANT		This can be found in the company's Nomination Committee Charter, Amended By-Laws and Board Diversity Policy.
Recommendation 2.7			
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	<p>Provide information on or reference to a document containing the company's policy on related party transaction, including policy on review and approval of significant RPTs.</p> <p>Identify transactions that were approved pursuant to the policy.</p>	



2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	NON-COMPLIANT	Please refer to <a href="#">FINANCE &amp; RISK MANAGEMENT COMMITTEE CHARTER</a> and <a href="#">ARTICLE VII, SEC. 11 OF THE AMENDED BY-LAWS</a> .	Formulation of such policy is now under deliberation.
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of the operations.	NON-COMPLIANT	Please refer to <a href="#">FINANCE &amp; RISK MANAGEMENT COMMITTEE CHARTER</a> and <a href="#">ARTICLE VII, SEC. 11 OF THE AMENDED BY-LAWS</a> .	Formulation of such policy is now under deliberation. You may also refer to a related policy on Finance and Risk Management Committee Charter.
Recommendation 2.8			
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	Provide information on or reference to a document containing the board's policy and responsibility for approving the selection of management. Identify the management team appointed.  Please refer to <a href="#">ARTICLE VII, SEC. 13 OF THE AMENDED BY-LAWS</a>	The Board has the power to approve the selection of its Management.
2. Board is primary 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	Provide information on or reference to a document containing the board's policy and responsibility for assessing the performance of management. Provide information on the assessment process and indicate frequency of assessment of performance.  Please refer to <a href="#">ARTICLE VII, SEC. 13 OF THE AMENDED BY-LAWS</a> and <a href="#">ANNUAL BOARD REVIEW SECTION OF THE CG HANDBOOK</a>	The Board is responsible for the evaluation and appraisal of its members.
Recommendation 2.9			
1. Board established 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 Senior Management.	COMPLIANT	Provide information on or link/ reference to a document containing the Board's performance management framework for management and personnel.  Please refer to <a href="#">ARTICLE VIII, SEC. 3 OF THE CORPORATE BY-LAWS</a> and <a href="#">ANNUAL BOARD REVIEW SECTION OF THE CG HANDBOOK</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	Please refer to <a href="#">ARTICLE VIII, SEC. 3 OF THE CORPORATE BY-LAWS</a> and <a href="#">ANNUAL BOARD REVIEW SECTION OF THE CG HANDBOOK</a> .	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	COMPLIANT	Provide information on/ or link/ reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in place and what is included in the internal control system.	The company's Audit Committee is responsible to oversee the performance of the Internal Audit Department of the Corporation.
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the management, members and shareholders.	COMPLIANT	<a href="#">Please refer to AUDIT COMMITTEE CHARTER</a>	
3. Board approves the Internal Audit Charter.	COMPLIANT	Provide reference or link to the company's internal audit charter.  <a href="#">Please refer to AUDIT COMMITTEE CHARTER and ARTICLE VII, SEC. 9 OF THE CORPORATE BY-LAWS</a>	
Recommendation 2.11			
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	Provide information on or link/ reference to a document showing the Board's oversight responsibility on the establishment of a sound enterprise risk management framework and how the board was guided by the framework.	A separate Board-Level Risk Committee will be adopted by the Board in 2022.



2. The risk management framework guides the Board in identifying units/ business lines and enterprise-level risk exposures, as well as effectiveness of risk management strategies.	COMPLIANT	<p>Provide proof of effectiveness of risk management strategies, if any.</p> <p>Please refer to <a href="#">FINANCE &amp; RISK MANAGEMENT COMMITTEE CHARTER</a> and <a href="#">ARTICLE VII, SEC. 11 OF THE AMENDED BY-LAWS</a>.</p>	<p>Risk Assessment on relevant aspects of the operation including financial, operational, human resource, regulatory and strategy risk, etc., are being discussed during the Annual Manager Conference.</p> <p>Each Departments/Branches are required to assess and review the potential risk exposure in each area and the effectiveness of controls in place to mitigate the risks and to suggest further controls, if necessary.</p>
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	Provide link to the company's website where the Board Charter is disclosed.	
2. Board's Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT	<p>Please see <a href="#">CODE OF ETHICS &amp; PROFESSIONAL CONDUCT</a> and <a href="#">BEHAVIORS, SYSTEM AND SUPPORT SECTION TRISCO CG HANDBOOK</a></p>	
3. Board charter is publicly available and poster on the company's website.	COMPLIANT		

**Principle 3:** 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 publicly available Committee Charter.

#### Recommendation 3.1

1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	Provide information or line/ reference to a document containing information on all the board committees established by the company.  <u>Please find <a href="#">ARTICLE VII, SECTION 6 of the CORPORATE BY-LAWS</a></u>	A Board of Directors of TRISCO may establish a committee or committees defining its functions and responsibilities.
---	-----------	---	---

#### Recommendation 3.2

1. Board established 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	Provide information or link/reference to a document containing information on the Audit Committee, including its functions. Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor. <u>Please refer to <a href="#">AUDIT COMMITTEE CHARTER</a> and <a href="#">ARTICLE VII, SEC. 9 OF THE CORPORATE BY-LAWS</a></u>	
2. Audit committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the chairman is independent.	COMPLIANT	Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship. <u>Please refer to <a href="#">ARTICLE VII, SEC. 9 OF THE CORPORATE BY-LAWS</a> and <a href="#">2021 GENERAL INFORMATION SHEET</a></u>	Audit Committee of TRISCO is composed of three (3) Independent Directors with accounting and finance background.
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing, and finance.	COMPLIANT	Provide information or link/ reference to a document containing information in the background, knowledge, skills, and/or experience of the members of the Audit Committee. <u>Please refer to <a href="#">ARTICLE VII, SEC. 9 OF THE CORPORATE BY-LAWS</a> and <a href="#">BOARD OF DIRECTORS PROFILE PAGE</a></u>	Audit Committee of TRISCO is composed of three (3) Independent Directors with accounting and finance background.
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee	COMPLIANT	Provide information or link/ reference to a document containing information on the Chairman of the Audit Committee. <u>Please refer to <a href="#">2021 GENERAL INFORMATION SHEET</a></u>	Atty. Eranio Punsalan, an Independent Director, is only a Chairman of Audit Committee and not of other committees.

#### Recommendation 3.3



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 formerly assigned to a Nomination and Remuneration Committee.	NON-COMPLIANT	Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions. Indicate if the committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.	The company will establish a CG Committee in 2022.
2. Corporate Governance Committee is composed of at least three members, majority of whom should be independent directors.	NON-COMPLIANT	Provide information or link/ reference to a document containing information on the Chairman of the Corporate Governance Committee.	The company will establish a CG Committee in 2022.
3. Chairman of the Corporate Governance Committee is an independent director.	NON-COMPLIANT	Provide information or link/ reference to a document containing information on the Chairman of the Corporate Governance Committee.	The company will establish a CG Committee in 2022.
Recommendation 3.4			
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.	NON-COMPLIANT	Provide information or link/ reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions.	TRISCO will incorporate the establishment of BROC in 2022 Annual Stockholders' Meeting.
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	NON-COMPLIANT	Provide information or link/ reference to a document containing information on the members of the BROC, including their qualifications and type of directorship.	TRISCO will incorporate the establishment of BROC in 2022 Annual Stockholders' Meeting.
3. The Chairman of the BROC is not the Chairman of the Board of any other committee.	NON-COMPLIANT	Provide information or link/ reference to a document containing information on the Chairman of the BROC	TRISCO will incorporate the establishment of BROC in 2022 Annual Stockholders' Meeting.
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	NON-COMPLIANT	Provide information or link/ reference to a document containing information on the background, skills, and/or experience of the members of the BROC.	TRISCO will incorporate the establishment of BROC in 2022 Annual Stockholders' Meeting.
Recommendation 3.5			
1. The Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company	NON-COMPLIANT	Provide information or link/ reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.	The establishment of RPT Committee is now under deliberation of the Board.



2. RPT Committee is composed of at least three non-executive directors, majority of whom should be independent, including Chairman.	NON-COMPLIANT	Provide link to company's website where the Committee Charters are disclosed.	The establishment of RPT Committee is now under deliberation of the Board.
---	---------------	---	--

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	Provide information or link/ reference to a document containing information on the process and procedure for tele/ videoconferencing board and/or committee meetings. Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.  <u>Please refer to the <a href="#">2021 MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING</a> and the <a href="#">2021 ATTENDANCE MATRIX</a></u>	The participation of the Board is documented through the Annual Stockholders Meeting and 2021 Attendance Matrix.
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT	<u>Please refer to the <a href="#">2021 NOTICE OF ANNUAL STOCKHOLDERS MEETING</a></u>	Each member is properly informed of all meetings of the board.
3. The directors asks the necessary questions or seek clarifications and explanations during the Board and Committee meetings	COMPLIANT	Provide information or link/reference to a document containing information on any questions raised or clarification/ explanation sought by the directors.  <u>Please refer to the <a href="#">2021 MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING</a> and <a href="#">2021 ATTENDANCE MATRIX</a></u>	The Directors of the Corporation actively participates in every Board meeting.

#### Recommendation 4.2

1. Non-executive directors concurrently serve as directors to a maximum of five Insurance Commission Regulated Entities (ICREs) and public-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	Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously. Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies.  <u>Kindly see <a href="#">ARTICLE VII, SEC. 8 OF THE CORPORATE BY-LAWS</a></u>	The appointment of a Non-Executive Director shall be made available for inspection. They shall undertake sufficient time to meet and do what is expected of them. Their other significant commitments shall be disclosed to the Board before the appointment.
--	-----------	--	---



Recommendation 4.3			
1. The Directors notify the company's board where he/she is an incumbent director before accepting a directorship in another company.	COMPLIANT	<p>Provide copy of the written notification to the Board or Minutes of Board Meeting wherein the matter was discussed.</p> <p>Please refer to the <a href="#">BOARD OF DIRECTORS PROFILE</a></p>	

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

Recommendation 5.1

1. The board is composed of at least twenty percent (20%) of independent directors.	COMPLIANT	Provide information or link/ reference to a document containing information on the number of independent director.  <u>Kindly see <a href="#">2021 TRSCO GIS</a></u>	TRISCO has 11 Directors, 3 of them are Independent Directors.
---	-----------	--	---

Recommendation 5.2

1. The independent directors possess all the necessary qualifications to hold the position.	COMPLIANT	<u>Kindly see <a href="#">BOARD OF DIRECTORS PROFILE</a></u>	
---	-----------	--	--

Recommendation 5.3

1. The independent directors serve for a maximum cumulative term of nine years. As far as Insurance Companies are concerned, the foregoing term limit shall be reckoned from 02 January 2015 whole the reckoning date for the Pre-need companies and health maintenance organizations shall be from 21 September 2016. 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.	COMPLIANT	Provide information or link/ reference to a document showing the years IDs have served as such.  <u>Kindly see <a href="#">BOARD OF DIRECTORS PROFILE</a></u>	The Two (2) Independent Directors of TRISCO serve on their 5 <sup>th</sup> year this 2021, while the other Independent Director is currently serving on his 4 <sup>th</sup> year.
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	COMPLIANT	Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director.  <u>Please refer to <a href="#">ARTICLE VII. SEC. OF THE CORPORATE BY-LAWS</a></u>	The prescribed term limit of each Independent Director is stated in the company's By-Laws.



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 N/A	Provide proof on submission of a formal written justification to the insurance Commission and proof of shareholders' approval during the annual shareholders' meeting.	NONE. All of our incumbent Independent Directors are serving within the term limit.
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	COMPLIANT	Identify the company's Chairman of the Board and Chief Executive Officer  <u>Please see <a href="#">BOARD OF DIRECTORS PROFILE</a> and <a href="#">2021 GIS</a></u> <u>It can also be found in the <a href="#">2021 ANNUAL REPORT</a></u>	The company's Chairman of the Board is held by Mr. Samuel U. Lee while its CEO is Ms. Maybelle L. Lim.
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	Provide information or line/ reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer. Identify the relationship of Chairman and CEO.  <u>Please refer to <a href="#">ARTICLE IX, SEC. 1 &amp; SEC 3, OF THE BY-LAWS</a></u>	
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.	COMPLIANT	Provide information or link/ reference to a document containing information on a lead independent director and his roles and responsibilities, if any. Indicate if Chairman is independent.	The Chairman of the Board is not an Independent Director. There is no Lead Independent Director.
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations for the same.	COMPLIANT	Provide proof of abstention, if this was the case.  <u>Please refer to the <a href="#">2021 ANNUAL STOCKHOLDERS MINUTES OF THE MEETING</a>.</u>	

Recommendation 5.7			
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	Provide proof and details of said meeting, if any. Provide information on the frequency and attendees of meetings.	For the year 2021, the company has not yet conducted a separate meeting for the NED due to the prevailing pandemic. It will be considered in 2022.
2. The meetings are chaired by the lead independent director.	NON-COMPLIANT		For the year 2021, the company has not yet conducted a separate meeting for the NED due to the prevailing pandemic. It will be considered in 2022.



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

1. The Board conducts an annual assessment of its performance as a whole.	NON-COMPLIANT	Provide proof of annual assessments conducted for the whole board, the individual members, the Chairman and the Committees.  <u>Please refer to the <a href="#">CORPORATE GOVERNANCE HANDBOOK</a> for the Annual Board Review of TRISCO (item number 4)</u>	The company will enhance and revise its policy on the annual assessment of the board for year 2022.
2. The performance of the Chairman is assessed annually by the Board.	NON-COMPLIANT		The company will enhance and revise its policy on the annual assessment of the board for year 2022.
3. The performance of the individual member of the Board is assessed annually by the Board.	NON-COMPLIANT		The company will enhance and revise its policy on the annual assessment of the board for year 2022.
4. The performance of each committee is assessed annually by the Board.	NON-COMPLIANT		The company will enhance and revise its policy on the annual assessment of the board for year 2022.
5. Every three years, the assessments are supported by an external facilitator.	NON-COMPLIANT	Identify the external facilitator and provide proof of use of an external facilitator.	It is still subject for deliberation on the next Board's meeting.

#### Recommendation 6.2

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	Provide information or link/reference to a document containing information on the system of the company to evaluate the performance of the board, individual directors and committees, including a feedback mechanism from shareholders.	The Corporate Governance Handbook of the company provides a minimum set of criteria and mechanics of its annual board review.
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	Provide proof of annual assessments conducted for the whole board, the individual members, the Chairman and the Committees.  <u>Please refer to the <a href="#">CORPORATE GOVERNANCE HANDBOOK</a> for the Annual Board Review of TRISCO (item number 4)</u>	The Annual Board Review of TRISCO includes the appraisal process of trustees, and other feedback.

**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**

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	Provide information on or link/reference to the company's Code of Business Conduct and Ethics.  Please refer to <a href="#">ETHICS &amp; PROFESSIONAL GROWTH OF TRISCO</a>	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT	Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.  Please refer to <a href="#">ETHICS &amp; PROFESSIONAL CONDUCT OF TRISCO</a>	The Code of Ethics & Professional Conduct of TRISCO is available on its website
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT	Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.  Please refer to <a href="#">ETHICS &amp; PROFESSIONAL CONDUCT OF TRISCO</a>	The Code of Ethics & Professional Conduct of TRISCO is available on its website

**Recommendation 7.2**

1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	NON-COMPLIANT	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies. Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on noncompliance.	The company is still on the process of integrating Code of Business Conduct and Ethics to its Internal Policies.
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	NON-COMPLIANT		The company is still on the process of integrating Code of Business Conduct and Ethics to its Internal Policies.



**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**

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	<p>Provide information on or link/reference to the company's disclosure policies and procedures including reports distributed/made available to shareholders and other stockholders.</p> <p><u>Please see the <a href="#">2021 ANNUAL REPORT, PRESIDENT'S REPORT &amp; THE 2021 AUDITED FS</a></u></p>	
--	-----------	--	--

**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	<p>Provide link or reference to the directors' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p><u>Please refer to the <a href="#">BOARD OF DIRECTORS PROFILE</a> and <a href="#">BOARD DIVERSITY MATRIX</a></u></p>	
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	<p>Provide link or reference to the key officers' academic qualifications, share ownership in the company, membership in other boards, other executive positions, professional experiences, expertise and relevant trainings attended.</p> <p><u>Please refer to the <a href="#">BOARD OF DIRECTORS PROFILE</a> and <a href="#">BOARD DIVERSITY MATRIX</a></u></p>	

**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 Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.	COMPLIANT	<p>Disclose or provide link/reference to the company policy and practice for setting board remuneration.</p> <p><u>Please refer to <a href="#">ARTICLE VII, SEC 10 OF THE CORPORATE BY-LAWS</a>.</u></p>	The policies for Board remuneration can be found in Article VII, Sec. 10: Remuneration/Compensation Committee of TRISCO By Laws.
--	-----------	--	--

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.	COMPLIANT	<p>Disclose or provide link/reference to the company policy and practice for determining executive remuneration.</p> <p>Please refer to <a href="#">ARTICLE VII, SEC 10 OF THE CORPORATE BY-LAWS</a>.</p>	The policies for Board remuneration can be found in Article VII, Sec. 10: Remuneration/Compensation Committee of TRISCO By Laws.
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	COMPLIANT	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p> <p>Kindly refer to the <a href="#">RETIREMENT BENEFIT PAGE OF THE 2021 AUDITED FINANCIAL STATEMENT OF TRISCO (page 48)</a>.</p>	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions.	COMPLIANT	<p>Disclose or provide reference/link to company's RPT policies</p> <p>Indicate if the director with conflict of interest abstained from the board discussion on that particular transaction.</p> <p>Please refer to the <a href="#">FINANCE AND RISK MANAGEMENT COMMITTEE CHARTER</a>.</p>	The company has no exclusive RPT Committee. However, the board is already deliberating the establishment of such.
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	<p>Provide information on all RPTs for the previous year or reference to a document containing the following information on all RPTs:</p> <ol style="list-style-type: none"> <li>1. Name of the related counterpart try;</li> <li>2. Relationship with the party;</li> <li>3. Transaction date;</li> <li>4. Type/nature of transaction;</li> <li>5. Amount or contract price;</li> <li>6. Terms of the transaction;</li> <li>7. Rationale for entering into the transaction;</li> <li>8. The required approval (i.e., names of the board of directors approving, names and percentage of shareholders who approved) based on the company's policy; and</li> <li>9. Other terms and conditions.</li> </ol> <p>Please refer to the <a href="#">2021 ANNUAL STATEMENT</a></p>	This is elaborated in the company's Annual Statement.
Recommendation 8.7			



1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	Provide link to the company's website where the Manual on Corporate Governance is posted.  <u>Kindly refer to the <a href="#">CORPORATE GOVERNANCE HANDBOOK</a> of the Company.</u>	
2. Company's MCG is posted on its company website.	COMPLIANT	<u>Kindly refer to the <a href="#">CORPORATE GOVERNANCE HANDBOOK</a> of the Company.</u>	Yes, it is available on the company's website, under corporate governance page.

**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**

1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	COMPLIANT	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.  Please refer to <a href="#">ARTICLE X, SEC. 1 OF THE CORPORATE BY-LAWS</a> and the <a href="#">AUDIT COMMITTEE CHARTER</a> .	
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	COMPLIANT	Provide information or link/reference to a document containing information on the process for approving and recommending the appointment, reappointment, removal and fees of the company's external auditor.  Please refer to <a href="#">ARTICLE X, SEC. 1 OF THE CORPORATE BY-LAWS</a> and the <a href="#">AUDIT COMMITTEE CHARTER</a> .	
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	Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.  Please refer to <a href="#">ARTICLE X, SEC. 1 OF THE CORPORATE BY-LAWS</a> and the <a href="#">AUDIT COMMITTEE CHARTER</a> .	This provision is found in item number VI. External Audit of the Audit Committee Charter
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 disclosures.	COMPLIANT	Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.  Please refer to <a href="#">ARTICLE X, SEC. 1 OF THE CORPORATE BY-LAWS</a> and the <a href="#">AUDIT COMMITTEE CHARTER</a> .	This is provision is found in item number VI. External Audit of the Audit Committee Charter



Recommendation 9.2			
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; and iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	COMPLIANT	Provide link/reference to the company's Audit Committee Charter.  <u>Kindly go through the <a href="#">AUDIT COMMITTEE CHARTER</a>.</u>	The Audit Committee of the Board of Directors of TRISCO assists the Board in its oversight of: The qualifications, independence and performance of TRISCO's independent auditor and The performance of TRISCO's internal audit function
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	Provide link/reference to the company's Audit Committee Charter.  <u>Kindly go through the <a href="#">AUDIT COMMITTEE CHARTER</a>.</u>	
Recommendation 9.3			
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.	COMPLIANT	Disclose the nature of non-audit services performed by the external auditor, if any.  <u>Please refer to the 2021 <a href="#">AUDITED FINANCIAL STATEMENT</a></u>	
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	Provide link or reference to guidelines or policies on non-audit services.  <u>Please refer to the 2021 <a href="#">AUDITED FINANCIAL STATEMENT</a></u>	

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

**Recommendation 10.1**

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	Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.  <u>Please refer to the <a href="#">CORPORATE SOCIAL RESPONSIBILITY section of the website and the 2021 ANNUAL REPORT (SUSTAINABILITY REPORT)</a>.</u>	The company discloses on its website the Corporate Social Responsibility events which are aligned to the UN SDG initiatives.
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	COMPLIANT	Provide link to Sustainability Report, if any. Disclose the standards used.  <u>Please refer to the <a href="#">TRISCO 2021 ANNUAL REPORT</a></u>	The company adopts the UN Sustainable Development Goals as recommended by the SEC. The company will work on the enhancement of its framework

**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**

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	Disclose and identify the communication channels used by the company (i.e., website, Analyst's briefing, Media briefings / press conferences, Quarterly reporting, Current reporting, etc.). Provide links, if any.  <u>Please refer to TRISCO Official Corporate Website at <a href="https://www.triscoph.com/">https://www.triscoph.com/</a></u>	The company has created a new website in 2021 with its new domain.
---	-----------	--	--



**Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company control system and enterprise risk management framework.**

**Recommendation 12.1**

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p><b>COMPLIANT</b></p>	<p>List quality service programs for the internal audit functions. Indicate frequency of review of the internal control system.</p> <p><u>Please refer to <a href="#">AUDIT COMMITTEE CHARTER</a></u></p>	<p><i>Newly adopted policies and procedures as well as subsequent changes thereto were assessed through self-assessment. The Internal Audit would include the assessment of the implementation in the regular audit. Any inadequacy in the new policies and procedures will be referred to the Compliance Officer for review and if appropriate, for rectification and amendment of policies and procedures.</i></p> <p><i>Assessment results together with revised policies and procedures, if any, will be presented to the senior management and Board of Directors for approval.</i></p>
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p><b>COMPLIANT</b></p>	<p>Identify international framework used for Enterprise Risk Management. Provide information or reference to a document containing information on: 1 . Company's risk management procedures and processes 2. Key risks the company is currently facing 3. How the company manages the key risks Indicate frequency of review of the enterprise risk management framework.</p> <p><u>Please refer to <a href="#">ARTICLE VII, SEC. 11 OF THE CORPORATE BY-LAWS</a> and the <a href="#">FINANCE AND RISK MANAGEMENT COMMITTEE CHARTER</a></u></p>	<p>TRISCO Finance and Risk Management Committee is responsible for overseeing and reviewing enterprise risk management. In 2022, the company will establish a separate Board Risk Oversight Committee (BROC).</p>

**Recommendation 12.2**

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	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.  <u>Refer to the company's <a href="#">ORGANIZATIONAL CHART</a></u>	The company has an existing Internal Audit Department which is identified in the company's organizational chart.
Recommendation 12.3			
1. The company has a qualified Chief Audit Executive CAE appointed by the Board.	COMPLIANT	Identify the company's Chief Audit Executive (CAE) and provide information on or reference to a document containing his/her responsibilities.  <u>Refer to the company's <a href="#">ORGANIZATIONAL CHART</a></u>	The Internal Audit Department is headed by Mr. Michael C. Guerrero.
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	Identify qualified independent executive or senior management personnel, if applicable.	This is still subject for deliberation among the Board.
Recommendation 12.4			
1. The company has a separate risk management function to identify, assess and monitor key risk exposures.	NON-COMPLIANT	Provide information on company's risk management function.	The company will establish a separate risk management committee in 2022.
Recommendation 12.5			



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).	NON-COMPLIANT	Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.	TRISCO will incorporate the establishment of a Chief Risk Officer (CRO) position in its By-Laws for upcoming year.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	NON-COMPLIANT		TRISCO will incorporate the establishment of a Chief Risk Officer (CRO) position in its By-Laws for upcoming year.

**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**

1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.  <u>Please refer to the <a href="#">CORPORATE GOVERNANCE HANDBOOK OF TRISCO</a></u>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT	Provide link to company's website  <u>Please refer to the <a href="#">CORPORATE GOVERNANCE HANDBOOK OF TRISCO</a></u>	

**Recommendation 13.2**

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	Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting. Provide link to the Agenda included in the company's Information Statement  <u>Please see the attached <a href="#">NOTICE OF THE 2021 ASM</a></u>	The Notice of the 2021 ASM was properly disseminated a month prior to the meeting.
--	-----------	--	--

**Recommendation 13.3**

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	Provide information or reference to a document containing information on all relevant questions raised and answers during the ASM and special meeting and the results of the vote taken during the most recent ASM/SSM.  Please refer to the <a href="#">MINUTES OF THE 2021 ASM</a>	The company discloses the results of the board election through the Certificate of Voting Tabulation and Validation attached as Annex A in the 2021 Minutes of the Meeting.
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	Provide link to minutes of meeting in the company website. Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes. Indicate also if the voting on resolutions was by poll. Include whether there was opportunity to ask question and the answers given, if any. Please refer to the <a href="#">MINUTES OF THE 2021 ASM</a>	The complete agenda of the 2021 ASM was disclosed in the Minutes of the Meeting.
Recommendation 13.4			
1. Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner	COMPLIANT	Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes.  Please refer to the <a href="#">WHISTLE BLOWER PROTECTION POLICY</a> .	It is partially enumerated in the Whistle Blower Protection Policy. The board will enhance the company's alternative dispute mechanism to resolve intra-corporate disputes.
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	NON-COMPLIANT	Provide link/reference to where it is found in the Manual on Corporate Governance.	It will be deliberated in the next meeting.

**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

1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	Identify the company's shareholder and provide information or reference to a document containing information on the company's policies and programs for its stakeholders.  Please refer to the <a href="#">2021 GJS</a> and the Company's <a href="#">MISSION</a> .	
---	-----------	---	--



Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	Identify policies and programs for the protection and fair treatment of company's stakeholders.  Please refer to <a href="#">TRISCO DATA PRIVACY AND SECURITY</a>	
Recommendation 14.3			
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	Provide the contact details (i.e., name of contact person, dedicated phone number or e-mail address, etc.) which stakeholders can use to voice their concerns and/or complaints for possible violation of their rights.  Refer to <a href="#">TRISO CONTACT US PAGE</a>	The contact information of the company is available on the website

**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			
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	Provide information on or link/reference to company policies, programs and procedures that encourage employee participation. Please see <a href="#">TRISCO TRAINING PAGE</a>	The company training programs were limited in 2021 due to the surge of pandemic. All upcoming training programs were set for 2022.
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anticorruption policy and program in its Code of Conduct.	COMPLIANT	Identify or provide link/reference to the company's policies, programs and practices on anti-corruption.  Please refer to the <a href="#">WHISTLE BLOWER PROTECTION POLICY</a>	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT	Identify how the board disseminated the policy and program to employees across the organization.  Please see <a href="#">TRISCO TRAINING PAGE</a>	Apart from external trainings, the company prioritizes internal Employees' orientations for dissemination of its policies.

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	Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees. Indicate if the framework includes	
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.	COMPLIANT	Please refer to the <a href="#">WHISTLE BLOWER PROTECTION POLICY</a>	TRISCO has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with their supervisor. Please refer to item number 3. Reporting Procedure of the Whistle Blower Protection Policy.
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.	The Board of Directors and Senior Management are responsible for the oversight of the management and operational activities, including the day-to-day management to ensure effective implementation of the Whistle Blower Protection Policies and alignment of activities with the strategic objectives, risk profile and corporate values.

**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.**

#### Recommendation 16.1

3. 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	COMPLIANT	Provide information or reference to a document containing information on the company's community involvement and environment-related programs.  Please refer to the <a href="#">SUSTAINABILITY REPORT/CORPORATE SOCIAL RESPONSIBILITY PAGE of TRISCO</a> . It is also available in <a href="#">2021 TRISCO ANNUAL REPORT</a> .	
---	-----------	--	--




## 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 MANILA on the 29th of June 2022.


  
SAMUEL U. LEE  
CHAIRMAN OF THE BOARD  
*Signature over printed name*

  
EDGARDO P. DAVID  
PRESIDENT  
*Signature over printed name*

  
ATTY. FLORENCE B. CARANDANG  
CORPORATE SECRETARY  
*Signature over printed name*

  
EDGARDO P. DAVID  
CORPORATE GOVERNANCE COMPLIANCE OFFICER  
*Signature over printed name*

  
NORMANDY D. BALDOVINO, JR.  
INDEPENDENT DIRECTOR  
*Signature over printed name*

  
ERANIO L. PUNSALAN  
INDEPENDENT DIRECTOR  
*Signature over printed name*

  
ROBERT M. YOUNG  
INDEPENDENT DIRECTOR  
*Signature over printed name*

SUBSCRIBED AND SWORN to before me this 14 day of JULY, 2022, 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:

NAME	ID NO.	DATE/ PLACE ISSUED
1. SAMUEL U. LEE	BIR TIN No. 106-248-302	City of Manila
2. EDGARDO P. DAVID	BIR TIN No. 130-191-205	City of Manila
3. ATTY. FLORENCE B. CARANDANG	BIR TIN No. 205-077-832	City of Manila
4. NORMANDY D. BALDOVINO	BIR TIN No. 173-428-700	City of Manila
5. ERANIO L. PUNSALAN	BIR TIN No. 107-094-001	City of Manila
6. ROBERT M. YOUNG	BIR TIN No. 749-166-815	City of Manila

**ATTY. JOHN EDWARD TRINIDAD ANG**  
NOTARY PUBLIC  
Commission No. 202-1535 until Dec. 31, 2022 / Manila  
PTR No. 0887472 issued on Jan. 3, 2022 until Dec. 31, 2022 / Manila  
IBP No. 166318 issued on Oct. 25, 2021 until Dec. 31, 2022 Pasig City  
MCLE No. VII-0011675 issued on March 1, 2022 Valid Until April 14, 2023  
Office Address: 2/F Midland Plaza Hotel, Agrifino St., Ermita, Manila

Doc. No. 71  
Page No. 14  
Book No. 126  
Series of 2022