

**ANNUAL CORPORATE GOVERNANCE REPORT OF**  
**SUN LIFE OF CANADA (PHILIPPINES), INC.**

1. For the fiscal year ended: December 31, 2021
2. Certificate Authority Number: 2019/74-R
3. Province, Country or other jurisdiction of incorporation or organization: Philippines
4. Address of principal office: 2<sup>nd</sup> Floor, Sun Life Centre, 5<sup>th</sup> Avenue corner Rizal Drive, Bonifacio Global City, Taguig City 1634
5. Company's telephone number, including area code: +632 8555-8888
6. Company's official website: <https://www.sunlife.com.ph>
7. Former name, former address, and former fiscal year, if changed since last report:  
Not Applicable

**ANNUAL CORPORATE GOVERNANCE REPORT**

	COMPLIANT/ NON- COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
<b>The Board's Governance Responsibilities</b>			
<p><b>Principle 1:</b> The company should be headed by a competent, working board to foster the long- term success of the corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the long- term best interests of its shareholders and other stakeholders.</p>			
<b>Recommendation 1.1</b>			
<p>1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.</p>	Compliant	<p>Provide information or link/reference to a document containing information on the following:</p> <ol style="list-style-type: none"> <li>1. Academic qualifications, industry knowledge, professional experience, expertise and relevant trainings of directors</li> <li>2. Qualification standards for directors to facilitate the selection of potential nominees and to serve as benchmark for the evaluation of its performance</li> </ol>	<p>The ICRCs shall provide the explanations for any noncompliance, pursuant to the "comply or explain" approach. Please note that the explanation given should describe the non-compliance and include how the overall Principle being recommended is still being achieved by the company.</p> <p>Not applicable</p>
<p>2. Board has an appropriate mix of competence and expertise.</p>	Compliant		Not applicable
<p>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.</p>	Compliant	<p>The Board is represented by Directors with appropriate mix of competence and expertise in the area of finance, business, risk management, operations and corporate governance that are relevant to the Company's industry.</p> <p>Kindly see the profiles of the Directors in the 2021 Annual Report, Section Board of Directors and Credentials.</p> <p>The Board reviews, on an annual basis, the appropriate skills and</p>	Not applicable

		<p>expertise that the Board as a whole must possess in order to be an asset to the Company and fulfill its responsibilities.</p> <p>Kindly see the Board of Director's Skills Matrix as a result of the annual review of the qualities of Directors, which are aligned with the strategic direction of the Company.</p> <p>The Board annually plans relevant trainings for the members of the Board to ensure that the Directors remain qualified for their positions.</p> <p>Kindly see the Manual on Corporate Governance, Annex A Board Charter, Section Onboarding/Orientation and Continuing Training for Directors.</p> <p>Kindly see the attendance to continuing education of Directors in the 2021 Annual Report, Section Corporate Governance, Training and continuing education programme of directors and the Training Certificates of Directors and Officers.</p> <p><b>Source Documents and Links:</b></p>	
--	--	--	--

**2021 Annual Report, Section Board of Directors and Credentials and Section Board Performance Appraisal**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf>

**Board of Director's Skills Matrix**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Board%20of%20Directors%20Skills%20Matrix%20SLOCPI%202021.pdf>

**Manual on Corporate Governance, Annex A Board Charter, Section Onboarding/Orientation and Continuing Training for Directors, page 37**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf>

**2021 Annual Report, Section Corporate Governance, Training and continuing education programme of directors**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf>

**Training Certificates of Directors and Officers**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Training%20Certificates%20of%20Directors%20and%20Officers%20SLOCPI%202021.pdf>

**Recommendation 1.2**

1. Board is composed of a majority of non-executive directors.

Compliant

Identify or provide link/reference to a document identifying the directors and the type of their directorships

Not applicable

The Board consists of six (6) Directors, four (4) Non-Executive Directors and two (2) Executive Directors. The composition of the Board clearly delineates their responsibilities with those of Management.

Director	Designation
<b>Jose Isidro N. Camacho</b>	Chairman / Independent Director / Non-Executive Director
<b>Francisco S.A. Sandejas</b>	Independent Director / Non-Executive Director
<b>Leo M. Grepin</b>	Non-Executive Director
<b>Chia-Ling Chou aka Lucy Chou</b>	Non-Executive Director

		<table border="1"> <tr> <td data-bbox="987 188 1245 316"><b>Benedicto C. Sison</b></td> <td data-bbox="1245 188 1525 316">Chief Executive Officer and Country Head / Executive Director</td> </tr> <tr> <td data-bbox="987 316 1245 376"><b>Alexander S. Narciso</b></td> <td data-bbox="1245 316 1525 376">President / Executive Director</td> </tr> </table>	<b>Benedicto C. Sison</b>	Chief Executive Officer and Country Head / Executive Director	<b>Alexander S. Narciso</b>	President / Executive Director	
<b>Benedicto C. Sison</b>	Chief Executive Officer and Country Head / Executive Director						
<b>Alexander S. Narciso</b>	President / Executive Director						
		<p>Kindly see the composition of the Board in the 2021 Annual Report, Section Board of Directors and Credentials; General Information Sheet; and Sun Life website, About Us, Who We Are web page.</p> <p><b>Source Documents and Links:</b></p> <p><b>2021 Annual Report, Section Board of Directors and Credentials</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>General Information Sheet</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/General%20Information%20Sheet%20SLOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/General%20Information%20Sheet%20SLOCPI%202021.pdf</a></p> <p><b>Sun Life website, About Us, Who We Are web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/who-we-are/">https://www.sunlife.com.ph/en/about-us/who-we-are/</a></p>					

<p>1. Company provides in its Board Charter and Manual on Corporate Governance a policy on training of directors.</p>	<p>Compliant</p>	<p>Provide link or reference to the company's Board Charter and Manual on Corporate Governance relating to its policy on training of directors.</p> <p>The Manual on Corporate Governance, Annex A Board Charter, Section Onboarding/Orientation and Continuing Training for Directors provides that all Directors shall undergo relevant and continuing training for at least four (4) hours.</p> <p><b>Source Documents and Links:</b></p> <p><b>Manual on Corporate Governance, Annex A Board Charter, Section Onboarding/Orientation and Continuing Training for Directors</b> page 37 <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p>	<p>Not applicable</p>
<p>2. Company provides in its Board Charter or Manual on Corporate Governance an orientation program for first time directors.</p>	<p>Compliant</p>	<p>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.</p>	<p>Not applicable</p>
<p>3. Company has relevant annual continuing training for all directors.</p>	<p>Compliant</p>		<p>Not applicable</p>

The Company has an orientation program for every new director to ensure their understanding of the business and operations of the Company and continuing training for directors.

Kindly see the Manual on Corporate Governance, Annex A Board Charter, Section Onboarding/Orientation and Continuing Training for Directors.

Kindly see the continuing education of Directors in the 2021 Annual Report, Section Corporate Governance, Training and continuing education programme of directors and the Training Certificates of Directors and Officers.

**Source Documents and Links:**

**Manual on Corporate Governance, Annex A Board Charter, Section Onboarding/Orientation and Continuing Training for Directors**

page 37

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf>



		<p><b>2021 Annual Report, Section Corporate Governance, Training and continuing education programme of directors</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>Training Certificates of Directors and Officers</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Training%20Certificates%20of%20Directors%20and%20Officers%20SLOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Training%20Certificates%20of%20Directors%20and%20Officers%20SLOCPI%202021.pdf</a></p>	
<b>Recommendation 1.4</b>			
1. Board has a policy on board diversity.	Compliant	<p>Provide information on or link/reference to a document containing information on the company's board diversity policy.</p> <p>Indicate gender composition of the board.</p> <p>The Company is committed to the principles of good corporate governance on Board diversity. In 2021, the Board is composed of five (5) male Directors and one (1) female Director.</p> <p>Kindly see the Manual on Corporate Governance, Annex A Board Charter, Section Board Diversity and</p>	Not applicable

		<p>the 2021 Annual Report, Section Diversity and Inclusion.</p> <p><b>Source Document and Link:</b></p> <p><b>Manual on Corporate Governance, Annex A Board Charter, Section Board Diversity, page 36</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>2021 Annual Report, Section Corporate Governance, Diversity and Inclusion</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
--	--	---	--

<b>Recommendation 1.5</b>			
---------------------------	--	--	--

1. Board is assisted in its duties by a 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.	Not applicable
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant		Not applicable
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		The Company's Corporate Secretary, Atty. Anna Katrina C. Kabisiting-Ibero, is responsible for assisting the Board in making business judgment in good faith

		<p>and in the performance of their responsibilities and obligations.</p> <p>Kindly see the information on the Corporate Secretary, including her name, qualifications, duties and functions in the 2021 Annual Report, Section Board Appointed Officers; Sun Life website, About Us, Who We Are web page; and Manual on Corporate Governance, Section II.D. The Corporate Secretary.</p> <p>The Corporate Secretary is a separate individual from the Compliance Officer. The Company's Corporate Secretary is Atty. Anna Katrina C. Kabigting-Ibero while the Compliance Officer is Atty. Ma. Jemilyn S. Camania. The duties and responsibilities of the Corporate Secretary are different from those of the Compliance Officer.</p> <p>Kindly see the name, qualifications, duties and functions of the Compliance Officer in the 2021 Annual Report, Section Board Appointed Officers; Sun Life website, About Us, Who We Are web page, and Manual on Corporate Governance, Section II.A. Compliance Officer.</p>	
--	--	--	--

The Corporate Secretary is not a member of the Board of Directors.

Kindly see the names and profiles of the Directors in the 2021 Annual Report, Section Board of Directors and Credentials; Sun Life website, About Us, Who We Are web page; and General Information Sheet.

**Source Documents and Link:**

**2021 Annual Report, Section Board Appointed Officers and Section Board of Directors and Credentials**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf>

**Sun Life website, About Us, Who We Are web page**

<https://www.sunlife.com.ph/en/about-us/who-we-are/>

**Manual on Corporate Governance, Section II.D. The Corporate Secretary**, pages 19-20 and **Section II.A. Compliance Officer**, pages 1-2

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf>

		<p><b>General Information Sheet</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/General%20Information%20Sheet%20LOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/General%20Information%20Sheet%20LOCPI%202021.pdf</a></p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>Provide information or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p> <p>The Company's Corporate Secretary attends continuing education seminar on corporate governance.</p> <p>Kindly see the training certificate for the four (4) hours of Advanced Corporate Governance training attended by the Corporate Secretary on October 5, 2021.</p> <p><b>Source Document and Link:</b></p> <p><b>Training Certificates of Directors and Officers</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Training%20Certificates%20of%20Directors%20and%20Officers%20LOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Training%20Certificates%20of%20Directors%20and%20Officers%20LOCPI%202021.pdf</a></p>	Not applicable

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.	Not applicable
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		Not applicable
3. Compliance Officer is not a member of the board.	Compliant		Not applicable
		<p>The Board is assisted by the Company Compliance Officer, Atty. Ma. Jemilyn S. Camania. Atty. Camania received her Bachelor of Arts in Psychology (1992) and Bachelor of Laws (2001) degrees from the University of the Philippines (Diliman). She passed the Bar Examinations in 2002. She is also a Fellow, Life Management Institute (2010), Professional, Customer Service (with honors) (2011), and Associate, Insurance Regulatory Compliance (2014) of the Life Office Management Association (LOMA). The Compliance Officer has a rank of Band 8 and has unrestricted access to the Chief Executive Officer, the Board of Directors and any Committee of the Board of Directors. Management of Compliance Risk is supported by the Three Lines of Defence Model which provides a consistent, transparent and clearly documented allocation of accountability and segregation of functional responsibilities. The</p>	

	<p>Compliance Officer, in the second line of defence, is responsible for creating a framework and setting standards for compliance risk management processes and control, as well as providing effective independent challenge to the first line of defence in respect of the same, including monitoring and testing the effectiveness of first-line's controls.</p> <p>Kindly see the information on the Compliance Officer, including her name, qualifications, duties and functions in the 2021 Annual Report, Section Board Appointed Officers, Sun Life website, About Us, Who We Are web page, and Manual on Corporate Governance, Section II.A. Compliance Officer.</p> <p>The Compliance Officer is not a member of the Board of Directors.</p> <p>Kindly see the names and profiles of the Directors in the 2021 Annual Report, Section Board of Directors and Credential, Sun Life website, About Us, Who We Are web page, and General Information Sheet.</p> <p><b>Source Documents and Link:</b></p>	
--	--	--

		<p><b>2021 Annual Report, Section Board Appointed Officers and Section Board of Directors and Credentials</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>Sun Life website, About Us, Who We Are web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/who-we-are/">https://www.sunlife.com.ph/en/about-us/who-we-are/</a></p> <p><b>Manual on Corporate Governance, Section II.A. Compliance Officer, pages 1-2</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>General Information Sheet</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/General%20Information%20Sheet%20SLOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/General%20Information%20Sheet%20SLOCPI%202021.pdf</a></p>	
<p>4. Compliance Officer attends training/s on corporate governance annually.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing information on the corporate governance training attended, including number of hours and topics covered</p>	<p>Not applicable</p>



		<p>The Company's Compliance Officer attends continuing education seminar on corporate governance.</p> <p>Kindly see the training certificate for the four (4) hours of Advanced Corporate Governance training attended by the Compliance Officer on October 5, 2021.</p> <p><b>Source Document and Link:</b></p> <p><b>Training Certificates of Directors and Officers</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Training%20Certificates%20of%20Directors%20and%20Officers%20SLOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Training%20Certificates%20of%20Directors%20and%20Officers%20SLOCPI%202021.pdf</a></p>	
--	--	---	--

**Principle 2:** The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.

**Recommendation 2.1**

<p>1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on how the directors performed their duties (can include board resolutions, minutes of meeting)</p> <p>The Directors act in good faith and in the best interest of the Company.</p>	<p>Not applicable</p>
---	------------------	--	-----------------------

		<p>Kindly see the Manual on Corporate Governance, Section II.B. Board of Directors and its Annex A Board Charter, Section Position Description for the Directors.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.B. Board of Directors,</b> pages 2-5 and its <b>Annex A Board Charter, Section Position Description for the Directors,</b> pages 32-33  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p>	
<b>Recommendation 2.2</b>			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Provide information or link/reference to a document containing information on how the directors performed this function (can include board resolutions, minutes of meeting)	Not applicable
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>Indicate frequency of review of business objectives and strategy</p> <p>The Board of Directors is primarily responsible for identifying and setting the Company's strategic directions as well as its Mission and</p>	Not applicable

Vision. The Board monitors the implementation of the Company's strategy and reviews the vision and mission periodically. Every year during their fourth quarter meeting, the Board of Directors review the Company's Mission and Vision Statements to determine if the same is still aligned with the Company's objectives and corporate strategy.

Kindly see the 2021 Annual Report, Section Corporate Governance.

Kindly also see the Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board.

**Source Documents and Link:**

**2021 Annual Report, Section Corporate Governance**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf>

**Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board**, pages 3-5

		<a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a>	
<b>Recommendation 2.3</b>			
1. Board is headed by a competent and qualified Chairperson.	Compliant	<p>Provide information or reference to a document containing information on the Chairperson, including his/her name and qualifications</p> <p>The Chairman of the Board, Mr. Jose Isidro N. Camacho, an Independent Director, serves to represent the interests of all shareholders and stakeholders. He provides leadership to assist the other Directors in carrying out their responsibilities and to enhance the effectiveness and cohesion of the Board as a whole.</p> <p>Kindly see the information on the Chairman of the Board, including his name, qualifications, duties and functions in the 2021 Annual Report, Section Board of Directors and Credential, Sun Life website, About Us, Who We Are web page, and Manual on Corporate Governance, Annex A Board Charter, Position Description for the Chairman.</p>	Not applicable

		<p><b>Source Documents and Link:</b></p> <p><b>2021 Annual Report, Section Board of Directors and Credentials</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>Sun Life website, About Us, Who We Are web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/who-we-are/">https://www.sunlife.com.ph/en/about-us/who-we-are/</a></p> <p><b>Manual on Corporate Governance, Annex A Board Charter, Section Position Description of Chairman, page 31</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p>	
<b>Recommendation 2.4</b>			
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 policies and programs and its implementation	Not applicable
2. Board adopts a policy on the retirement for directors and key officers.	Compliant	The Board and its Corporate Governance, Nomination and Remuneration Committee are	Not applicable

responsible for the succession plan for the board members and Board nominated officers, including adopting a retirement policy.

Kindly see the policy on succession planning and retirement in the Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board; Section II.C.2. Corporate Governance, Nomination and Remuneration Committee; and Annex A Board Charter, Section Duties and Responsibilities of the Board of Directors.

**Source Documents and Link:**

**Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board**, pages 3-5

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf>

**Manual on Corporate Governance, Section II.C.2. Corporate Governance, Nomination and Remuneration Committee**, pages 15-18.

		<b>Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of the Board of Directors</b> , page 29.	
<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	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.	Not applicable
2. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	The Board determines the relationship between remuneration and performance of key officers and board members which should be aligned with the long-term interests of the Company.	Not applicable
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	Kindly see the key factors that are considered in the Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board.  The Corporate Governance, Nomination and Remuneration Committee recommends remuneration packages for corporate and individual performance.  Kindly see the duty of the Board on remuneration in the Manual on	Not applicable

		<p>Corporate Governance, Section II.C.2. Corporate Governance, Nomination and Remuneration Committee.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board</b>, pages 3-5  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p> <p><b>Manual on Corporate Governance, Section II.C.2. Corporate Governance, Nomination and Remuneration Committee</b>, pages 15-18</p>	
<b>Recommendation 2.6</b>			
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 shareholders.</p> <p>Provide proof if minority shareholders have a right to nominate candidates to the board</p>	Not applicable
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant		Not applicable
3. Board nomination and election policy includes how the company accepts nominations from minority shareholders.	Compliant		Not applicable



4. Board nomination and election policy includes how the board reviews nominated candidates.	Compliant	Provide information if there was an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	Not applicable
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, Nomination and Remuneration Committee sets forth the selection of Directors. Investors/minority interests have the right to elect, remove and replace Directors and vote on certain corporate acts in accordance with the Corporation Code and the Company's By-Laws.	Not applicable
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	Compliant	<p>Kindly see the Manual on Corporate Governance, Section II.C.2. Corporate Governance, Nomination and Remuneration Committee and Section VI.B. Investors' Rights and Protection.</p> <p>Kindly also see the Company By-Laws, Section 3.2. Election and Term.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C.2. Corporate Governance, Nomination and Remuneration Committee, pages 15-18</b></p>	Not applicable

		<a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a>  <b>Manual on Corporate Governance, Section VI.B. Investors' Rights and Protection</b> , pages 23-25  <b>Company By-Laws, Section 3.2. Election and Term</b> , page 5 <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/By-Laws%20SLOCPI.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/By-Laws%20SLOCPI.pdf</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	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	Not applicable
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant	Identify transactions that were approved pursuant to the policy.	Not applicable
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant	The Board has the overall responsibility in ensuring that transactions with related parties and other unusual or infrequently occurring transactions, which pass the materiality threshold are handled in a sound and prudent manner, with integrity, and in	Not applicable

compliance with applicable laws and regulations to protect the interest of policyholders, members, planholders, card holders, claimants, creditors and other stakeholders.

Kindly see the Related Party Transactions Operating Guidelines.

Kindly see the Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board and Section II.C.1. Audit, Risk Management and Review of Related Party Transactions (RPT) Committee.

**Source Documents and Link:**

**Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board**, pages 3-5

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI%202.pdf>

**Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee**, pages 6-15.

		<p><b>Related Party Transactions Operating Guidelines</b></p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Related%20Party%20Transactions%20Operating%20Guideline%20SLOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Related%20Party%20Transactions%20Operating%20Guideline%20SLOCPI%202021.pdf</a></p>	
<b>Recommendation 2.8</b>			
<p>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).</p>	<p>Compliant</p>	<p>Provide information on or reference to a document containing the Board's policy and responsibility for approving the selection of management.</p> <p>Identify the Management team appointed</p> <p>The Board is primarily responsible for approving the selection of officers such as the Chief Executive Officer (CEO) and Country Head, President, Treasurer, Compliance Officer, Corporate Secretary, Assistant Corporate Secretary, Risk Officer, and Internal Auditor.</p> <p>Kindly see the Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board.</p> <p>The following are the Board appointed officers of the Company as provided in the Sun Life website:</p>	<p>Not applicable</p>

		<b>Officer</b>	<b>Position</b>	
		<b>Benedicto C. Sison</b>	Chief Executive Officer and Country Head	
		<b>Alexander S. Narciso</b>	President	
		<b>Candy S. Esteban</b>	Treasurer and Chief Financial Officer	
		<b>Ma. Jemilyn S. Camania</b>	Compliance Officer, Money Laundering Reporting Officer, and Data Protection Officer	
		<b>Anna Katrina C. Kabigting-Ibero</b>	Corporate Secretary	
		<b>Winlove Apple R. Sandalo-Esperanza</b>	Assistant Corporate Secretary	
		<b>Ria V. Mercado</b>	Risk Officer	
		<b>Joel O. Bungabong</b>	Internal Auditor	
		<p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board</b>, pages 3-5</p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p>		

		<p><b>Sun Life website, About Us, Who We Are web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/who-we-are/">https://www.sunlife.com.ph/en/about-us/who-we-are/</a></p> <p><b>2021 Annual Report, Section Board Appointed Officers</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
<p>2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).</p>	Compliant	<p>Provide information on or reference to a document containing the Board's policy and responsibility for assessing the performance of management.</p> <p>Provide information on the assessment process and indicate frequency of assessment of performance.</p> <p>The Board is primarily responsible for assessing the performance of the Chief Executive Officer and Country Head and other members of senior management.</p> <p>Kindly see the Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of the Board of Directors.</p>	Not applicable

		<p>Kindly see the Board Evaluation Certificate.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of the Board of Directors</b>, page 29-30  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p> <p><b>Board Evaluation Certificate</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Board%20Evaluation%20Certificate%20SLOCP1%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Board%20Evaluation%20Certificate%20SLOCP1%202021.pdf</a></p>	
<b>Recommendation 2.9</b>			
1. Board establishes an effective performance management framework that ensures that Management's performance is at par with the standards set by the Board and Senior Management.	Compliant	<p>Provide information on or link/reference to a document containing the Board's performance management framework for management and personnel.</p> <p>The Board establishes an effective performance management framework.</p>	Not applicable
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards	Compliant		Not applicable

<p>set by the Board and Senior Management.</p>		<p>Kindly see the Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board.</p> <p>Kindly also see the 2021 Annual Report, Section Corporate Governance, Board of Directors.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board</b>, pages 3-5  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>2021 Annual Report, Section Corporate Governance, Board of Directors</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
<b>Recommendation 2.10</b>			
<p>1. Board oversees that an appropriate internal control system is in place.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document showing the Board's responsibility for overseeing that an appropriate internal control system is in</p>	<p>Not applicable</p>



<p>2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p>	<p>Compliant</p>	<p>place and what is included in the internal control system</p> <p>The Board oversees an appropriate internal control system for monitoring and managing potential conflict of interest of the Management, members and shareholders.</p> <p>Kindly see the Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board.</p> <p>Kindly see the Conflict of Interest Operating Guidelines.</p> <p>Kindly see the Related Party Transactions Operating Guidelines.</p> <p>Kindly see the Code of Conduct, Section Avoiding Conflicts of Interest.</p> <p>Kindly also see the Sun Life website, About Us, Corporate Governance, Company Policies, Avoiding Conflicts of Interest web page.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.B.2. Duties and</b></p>	<p>Not applicable</p>
--	------------------	--	-----------------------

	<p><b>Responsibilities of the Board</b>, pages 3-5  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>Conflict of Interest Operating Guidelines</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Conflict%20of%20Interest%20Operating%20Guideline%20SLOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Conflict%20of%20Interest%20Operating%20Guideline%20SLOCPI%202021.pdf</a></p> <p><b>Related Party Transactions Operating Guidelines</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Related%20Party%20Transactions%20Operating%20Guideline%20SLOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Related%20Party%20Transactions%20Operating%20Guideline%20SLOCPI%202021.pdf</a></p> <p><b>Code of Conduct, Section Avoiding Conflicts of Interest</b>,  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Code%20of%20Conduct1.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Code%20of%20Conduct1.pdf</a></p> <p><b>Sun Life website, About Us, Corporate Governance, Company Policies, Avoiding Conflicts of Interest</b> web page</p>	
--	---	--

		<a href="https://www.sunlife.com.ph/en/about-us/corporate-governance/company-policies/">https://www.sunlife.com.ph/en/about-us/corporate-governance/company-policies/</a>	
3. Board approves the Internal Audit Charter.	Compliant	<p>Provide reference or link to the company's Internal Audit Charter</p> <p>The Board, through the Audit, Risk Management and Review of RPT Committee, evaluates and approves the annual internal audit plan.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.1 Audit, Risk Management and RPT Committee, Section Duties and Responsibilities, Internal Control and Audit and Section II.F. Internal Auditor.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C.1. Audit Risk Management and Review of RPT Committee</b>, pages 6-15  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p>	Not applicable

		<b>Manual on Corporate Governance, Section II.F. Internal Auditor</b> , pages 21-22	
<b>Recommendation 2.11</b>			
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.	Not applicable
2. The risk management framework guides the board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	Compliant	<p>Provide proof of effectiveness of risk management strategies, if any.</p> <p>The Board oversees the sound risk management framework to monitor and manage strategic, regulatory, operational and financial risks.</p> <p>Kindly see the Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board.</p> <p>Kindly see the Risk Management Framework Operating Guideline – Enterprise.</p> <p>Kindly see the 2021 Annual Report, Section Risk Management.</p> <p><b>Source Documents and Link:</b></p>	Not applicable

		<p><b>Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board</b>, pages 3-5  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI%202.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI%202.pdf</a></p> <p><b>Risk Management Framework Operating Guideline – Enterprise</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Risk%20Management%20Framework%20Operating%20Guideline%20-%20Enterprise.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Risk%20Management%20Framework%20Operating%20Guideline%20-%20Enterprise.pdf</a></p> <p><b>2021 Annual Report, Section Risk Management</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
<b>Recommendation 2.12</b>			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary role.	Compliant	Provide link to the company's website where the Board Charter is disclosed.	Not applicable
2. Board Charter serves as a guide to the directors in the performance of their functions.	Compliant	The Board approved the Manual on Corporate Governance and its Annex A Board Charter, which sets forth its purposes, authority, duties	Not applicable

<p>3. Board Charter is publicly available and posted on the company's website.</p>	<p>Compliant</p>	<p>and responsibilities, structure and procedures in accordance with IC Circular No. 2020-71 "Revised Code of Corporate Governance for Insurance Commission Regulated Companies".</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Annex A Board Charter</b>, pages 28-38</p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p>	<p>Not applicable</p>
--	------------------	--	-----------------------

**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 a publicly available Committee Charter.

**Recommendation 3.1**

<p>1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on all the board committees established by the company.</p> <p>The Board established the following Board Committees to aid in complying with the principles of good corporate governance:</p>	<p>Not applicable</p>
--	------------------	---	-----------------------

		<ol style="list-style-type: none"> <li>1. Audit, Risk Management and Review of RPT Committee</li> <li>2. Corporate Governance, Nomination and Remuneration Committee</li> </ol> <p>Kindly see the Manual on Corporate Governance, Section II.C. Board Committees.</p> <p>Kindly also see the 2021 Annual Report, Section Corporate Governance, Committees.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C. Board Committees,</b> pages 6-18 <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>2021 Annual Report, Section Corporate Governance, Committees</b> <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
--	--	---	--

<p>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.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Audit Committee, including its functions.</p> <p>Indicate if it is the Audit Committee's responsibility to recommend the appointment and removal of the company's external auditor.</p> <p>The Company has an Audit, Risk Management and Review of RPT Committee which assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the internal and external audit process, and compliance with laws and regulations.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee.</p> <p>Kindly also see the 2021 Annual Report, Section Corporate Governance, Committees.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee, pages 6-15</b></p>	<p>Not applicable</p>
---	------------------	---	-----------------------



		<a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a>  <b>2021 Annual Report, Section Corporate Governance, Committees</b> <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a>	
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>Provide information or link/reference to a document containing information on the members of the Audit Committee, including their qualifications and type of directorship.</p> <p>The Audit, Risk Management and Review of RPT Committee is composed of three (3) Directors, majority of whom are Independent Directors, including the Committee Chair, and who are appointed by the Board on an annual basis following each annual meeting.</p> <p>Kindly see the Manual on Corporate Governance Section II.C.1. Audit, Risk Management and Review of RPT Committee.</p>	Not applicable

The Committee is composed of the following members:

Director	Designation
<b>Jose Isidro N. Camacho</b>	Chairman / Independent Director / Non-Executive Director
<b>Leo M. Grepin</b>	Non-Executive Director
<b>Francisco S.A. Sandejas</b>	Independent Director

Kindly see the profiles of the Directors in the 2021 Annual Report, Section Board of Directors and Credentials.

**Source Documents and Links:**

**Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee,** pages 6-15  
<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf>

**2021 Annual Report, Section Board of Directors and Credentials**  
<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines>

		<a href="/documents/2021%20SLOCPI%20Annual%20Report.pdf">/documents/2021%20SLOCPI%20Annual%20Report.pdf</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.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the background, knowledge, skills, and/or experience of the members of the Audit Committee.</p> <p>The Audit, Risk Management and Review of RPT Committee as a whole possesses the experience and expertise required to fulfill the Committee's mandate. Each member of the Committee is financially literate, have experience in accounting or finance, or at least an adequate understanding of, or competence in, most of the Corporation's financial and risk management systems and regulatory environment.</p> <p>Kindly see the 2021 Annual Report, Section Board of Directors and Credentials.</p> <p>Kindly also see the Board of Director's Skills Matrix.</p> <p><b>Source Documents and Link:</b></p> <p><b>2021 Annual Report, Section Board of Directors and Credentials</b></p>	<p>Not applicable</p>

		<a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a>  <b>Board of Director's Skills Matrix</b> <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Board%20of%20Directors%20Skills%20Matrix%20SLOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Board%20of%20Directors%20Skills%20Matrix%20SLOCPI%202021.pdf</a>	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Non-Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the Audit Committee</p> <p>Chairman Jose Isidro N. Camacho of the Audit, Risk Management and Review of RPT Committee, is the Chairman of the Board.</p> <p>Kindly see the profile of the Chairman of the Audit, Risk Management and Review of RPT Committee in the 2021 Annual Report, Section Board of Directors and Credential.</p> <p><b>Source Documents and Link:</b></p> <p><b>2021 Annual Report, Section Board of Directors and Credential</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines</a></p>	Chairman Jose Isidro N. Camacho of the Audit, Risk Management and Review of RPT Committee, is the Chairman of the Board. Even if he is both the Chairman of the Board and Chairperson of the Audit, Risk Management and Review of Related Party Transactions (RPT) Committee, he can still effectively perform his functions.

		<a href="/documents/2021%20SLOCPI%20Annual%20Report.pdf">/documents/2021%20SLOCPI%20Annual%20Report.pdf</a>	
<b>Recommendation 3.3</b>			
<p>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.</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the Corporate Governance Committee, including its functions</p> <p>Indicate if the Committee undertook the process of identifying the quality of directors aligned with the company's strategic direction, if applicable.</p> <p>The Company has a Corporate Governance, Nomination and Remuneration Committee which assists the Board in fulfilling its corporate governance responsibilities.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.2. Corporate Governance, Nomination and Remuneration Committee.</p> <p>Kindly also see the 2021 Annual Report, Section Corporate Governance, Committees.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C.2. Corporate</b></p>	<p>Not applicable</p>

		<p><b>Governance, Nomination and Remuneration Committee</b>, pages 15-18  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>2021 Annual Report, Section Corporate Governance, Committees</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
<p>2. Corporate Governance Committee is composed of at least three members, all of whom should be independent directors.</p>	<p>Non-Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the Corporate Governance Committee, including their qualifications and type of directorship.</p> <p>The Corporate Governance, Nomination and Remuneration Committee is composed of three (3) members of the Board, majority of whom are Independent Directors, including a Committee Chair, and in the absence of another Independent Director, the third member is a Non-Executive Director. The members are appointed by the Board on an</p>	<p>Majority of the Committee Members are Independent Directors, including the Committee Chair, and the third member is a Non-Executive Director who is not actively involved in the management affairs of the Company.</p>

annual basis following each annual meeting.

Kindly see the Manual on Corporate Governance Section II.C.2. Corporate Governance, Nomination and Remuneration Committee.

The Committee is composed of the following members:

<b>Director</b>	Designation
<b>Francisco S.A. Sandejas</b>	Chairman / Independent Director / Non-Executive Director
<b>Leo M. Grepin</b>	Non-Executive Director
<b>Jose Isidro N. Camacho</b>	Independent Director / Non-Executive Director

Kindly see the profiles of the Directors in the 2021 Annual Report, Section Board of Directors and Credentials.

**Source Documents and Link:**

**Manual on Corporate Governance, Section II.C.2. Corporate Governance, Nomination and**

		<p><b>Remuneration Committee</b>, pages 15-18  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>2021 Annual Report, Section Board of Directors and Credentials</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the Corporate Governance Committee.</p> <p>Chairman Francisco S.A. Sandejas of the Corporate Governance, Nomination and Remuneration Committee, is an Independent Director.</p> <p>Kindly see the profile of the Chairman of the Corporate Governance, Nomination and Remuneration Committee in the 2021 Annual Report, Section Board of Directors and Credentials.</p>	Not applicable



		<p><b>Source Documents and Link:</b></p> <p><b>2021 Annual Report, Section Board of Directors and Credentials</b></p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
<b>Recommendation 3.4</b>			
<p>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.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the Board Risk Oversight Committee (BROC), including its functions</p> <p>The Company has an Audit, Risk Management and Review of RPT Committee which assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the internal and external audit process, and compliance with laws and regulations.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee.</p> <p>Kindly also see the 2021 Annual Report, Section Corporate Governance, Committees.</p>	<p>Not applicable</p>

		<p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee,</b> pages 15-18  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>2021 Annual Report, Section Corporate Governance, Committees</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
<p>2. BROCC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the BROCC, including their qualifications and type of directorship</p> <p>The Audit, Risk Management and Review of RPT Committee is composed of three (3) Directors, majority of whom are independent Directors, including the Committee Chair, and who are appointed by the Board on an annual basis following each annual meeting.</p>	<p>Not applicable</p>

Kindly see the Manual on Corporate Governance Section II.C.1. Audit, Risk Management and Review of RPT Committee.

The Committee is composed of the following members:

<b>Director</b>	Designation
<b>Jose Isidro N. Camacho</b>	Chairman / Independent Director / Non-Executive Director
<b>Leo M. Grepin</b>	Non-Executive Director
<b>Francisco S.A. Sandejas</b>	Independent Director / Non-Executive Director

Kindly see the profiles of the Directors in the 2021 Annual Report, Section Board of Directors and Credentials.

**Source Documents and Link:**

**Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee,** pages 15-18  
<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Cor>

		<p><a href="#">porate%20Governance%20SLOCPI 2.pdf</a></p> <p><b>2021 Annual Report, Section Board of Directors and Credential</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
3. The Chairman of the BROCC is not the Chairman of the Board or of any other committee.	Non-Compliant	<p>Provide information or link/reference to a document containing information on the Chairman of the BROCC</p> <p>Chairman Jose Isidro N. Camacho of the Audit, Risk Management and Review of RPT Committee, is the Chairman of the Board.</p> <p>Kindly see the profile of the Chairman of the Audit, Risk Management and Review of RPT Committee in the 2021 Annual Report, Section Board of Directors and Credential.</p> <p><b>Source Documents and Link:</b></p> <p><b>2021 Annual Report, Section Board of Directors and Credential</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines</a></p>	Chairman Jose Isidro N. Camacho of the Audit, Risk Management and Review of RPT Committee, is the Chairman of the Board. Even if he is both the Chairman of the Board and Chairperson of the Audit, Risk Management and Review of RPT Committee, he can still effectively perform his functions.

		<a href="/documents/2021%20SLOCPI%20Annual%20Report.pdf">/documents/2021%20SLOCPI%20Annual%20Report.pdf</a>	
<p>4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the background, skills, and/or experience of the members of the BROC.</p> <p>The Audit, Risk Management and Review of RPT Committee as a whole possesses the experience and expertise required to fulfill the Committee's mandate. Each member of the Committee is financially literate, have experience in accounting or finance, or at least an adequate understanding of, or competence in, most of the Corporation's financial and risk management systems and regulatory environment.</p> <p>Kindly see the 2021 Annual Report, Section Board of Directors and Credential.</p> <p>Kindly also see the Board of Director's Skills Matrix.</p> <p><b>Source Documents and Link:</b></p> <p><b>2021 Annual Report, Section Board of Directors and Credential</b></p>	<p>Not applicable</p>

		<a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20LOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20LOCPI%20Annual%20Report.pdf</a>  <b>Board of Director's Skills Matrix</b> <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Board%20of%20Directors%20Skills%20Matrix%20LOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Board%20of%20Directors%20Skills%20Matrix%20LOCPI%202021.pdf</a>	
<b>Recommendation 3.5</b>			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	<p>Provide information or link/reference to a document containing information on the Related Party Transactions (RPT) Committee, including its functions.</p> <p>The Company has an Audit, Risk Management and Review of RPT Committee which assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the internal and external audit process, and compliance with laws and regulations.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee.</p>	Not applicable

		<p>Kindly also see the 2021 Annual Report, Section Corporate Governance, Review of RPT Committee.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee,</b> pages 15-18  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>2021 Annual Report, Section Corporate Governance, Review Committee for Related Party Transactions</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
<p>2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the members of the RPT Committee, including their qualifications and type of directorship.</p> <p>The Audit, Risk Management and Review of RPT Committee is</p>	<p>Not applicable</p>

composed of three (3) Directors, majority of whom are Independent Directors, including the Committee Chair, all are Non-Executive Directors, and who are appointed by the Board on an annual basis following each annual meeting.

Kindly see the Manual on Corporate Governance Section II.C.1. Audit, Risk Management and Review of RPT Committee.

The Committee is composed of the following members:

<b>Director</b>	Designation
<b>Jose Isidro N. Camacho</b>	Chairman / Independent Director / Non-Executive Director
<b>Leo M. Grepin</b>	Non-Executive Director
<b>Francisco S.A. Sandejas</b>	Independent Director / Non-Executive Director

Kindly see the profiles of the Directors in the 2021 Annual Report, Section Board of Directors and Credentials.

**Source Documents and Link:**



		<p><b>Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee,</b> pages 15-18  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>2021 Annual Report, Section Board of Directors and Credentials</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
<b>Recommendation 3.6</b>			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	Provide information on or link/reference to the company's committee charters, containing all the required information, particularly the functions of the Committee that is necessary for performance evaluation purposes.	Not applicable
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant	<p>The Board Committees have their respective purposes, memberships, structures and operations and duties and responsibilities.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C. Board Committees.</p>	Not applicable

		<p>The Board through the Corporate Governance, Nomination and Remuneration Committee, oversees the periodic performance evaluation of the Board and its committees, and conducts an annual self-evaluation of its performance.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.2. Corporate Governance, Nomination and Remuneration Committee.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C. Board Committees,</b> pages 6-18  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI%202.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI%202.pdf</a></p> <p><b>Manual on Corporate Governance, Section II.C.2. Corporate Governance, Nomination and Remuneration Committee,</b> pages 15-18</p>	
3. Committee Charters were fully disclosed on the company's website.	Compliant	Provide link to company's website where the Committee Charters are disclosed.	Not applicable

		<p>The Manual on Corporate Governance is available in the Sun Life website.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p>	
--	--	--	--



**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**

<p>1. The Directors attend and actively participate 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.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the process and procedure for tele/videoconferencing board and/or committee meetings.</p> <p>Provide information or link/reference to a document containing information on the attendance and participation of directors to Board, Committee and shareholders' meetings.</p> <p>Directors attend Board and Committee meetings and actively participate in deliberations and decisions in an objective manner,</p>	<p>Not applicable</p>
--	------------------	--	-----------------------

whether in person or through tele-/ videoconferencing, unless prevented by illness, death in the immediate family, serious accidents, or other analogous causes.

Kindly see the Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of the Directors.

Kindly see the 2021 Certificate of Board of Directors Attendance.

**Source Documents and Link:**

**Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of the Directors,** pages 29-30  
<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf>

**2021 Certificate of Board of Directors Attendance**  
<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20Certificate%20Of%20Board%20of%20Directors%20Attendance%20SLOCPI.pdf>

<p>2. The directors review meeting materials for all Board and Committee meetings.</p>	<p>Compliant</p>	<p>Directors inform himself or herself of significant matters dealt with at meetings not attended. They review Board and Committee meeting materials.</p> <p>Kindly see the Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of the Directors.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of the Directors,</b> pages 29-30  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p>	<p>Not applicable</p>
<p>3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on any questions raised or clarification/explanation sought by the directors</p> <p>Directors, if necessary, are expected to ask the necessary questions or to seek clarifications</p>	<p>Not applicable</p>

		<p>and explanations during the Board and Committee meetings.</p> <p>Kindly see the Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of the Directors,</b> pages 29-30  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP1.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP1.pdf</a></p>	
<b>Recommendation 4.2</b>			
<p>1. Non-executive directors concurrently serve as directors to a maximum of five Insurance Commission Regulated Entities (ICREs) 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.</p>	Compliant	<p>Disclose if the company has a policy setting the limit of board seats that a non-executive director can hold simultaneously.</p> <p>Provide information or reference to a document containing information on the directorships of the company's directors in both listed and non-listed companies</p> <p>The Non-Executive Directors concurrently serve as directors to a maximum of five (5) Insurance Commission Regulated Entities</p>	Not applicable

		<p>(ICREs) and publicly-listed companies.</p> <p>Kindly see the 2021 Annual Report, Section Board of Directors Credentials.</p> <p><b>Source Documents and Link:</b></p> <p><b>2021 Annual Report, Section Board of Directors Credentials</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
<b>Recommendation 4.3</b>			
<p>1. The directors notify the company's board where he/she is an incumbent director before accepting a directorship in another company.</p>	<p>Compliant</p>	<p>Provide copy of written notification to the board or minutes of board meeting wherein the matter was discussed.</p> <p>The Directors will notify the Company's Board before accepting a directorship in another company.</p> <p>Kindly see the Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of Directors.</p>	<p>Not applicable</p>

		<p>In 2021, there are no notifications submitted to the Corporate Secretary.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of Directors,</b> pages 29-30  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p>	
--	--	---	--

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

**Recommendation 5.1**

<p>1. The Board is composed of at least twenty percent (20%) independent directors.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the number of independent directors in the board</p> <p>The Board consists of six (6) Directors, two (2) Independent Directors and four (4) Non-Independent Directors.</p> <table border="1" data-bbox="1003 1295 1509 1442"> <thead> <tr> <th>Director</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>Jose Isidro N. Camacho</td> <td>Chairman / Independent Director /</td> </tr> </tbody> </table>	Director	Designation	Jose Isidro N. Camacho	Chairman / Independent Director /	<p>Not applicable</p>
Director	Designation						
Jose Isidro N. Camacho	Chairman / Independent Director /						



		<table border="1"> <tr> <td></td> <td>Non-Executive Director</td> </tr> <tr> <td><b>Francisco S.A. Sandejas</b></td> <td>Independent Director / Non-Executive Director</td> </tr> <tr> <td><b>Leo M. Grepin</b></td> <td>Non-Executive Director</td> </tr> <tr> <td><b>Chia-Ling Chou aka Lucy Chou</b></td> <td>Non-Executive Director</td> </tr> <tr> <td><b>Benedicto C. Sison</b></td> <td>Chief Executive Officer and Country Head / Executive Director</td> </tr> <tr> <td><b>Alexander S. Narciso</b></td> <td>President / Executive Director</td> </tr> </table>		Non-Executive Director	<b>Francisco S.A. Sandejas</b>	Independent Director / Non-Executive Director	<b>Leo M. Grepin</b>	Non-Executive Director	<b>Chia-Ling Chou aka Lucy Chou</b>	Non-Executive Director	<b>Benedicto C. Sison</b>	Chief Executive Officer and Country Head / Executive Director	<b>Alexander S. Narciso</b>	President / Executive Director	
	Non-Executive Director														
<b>Francisco S.A. Sandejas</b>	Independent Director / Non-Executive Director														
<b>Leo M. Grepin</b>	Non-Executive Director														
<b>Chia-Ling Chou aka Lucy Chou</b>	Non-Executive Director														
<b>Benedicto C. Sison</b>	Chief Executive Officer and Country Head / Executive Director														
<b>Alexander S. Narciso</b>	President / Executive Director														
		<p><b>Source Documents and Links:</b></p> <p><b>2021 Annual Report, Section Corporate Governance, Board of Directors and Credential</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>General Information Sheet</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/General%20Information%20Sheet%20SLOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/General%20Information%20Sheet%20SLOCPI%202021.pdf</a></p> <p><b>Sun Life website, About Us, Who We Are web page</b></p>													

		<a href="https://www.sunlife.com.ph/en/about-us/who-we-are/">https://www.sunlife.com.ph/en/about-us/who-we-are/</a>	
<b>Recommendation 5.2</b>			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the position.	Compliant	<p>Provide information or link/reference to a document containing information on the qualifications of the independent directors.</p> <p>The Independent Directors possess all the qualifications and none of the disqualifications to hold the position.</p> <p>Kindly see the profiles of the independent directors in the 2021 Annual Report, Section Corporate Governance, Board of Directors and Credentials.</p> <p><b>Source Documents and Links:</b></p> <p><b>2021 Annual Report, Section Corporate Governance, Board of Directors and Credentials</b></p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	Not applicable
<b>Recommendation 5.3</b>			
1. The independent directors serve for a maximum cumulative term of nine years.	Compliant	<p>Provide information or link/reference to a document showing the years IDs have served as such.</p>	Not applicable

<p>As far as Insurance Companies are concerned, the foregoing term limit shall be reckoned from 02 January 2015 while the reckoning date for the Pre-Need Companies and Health Maintenance Organizations shall be from 21 September 2016.</p> <p>For other covered entities, all previous terms served by existing Independent Directors prior to the effectivity of this Circular shall not be included in the application of the term limit prescribed in this item.</p>		<p>Independent Directors shall have a maximum cumulative term of nine (9) years, after which the Independent Director shall be perpetually barred from re-election as such in the same company. He may however, continue to qualify for nomination and election as a Non-Independent Director. Subject to meritorious justification and shareholder approval during the annual stockholders meeting, the Board may retain an independent director who has served as such for nine (9) years.</p> <p>Kindly see the Manual on Corporate Governance, Annex A Board Charter, Section Position Description for the Independent Director.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Annex A Board Charter, Section Position Description for the Independent Director</b>, pages 33-35  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p>	
--	--	--	--

<p>2. The company bars an independent director from serving in such capacity after the term limit of nine years.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the company's policy on term limits for its independent director</p> <p>After the Independent Director had a maximum cumulative term of nine (9) years, the independent director shall be perpetually barred from re-election as such in the same company. He may however, continue to qualify for nomination and election as a Non-Independent Director. Subject to meritorious justification and shareholder approval during the annual stockholders meeting, the Board may retain an independent director who has served as such for nine (9) years.</p> <p>Kindly see the Manual on Corporate Governance, Annex A Board Charter, Section Position Description for the Independent Director.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Annex A Board Charter, Section Position Description for the</b></p>	<p>Not applicable</p>
--	------------------	---	-----------------------

		<p><b>Independent Director</b>, pages 33-35  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p>	
<p>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.</p>	Compliant	<p>Provide proof on submission of a formal written justification to the Insurance Commission and proof of shareholders' approval during the annual shareholders' meeting.</p> <p>If the Company wants to retain an Independent Director who has served for nine (9) consecutive years, the Board, subject to meritorious justification and shareholder approval during the annual stockholders meeting, may retain an independent director. The Board will submit a formal written justification to the Insurance Commission.</p> <p>Kindly see the Manual on Corporate Governance, Annex A Board Charter, Section Position Description for the Independent Director.</p> <p><b>Source Documents and Link:</b></p>	Not applicable

		<p><b>Manual on Corporate Governance, Annex A Board Charter, Section Position Description for the Independent Director</b>, pages 33-35  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p>	
<b>Recommendation 5.4</b>			
<p>1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.</p>	<p>Compliant</p>	<p>Identify the company's Chairman of the Board and Chief Executive Officer</p> <p>The Chairman of the Board is a separate individual from the Chief Executive Officer and Country Head. The Company's Chairman of the Board is Mr. Jose Isidro N. Camacho while the Chief Executive Officer and Country Head is Mr. Benedicto C. Sison.</p> <p>Kindly see the profile of the Chairman of the Board and the Chief Executive Officer and Country Head in the 2021 Annual Report, Section Board of Directors and the Sun Life website, About Us, Who We Are web page.</p> <p><b>Source Documents and Links:</b></p>	<p>Not applicable</p>

		<p><b>2021 Annual Report, Section Board of Directors and Credential</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>Sun Life website, About Us, Who We Are web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/who-we-are/">https://www.sunlife.com.ph/en/about-us/who-we-are/</a></p>	
<p>2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on the roles and responsibilities of the Chairman of the Board and Chief Executive Officer.</p> <p>Identify the relationship of Chairman and CEO.</p> <p>The duties and responsibilities of the Chairman of the Board and the Chief Executive Officer are clearly defined.</p> <p>Kindly see the Manual on Corporate Governance, Annex A Position Description for the Chairman and Position Description for the Chief Executive Officer of the Corporation respectively.</p> <p><b>Source Documents and Link:</b></p>	<p>Not applicable</p>

		<p><b>Manual on Corporate Governance, Annex A Board Charter, Section Position Description for the Chairman, page 31</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>Manual on Corporate Governance, Annex A Board Charter, Section Position Description for the Chief Executive Officer of the Corporation, page 32</b></p>	
<b>Recommendation 5.5</b>			
<p>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.</p>	<p>Compliant</p>	<p>Provide information or link/reference to a document containing information on a lead independent director and his roles and responsibilities, if any.</p> <p>Indicate if Chairman is independent.</p> <p>The Chairman of the Board, Mr. Jose Isidro N. Camacho, is an Independent Director.</p> <p>Kindly see the profile of the Chairman of the Board in the 2021 Annual Report, Section Board of Directors and the Sun Life website, About Us, Who We Are web page.</p>	<p>Not applicable</p>



		<p><b>Source Documents and Links:</b></p> <p><b>2021 Annual Report, Section Board of Directors and Credential</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>Sun Life website, About Us, Who We Are web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/who-we-are/">https://www.sunlife.com.ph/en/about-us/who-we-are/</a></p>	
<b>Recommendation 5.6</b>			
<p>1. Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations for the same.</p>	<p>Compliant</p>	<p>Provide proof of abstention, if this was the case</p> <p>Directors are required to disclose any personal interest or conflict of interest in relation to any matter to be considered by the Board and abstain from taking part in the deliberations for the same.</p> <p>Kindly see the Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of Directors.</p> <p><b>Source Documents and Link:</b></p>	<p>Not applicable</p>

		<p><b>Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of Directors,</b> page 29-30</p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p>	
<b>Recommendation 5.7</b>			
<p>1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the corporation.</p>	Compliant	<p>Provide proof and details of said meeting, if any.</p> <p>Provide information on the frequency and attendees of meetings.</p> <p>The Non-Executive Directors have periodic meetings with the external auditor and Heads of the Internal Audit, Compliance and Risk functions.</p>	Not applicable
<p>2. The meetings are chaired by the lead independent director.</p>	Compliant	<p>The meetings are presided by Chairman Jose Isidro N. Camacho of the Audit, Risk Management and Review of RPT Committee, who is an Independent Director.</p> <p>Kindly see the Agenda of Audit, Risk Management and Review of Related Party Transactions Committee meetings.</p>	Not applicable

		<p><b>Source Documents and Link:</b></p> <p><b>Agenda of Audit, Risk Management and Review of Related Party Transactions Committee Meetings</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Agenda%20of%20Audit%20Risk%20Management%20and%20Review%20of%20Related%20Party%20Transactions%20Committee%20Meetings%20SLOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Agenda%20of%20Audit%20Risk%20Management%20and%20Review%20of%20Related%20Party%20Transactions%20Committee%20Meetings%20SLOCPI%202021.pdf</a></p>	
--	--	--	--

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

**Recommendation 6.1**

1. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Provide proof of annual assessments conducted for the whole board, the individual members, the Chairman and the Committees	Not applicable
2. The performance of the Chairman is assessed annually by the Board.	Compliant	The Board conducts an annual self-assessment of its performance as a whole, the performance of each Board Committee, and the skills and experience of individual members. The self-assessment results are key factors in the enhancement of directors' performance and effectiveness in the discharge of their duties. The result of the 2021	Not applicable
3. The performance of the individual member of the Board is assessed annually by the Board.	Compliant		Not applicable
4. The performance of each committee is assessed annually by the Board.	Compliant		Not applicable

	<p>annual assessment was reported to the Board on March 3, 2022.</p> <p>Kindly see the Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of the Board of Directors.</p> <p>Kindly see the Board Evaluation Certificate.</p> <p>Kindly see the 2021 Annual Report, Section Corporate Governance, Board Performance Appraisal.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of the Board,</b> pages 29-30  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p> <p><b>Board Evaluation Certificate</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Board%20Evaluation%20Certificate%20SLOCP1%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Board%20Evaluation%20Certificate%20SLOCP1%202021.pdf</a></p>	
--	--	--

		<p><b>2021 Annual Report, Section Corporate Governance, Board Performance Appraisal</b></p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
5. Every three years, the assessments are supported by an external facilitator.	Compliant	<p>Identify the external facilitator and provide proof of use of an external facilitator.</p> <p>The Company has a board assessment process in place. Every year, the Directors answer a Board Effectiveness Questionnaire (BEQ) to assess the effectiveness of the Board and Board Committees in the performance and exercise of their functions and mandate under the Manual on Corporate Governance, Charters of the various Board Committees, and applicable laws and regulations.</p> <p>The questionnaire includes self-assessments on (1) performance as an individual director, (2) performance of the Board as a body, and (3) performance of each of the Committees to which the directors belong. The BEQ is sent to all members of the Board covering various facets of corporate</p>	Not applicable

	<p>governance including the responsibilities of the Board, independence, strategic planning, audit, risk management and skills and experience of individual directors. The results of the 2021 Board Effectiveness Questionnaire are collated by the external provider to ensure utmost confidentiality. Responses from individual directors are not disclosed and only the consolidated results are discussed and reported to the Board.</p> <p>In 2021, the Directors accomplished the BEQ and have evaluated themselves, the Board, and the Board-Level Committees. The results of the BEQ show that the Board has a very good composition, and while it is diverse, it is balanced. There is great teamwork within the Board of Directors and that the Chairman exercises his leadership and engages every Director during meetings. Management supports the Board effectively which results to the Board working well with Management. The results of the assessment were reported to the Board on March 3, 2022.</p> <p>Kindly see the Manual on Corporate Governance, Annex A Board</p>	
--	--	--

	<p>Charter, Section Duties and Responsibilities of the Board of Directors.</p> <p>Kindly see the 2021 Annual Report, Section Corporate Governance, Board Performance Appraisal.</p> <p>Kindly see the Board Evaluation Certificate.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of the Board</b>, pages 29-30  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>2021 Annual Report, Section Corporate Governance, Board Performance Appraisal</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>Board Evaluation Certificate</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines</a></p>	
--	---	--

		<a href="#">/documents/Board%20Evaluation%20Certificate%20SLOCI%202021.pdf</a>	
<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	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	Not applicable
2. The system allows for a feedback mechanism from the shareholders.	Compliant	<p>The Company has a board assessment process in place. Every year, the Directors answer a Board Effectiveness Questionnaire (BEQ) to assess the effectiveness of the Board and Board Committees in the performance and exercise of their functions and mandate under the Manual on Corporate Governance, Charters of the various Board Committees, and applicable laws and regulations.</p> <p>The questionnaire includes self-assessments on (1) performance as an individual director, (2) performance of the Board as a body, and (3) performance of each of the Committees to which the directors belong. The BEQ is sent to all members of the Board covering various facets of corporate governance including the</p>	Not applicable



	<p>responsibilities of the Board, independence, strategic planning, audit, risk management and skills and experience of individual directors. The results of the 2021 Board Effectiveness Questionnaire are collated by the external provider to ensure utmost confidentiality. Responses from individual directors are not disclosed and only the consolidated results are discussed and reported to the Board.</p> <p>In 2021, the Directors accomplished the BEQ and have evaluated themselves, the Board, and the Board-Level Committees. The results of the BEQ show that the Board has a very good composition, and while it is diverse, it is balanced. There is great teamwork within the Board of Directors and that the Chairman exercises his leadership and engages every Director during meetings. Management supports the Board effectively which results to the Board working well with Management. The results of the assessment were reported to the Board on March 3, 2022.</p> <p>Kindly see the 2021 Annual Report, Section Corporate Governance, Board Performance Appraisal.</p>	
--	--	--

Shareholders can give their feedback through any of the following reporting channels:

- Send report to:  
Code@sunlife.com

Kindly see the 2021 Annual Report, Section Whistleblower and Breach Policy.

Kindly also see the Sun Life website, Corporate Governance, Reporting Channels.

**Source Documents and Link:**

**2021 Annual Report, Section Corporate Governance, Board Performance Appraisal and Section Whistleblower and Breach Policy**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20LOCPI%20Annual%20Report.pdf>

**Reporting Channels**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Reporting%20Channels%20LOCPI.pdf>

**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**

<p>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.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to the company's Code of Business Conduct and Ethics.</p> <p>The Code of Conduct, applicable to all Directors of the Board, Management Team, and employees, sets out clear standards for professional behaviour and empowers all to do the right thing.</p> <p><b>Source Documents and Link:</b></p> <p><b>Code of Conduct</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Code%20of%20Conduct1.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Code%20of%20Conduct1.pdf</a></p>	<p>Not applicable</p>
<p>2. The Code is properly disseminated to the Board, senior management and employees.</p>	<p>Compliant</p>	<p>Provide information on or discuss how the company disseminated the Code to its Board, senior management and employees.</p> <p>The Code of Conduct is annually disseminated to all directors, officers and employees, posted in the Sun Life website and internal databases (The Source and Bright Hub), and explained to new directors, officers</p>	<p>Not applicable</p>

		and employees during onboarding or orientation.	
		<p><b>Source Documents and Link:</b></p> <p><b>Code of Conduct</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Code%20of%20Conduct1.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Code%20of%20Conduct1.pdf</a></p>	
3. The Code is disclosed and made available to the public through the company website.	Compliant	<p>Provide a link to the company's website where the Code of Business Conduct and Ethics is posted/ disclosed.</p> <p>The Code of Conduct is posted in the Sun Life website.</p> <p><b>Source Documents and Link:</b></p> <p><b>Code of Conduct</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Code%20of%20Conduct1.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Code%20of%20Conduct1.pdf</a></p>	Not applicable
<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	Provide proof of implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies.	Not applicable

<p>2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.</p>	<p>Compliant</p>	<p>Indicate who are required to comply with the Code of Business Conduct and Ethics and any findings on non-compliance.</p> <p>One of the principal duties and responsibilities of each Director is confirming compliance with the Code of Conduct on an annual basis and maintaining the confidentiality of corporate information and Board deliberations.</p> <p>The attestation also includes a provision wherein the Director shall notify the Compliance Officer of any change in the circumstances which might adversely affect his/her compliance with the Code.</p> <p>Kindly see the Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of the Board of Directors.</p> <p>The Board reviews and guides corporate strategy, major plans of action, risk management policies and procedures, annual budgets and business plans; set performance objectives; monitor implementation and corporate performance; and oversee major</p>	<p>Not applicable</p>
--	------------------	--	-----------------------

		<p>capital expenditures, acquisitions and divestitures</p> <p>Kindly see the Manual on Corporate Governance, Section II.B.2.f. Duties and Responsibilities of the Board.</p> <p>Kindly also see the Code of Conduct.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Annex A Board Charter, Section Duties and Responsibilities of the Board</b>, pages 29-30  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p> <p><b>Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board</b>, pages 3-5</p> <p><b>Code of Conduct</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Code%20of%20Conduct1.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Code%20of%20Conduct1.pdf</a></p>	
--	--	--	--

**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**

<p>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.</p>	<p>Compliant</p>	<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>The Company recognizes that the most cogent proof of good corporate governance is that which is visible to the eyes of its investors. All shareholders shall be allowed to inspect corporate books and records, including minutes of Board meetings and stock registries, in accordance with the Corporation Code, and shall be furnished with annual reports, including financial statements, without cost or restrictions.</p> <p>Kindly see the Manual on Corporate Governance, Section VI.B. Investors' Rights and Protection.</p> <p>Kindly see the 2021 Audited Financial Statements and the 2021 Quarterly Report on Selected Financial Statistics that are reported to our regulators and available in the Sun Life website.</p>	<p>Not applicable</p>
---	------------------	---	-----------------------

**Source Documents and Link:**

**Manual on Corporate Governance, Section VI.B. Investors' Rights and Protection**, pages 23-25

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf>

**2021 Audited Financial Statements**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Audited%20Financial%20Statements%20SLOCPI%202021%20BIR.pdf>

**2021 Quarterly Report on Selected Financial Statistics**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Q1%202021%20Quarterly%20Report%20on%20Selected%20Financial%20Statistics%20SLOCPI.pdf>

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Q2%202021%20Quarterly%20Report%20on%20Selected%20Financial%20Statistics%20SLOCPI.pdf>



		<a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Q3%202021%20Quarterly%20Report%20on%20Selected%20Financial%20Statistics%20SLOCPL.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Q3%202021%20Quarterly%20Report%20on%20Selected%20Financial%20Statistics%20SLOCPL.pdf</a>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Q4%202021%20Quarterly%20Report%20on%20Selected%20Financial%20Statistics%20SLOCPL.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Q4%202021%20Quarterly%20Report%20on%20Selected%20Financial%20Statistics%20SLOCPL.pdf</a>  <b>Sun Life website</b> <a href="https://www.sunlife.com.ph/en/about-us/corporate-governance/">https://www.sunlife.com.ph/en/about-us/corporate-governance/</a>	
<b>Recommendation 8.3</b>			
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>The Board 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.</p>	Not applicable

		<p>Kindly see the profiles of the directors in the 2021 Annual Report, Section Board of Directors and Credential, Board of Director's Skills Matrix, and Sun Life website.</p> <p><b>Source Documents and Links:</b></p> <p><b>2021 Annual Report, Section Board of Directors and Credential</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20LOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20LOCPI%20Annual%20Report.pdf</a></p> <p><b>Board of Director's Skills Matrix</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Board%20of%20Directors%20Skills%20Matrix%20LOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Board%20of%20Directors%20Skills%20Matrix%20LOCPI%202021.pdf</a></p> <p><b>Sun Life website, About Us, Who We Are web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/who-we-are/">https://www.sunlife.com.ph/en/about-us/who-we-are/</a></p>	
<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.</p>	<p>Compliant</p>	<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>Not applicable</p>

		<p>Relevant and material information on key executives are disclosed to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.</p> <p>Kindly see the profiles of the key executives in the 2021 Annual Report, Section Philippine Leadership Team &amp; Board Appointed Officers and Sun Life website, About Us, Who We Are web page.</p> <p><b>Source Documents and Links:</b></p> <p><b>2021 Annual Report, Section Philippine Leadership Team &amp; Board Appointed Officers</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>Sun Life website, About Us, Who We Are web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/who-we-are/">https://www.sunlife.com.ph/en/about-us/who-we-are/</a></p>	
<b>Recommendation 8.4</b>			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level	Compliant	Disclose or provide link/reference to the company policy and practice for setting board remuneration	Not applicable

<p>and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.</p>		<p>The Board determines the relationship between remuneration and performance of board members which should be aligned with the long-term interests of the Company and consider the following key factors: 1) the level of remuneration must be commensurate to the role; 2) no director should participate in the determination of his own per diem or compensation; and 3) remuneration pay-out schedules should be sensitive to risk outcomes over a multi-year horizon.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.2. Corporate Governance, Nomination and Remuneration Committee.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C.2. Corporate Governance, Nomination and Remuneration Committee,</b> pages 15-18</p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Cor">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Cor</a></p>	
--	--	---	--

		<a href="#">porate%20Governance%20SLOCP12.pdf</a>	
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>The Board determines the relationship between remuneration and performance of key officers which should be aligned with the long-term interests of the Company and consider the following key factors: 1) the level of remuneration must be commensurate to the role and 2) remuneration pay-out schedules should be sensitive to risk outcomes over a multi-year horizon.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.2. Corporate Governance, Nomination and Remuneration Committee.</p> <p>The Company compensates based on the value of the job of individual Senior Management and employees. Wherever they work across the Philippines, the respective income will reflect the level of responsibilities and accountabilities within the Company.</p>	Not applicable

		<p>The Company recognizes and rewards achievements and results in line with its "Pay for Performance" policy. Through performance, officers and employees will be able to directly influence their compensation. The Company rewards exceptional job performance and provides support that would help officers and employees accomplish goals.</p> <p>The Company also provides a Long-Term Incentive (LTI) Program. Leadership excellence is an important factor underlying the success of the Company. That's why its LTI Program rewards leaders for their focus on creating sustainable long-term value for shareholders.</p> <p>The LTI program provides leaders with a long-term, significant stake in the Company's success and helps the Company retain those who are leading the Company. Employees at the Director level and above are eligible to participate in the Long-Term Incentive (LTI) program. The Company's LTI program rewards individuals for creating absolute and relative shareholder value</p>	
--	--	---	--

over a five-year period with greater weight given to performance over the final three years. Objectives for the program include aligning payouts to sustained performance balanced with retention and providing an incentive focused on both absolute and relative total return performance versus peers.

Kindly see the Sun Life website, About Us, Become an Employee, Our Rewards and Benefits web page.

**Source Documents and Link:**

**Manual on Corporate Governance, Section II.C.2. Corporate Governance, Nomination and Remuneration Committee**, pages 15-18

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf>

**Sun Life website, About Us, Become an Employee, Our Rewards and Benefits web page**

<https://www.sunlife.com.ph/en/about-us/become-an->

		<a href="#">employee/our-rewards-and-benefits/</a>  <b>Long-Term Incentive Program</b> <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Long%20Term%20Incentive%20Program%20LOCPI.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Long%20Term%20Incentive%20Program%20LOCPI.pdf</a>	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-compliant	<p>Provide breakdown of director remuneration and executive compensation, particularly the remuneration of the CEO.</p> <p>The Company maintains a record of the remuneration of Directors and Senior Management on an individual basis.</p> <p><b>Source Documents and Link:</b></p> <p><b>General Information Sheet</b>, Section Total Annual Compensation of Directors During the Preceding Fiscal Year, page 6  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/General%20Information%20Sheet%20LOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/General%20Information%20Sheet%20LOCPI%202021.pdf</a></p> <p><b>2021 Audited Financial Statements, Section 17. Related Party</b></p>	The Company discloses the aggregate remuneration of Directors and Senior Management in the General Information Sheet and Annual Financial Statement respectively.



		<b>Transactions, Remuneration of Key Management Personnel</b> <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Audited%20Financial%20Statements%20LOCPI%202021%20BIR.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Audited%20Financial%20Statements%20LOCPI%202021%20BIR.pdf</a>	
<b>Recommendation 8.5</b>			
<p>1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions.</p>	<p>Compliant</p>	<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>The Company discloses its policies governing Related Party Transactions and other unusual or infrequently occurring transactions.</p> <p>Kindly see the Related Party Transactions Operating Guideline.</p> <p>Kindly see the 2021 Annual Report, Section Related Party Transactions.</p> <p>Kindly also see the Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board and Section II.C.1. Audit, Risk Management and Review of RPT Committee.</p>	<p>Not applicable</p>

		<p><b>Source Documents and Link:</b></p> <p><b>Related Party Transactions Operating Guideline</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Related%20Party%20Transactions%20Operating%20Guideline%20SLOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Related%20Party%20Transactions%20Operating%20Guideline%20SLOCPI%202021.pdf</a></p> <p><b>2021 Annual Report, Section Related Party Transactions</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board</b>, pages 3-5  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee</b>, pages 6-15</p>	
<p>2. Company discloses material or significant RPTs in its Annual Company Report or Annual Corporate Governance Report,</p>	<p>Compliant</p>	<p>Provide information on all RPTs for the previous year or reference to a document</p>	<p>Not applicable</p>

<p>reviewed and approved by the Board, and submitted for confirmation by majority vote of the stockholders in the annual stockholders' meeting during the year.</p>		<p>containing the following information on all RPTs:</p> <ol style="list-style-type: none"> <li>1. Name of the related counterparty;</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>The Company discloses material or significant Related Party Transactions in the 2021 Audited Financial Statements, reviewed and approved by the Board, and submitted for confirmation by majority vote of the stockholders in the annual stockholders' meeting during the year.</p> <p>Kindly see the 2021 Audited Financial Statements.</p> <p>Kindly also see the 2021 Draft Minutes of the Annual Meeting of the Stockholders.</p> <p><b>Source Documents and Link:</b></p>	
---	--	--	--

		<p><b>2021 Audited Financial Statements, Section 17. Related Party Transactions</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Audited%20Financial%20Statements%20LOCPI%202021%20BIR.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Audited%20Financial%20Statements%20LOCPI%202021%20BIR.pdf</a></p> <p><b>2021 Draft Minutes of the Annual Meeting of the Stockholders</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20Draft%20Minutes%20of%20the%20Annual%20Meeting%20of%20the%20Stockholders%20LOCPI.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20Draft%20Minutes%20of%20the%20Annual%20Meeting%20of%20the%20Stockholders%20LOCPI.pdf</a></p>	
<b>Recommendation 8.7</b>			
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.	Not applicable
2. Company's MCG is posted on its company website.	Compliant	The Company's corporate governance practices are principally contained in the Manual on Corporate Governance, Company's Amended Articles of Incorporation, and By-Laws. The Company is compliant with IC Circular Letter No. 2020-71 "Revised Code of Corporate Governance for Insurance Commission Regulated	Not applicable

	<p>Companies" and related circulars on corporate governance.</p> <p>Kindly see the Manual on Corporate Governance, the Company's Amended Articles of Incorporation, and By-Laws posted in the Sun Life website.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>Amended Articles of Incorporation</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Amended%20Articles%20of%20Incorporation%20SLOCPI1.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Amended%20Articles%20of%20Incorporation%20SLOCPI1.pdf</a></p> <p><b>Amended By-Laws</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/By-Laws%20SLOCPI.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/By-Laws%20SLOCPI.pdf</a></p> <p><b>Sun Life website, About Us, Corporate Governance web page</b></p>	
--	--	--

<https://www.sunlife.com.ph/en/about-us/corporate-governance/>

**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**

<p>1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.</p>	<p>Compliant</p>	<p>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.</p> <p>The Audit, Risk Management and Review of RPT Committee recommends to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the Commission, who undertakes an independent audit of the corporation, and provide an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee, External Audit.</p> <p><b>Source Documents and Link:</b></p>	<p>Not applicable</p>
---	------------------	--	-----------------------

		<p><b>Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee, External Audit</b>, pages 6-15</p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p>	
<p>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.</p>	<p>Compliant</p>	<p>Indicate the percentage of shareholders that ratified the appointment, reappointment, removal and fees of the external auditor.</p> <p>The Audit, Risk Management and Review of RPT Committee recommends to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the Commission, who undertakes an independent audit of the corporation, and provide an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.1. Audit,</p>	<p>Not applicable</p>

		<p>Risk Management and Review of RPT Committee, External Audit.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee, External Audit</b>, pages 6-15</p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p>	
<p>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.</p>	<p>Compliant</p>	<p>Provide information on or link/reference to a document containing the company's reason for removal or change of external auditor.</p> <p>The removal of external auditor, the reasons for removal or change will be disclosed to the regulators and the public.</p> <p>As approved by the Board, the Company engages the services of Navarro Amper &amp; Co., a local member firm of Deloitte Touche Tohmatsu Limited, as its external auditor.</p>	<p>Not applicable</p>



		<p>Kindly see the 2021 Annual Report, Section Audit and Non-Audit Fees.</p> <p><b>Source Documents and Link:</b></p> <p><b>2021 Annual Report, Section Audit and Non-Audit Fees</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
<b>Recommendation 9.2</b>			
<p>1. Audit Committee Charter includes the Audit Committee's responsibility on:</p> <p>i. assessing the integrity and independence of external auditors;</p> <p>ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and</p> <p>iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.</p>	Compliant	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>The Audit, Risk Management and Review of RPT Committee ensures that the external auditor maintains its independence from the Company, and that the services provided are in accordance with Sun Life's Policy Restricting the Use of External Auditors.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee, External Audit.</p> <p><b>Source Documents and Link:</b></p>	Not applicable

		<p><b>Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee, External Audit</b>, pages 6-15</p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p>	
<p>2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.</p>	<p>Compliant</p>	<p>Provide link/reference to the company's Audit Committee Charter</p> <p>The Audit, Risk Management and Review of RPT Committee ensures that the external auditor maintains its independence from the Company, and that the services provided are in accordance with Sun Life's Policy Restricting the Use of External Auditors.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee, External Audit.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT</b></p>	<p>Not applicable</p>

		<p><b>Committee, External Audit</b>, pages 6-15</p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p>	
<b>Recommendation 9.3</b>			
<p>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.</p>	Compliant	<p>Disclose the nature of non-audit services performed by the external auditor, if any.</p> <p>The Company discloses the nature of non-audit services performed by its external auditor. There were no other fees paid to the external audit firm during the same year other than audit fees.</p> <p>Kindly see the 2021 Annual Report, Section Audit and Non-Audit Fees.</p> <p><b>Source Documents and Link:</b></p> <p><b>2021 Annual Report, Section Audit and Non-Audit Fees</b></p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	Not applicable
<p>2. Audit Committee stays alert for any potential conflict of interest situations,</p>	Compliant	<p>Provide link or reference to guidelines or policies on non-audit services</p>	Not applicable

<p>given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.</p>		<p>The Audit, Risk Management and Review of RPT Committee evaluates and determines the non-audit work, if any, of the external auditor, and periodically review the non-audit fees paid to the external auditor in relation to the total fees paid to him and to the Company's overall consultancy expenses. The committee should disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence. The non-audit work, if allowed, should be disclosed in the Company's Annual Report.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee, External Audit.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee, External Audit</b>, pages 6-15</p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Cor">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Cor</a></p>	
---	--	--	--

		<a href="#">porate%20Governance%20SLOCPI 2.pdf</a>	
<b>Principle 10:</b> The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
<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	<p>Disclose or provide link on the company's policies and practices on the disclosure of non-financial information, including EESG issues.</p> <p>The Board adopts a globally recognized standard/framework in disclosing non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p> <p>Kindly see the Manual on Corporate Governance, Section V. Reportorial or Disclosure System of Corporate Governance Policies.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section V. Reportorial or Disclosure System of Corporate Governance Policies</b>, pages 22-23  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines</a></p>	Not applicable

		<a href="#">/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a>	
<p>2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.</p>	<p>Compliant</p>	<p>Provide link to Sustainability Report, if any. Disclose the standards used.</p> <p>The Board adopts a globally recognized standard/framework in disclosing non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.</p> <p>Kindly see the Manual on Corporate Governance, Section V. Reportorial or Disclosure System of Corporate Governance Policies.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section V. Reportorial or Disclosure System of Corporate Governance Policies</b>, pages 22-23  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p>	<p>Not applicable</p>

**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**

<p>1. The company should have a website to ensure a comprehensive, cost efficient transparent, and timely manner of disseminating relevant information to the public.</p>	<p>Compliant</p>	<p>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.</p> <p>The Sun Life website provides the latest news, product information, marketing activities of the company. The information posted on the Sun Life website is updated on a weekly or monthly basis depending on the urgency of news and advisories.</p> <p><b>Source Documents and Link:</b></p> <p><b>Sun Life website, About Us, Corporate Governance web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/corporate-governance/">https://www.sunlife.com.ph/en/about-us/corporate-governance/</a></p>	<p>Not applicable</p>
---	------------------	---	-----------------------

**Internal Control System and Risk Management Framework**

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

**Recommendation 12.1**

<p>1. Company has an adequate and effective internal control system in the conduct of its business.</p>	<p>Compliant</p>	<p>List quality service programs for the internal audit functions.</p>	<p>Not applicable</p>
---	------------------	--	-----------------------

		<p>Indicate frequency of review of the internal control system</p> <p>The Company adopts a system of internal checks and balances and oversees that an appropriate internal control system is in place, including setting up a mechanism for monitoring and managing potential conflicts of interest of board members, management, and shareholders/members.</p> <p>The Internal Audit function is the third line of defence (LOD) and is responsible for providing independent assurance to management, the Risk Management Committee on the design and operational effectiveness of the risk management practices carried out by first LOD and second LOD. Internal Audit provides a quarterly opinion on the effectiveness of internal controls, risk management and governance processes to the Risk Management Committee. In addition, the Risk Management Committee may engage third-party independent reviews to supplement the third LOD review of the effectiveness of the Company's risk management programs.</p>	
--	--	---	--



		<p>Kindly see the Manual on Corporate Governance, Section II.F. Internal Auditor.</p> <p>Kindly also see the 2021 Annual Report, Section Risk Management, Three Lines of Defence.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.F. Internal Auditor</b>, pages 21-22  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>2021 Annual Report, Section Risk Management, Three Lines of Defence</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
<p>2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.</p>	<p>Compliant</p>	<p>Identify international framework used for Enterprise Risk Management</p> <p>Provide information or reference to a document containing information on:</p>	<p>Not applicable</p>

		<ol style="list-style-type: none"> <li>1. Company's risk management procedures and processes</li> <li>2. Key risks the company is currently facing</li> <li>3. How the company manages the key risks</li> </ol> <p>Indicate frequency of review of the enterprise risk management framework.</p> <p>The Company's overall risk management framework, adopted after the Company's parent company, prescribes a comprehensive set of protocols and programs that need to be followed in conducting business activities. The risks that arise when providing products and services to clients, which are in line with the Company's purpose to help its clients achieve lifetime financial security and live healthier lives, are managed within these protocols and programs. Effective risk management is critical to the overall profitability, competitive market positioning and long-term financial viability of the Company. While all risk cannot necessarily be eliminated, the Risk Framework seeks to ensure that risks to a business undertaking are appropriately managed to achieve</p>	
--	--	--	--

	<p>the Company's business objectives over time and are not expected to exceed pre-established boundaries for risk taking.</p> <p>The risk management process as set out in the Company's risk management framework includes:</p> <ul style="list-style-type: none"> <li>• Risk identification and management</li> <li>• Risk Management, monitoring and reporting</li> </ul> <p>The Company groups all risks into six major risk categories:</p> <ul style="list-style-type: none"> <li>• Credit risk</li> <li>• Market risk</li> <li>• Insurance risk</li> <li>• Business and strategic risk</li> <li>• Operational risk</li> <li>• Liquidity risks</li> </ul> <p>Kindly see the Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee.</p> <p>Kindly also see the 2021 Annual Report, Section Risk Management, Risk Management Process and Risk Categories.</p> <p>Kindly also see the 2021 Audited Financial Statements.</p>	
--	--	--

		<p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee,</b> pages 6-15  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>2021 Annual Report, Section Risk Management, Risk Management Process and Risk Categories</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>2021 Audited Financial Statements</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Audited%20Financial%20Statements%20SLOCPI%202021%20BIR.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Audited%20Financial%20Statements%20SLOCPI%202021%20BIR.pdf</a></p>	
<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	Compliant	Disclose if the internal audit is in-house or outsourced. If outsourced, identify external firm.	Not applicable

<p>value and improve the company's operations.</p>		<p>The Company has in place an independent internal audit function which is performed by internal auditors through which the Board, senior management, and stockholders shall be provided with reasonable assurance that the Company's key organizational and procedural controls are effective, appropriate, and complied with.</p> <p>Kindly see the Manual on Corporate Governance, Section II.F. Internal Auditor.</p> <p>Kindly also see the 2021 Annual Report, Section Risk Management, Three Lines of Defence.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.F. Internal Auditor</b>, pages 21-22  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>2021 Annual Report, Section Risk Management, Three Lines of Defence</b></p>	
--	--	--	--

		<a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a>	
<b>Recommendation 12.3</b>			
1. 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.	Not applicable
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	<p>The Company's Internal Auditor Joel O. Bungabong, is responsible for the periodic formal review of the effectiveness of the Company's system and internal controls.</p> <p>Kindly see the information on the Internal Auditor, including his name, qualifications, and internal audit function in the 2021 Annual Report, Section Board Appointed Officers, Sun Life website, About Us, Who We Are web page, and Manual on Corporate Governance Section II.F. Internal Auditor.</p> <p><b>Source Documents and Link:</b></p> <p><b>2021 Annual Report, Section Board Appointed Officers</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines</a></p>	Not applicable

		<p><a href="/documents/2021%20SLOCPI%20Annual%20Report.pdf">/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>Sun Life website, About Us, Who We Are web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/who-we-are/">https://www.sunlife.com.ph/en/about-us/who-we-are/</a></p> <p><b>Manual on Corporate Governance, Section II.F. Internal Auditor</b>, pages 21-22  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p>	
<p>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.</p>	Compliant	<p>Identify qualified independent executive or senior management personnel, if applicable.</p> <p>The Company has an Audit, Risk Management and Review of RPT Committee which assists the Board in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control, the internal and external audit process, and compliance with laws and regulations.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.1. Audit,</p>	Not applicable

		<p>Risk Management and Review of RPT Committee.</p> <p>Kindly also see the 2021 Annual Report, Section Corporate Governance, Audit Committee Members.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C.1. Audit, Risk Management and Review of RPT Committee,</b> pages 6-15  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>2021 Annual Report, Section Corporate Governance, Audit Committee Members</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
<b>Recommendation 12.4</b>			
<p>1. Company has a separate risk management function to identify, assess and monitor key risk exposures.</p>	<p>Compliant</p>	<p>Provide information on company's risk management function.</p> <p>The Company has a separate risk management function to identify,</p>	<p>Not applicable</p>



		<p>assess and monitor key risk exposures.</p> <p>Kindly see the Manual on Corporate Governance, Section II.C.1.B. Acting as Risk Management Committee.</p> <p>Kindly also see the 2021 Annual Report, Section Risk Management, Three Lines of Defence.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.C.1.B. Acting as Risk Management Committee</b>, pages 10-12  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p> <p><b>2021 Annual Report, Section Risk Management, Three Lines of Defence</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
--	--	--	--

**Recommendation 12.5**

<p>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).</p>	<p>Compliant</p>	<p>Identify the company's Chief Risk Officer (CRO) and provide information on or reference to a document containing his/her responsibilities and qualifications/background.</p>	<p>Not applicable</p>
<p>2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.</p>	<p>Compliant</p>	<p>The Company's Risk Officer, Ms. Ria V. Mercado, is responsible for providing independent oversight of the Company-wide risk management programs.</p> <p>Kindly see the information on the Risk Officer, including her name, qualifications, and function in the 2021 Annual Report, Section Board Appointed Officers, Sun Life website, About Us, Who We Are web page, and Manual on Corporate Governance Section II.C.1.B. Acting as Risk Management Committee.</p> <p><b>Source Documents and Link:</b></p> <p><b>2021 Annual Report, Section Board Appointed Officers</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>Sun Life website, About Us, Who We Are web page</b></p>	<p>Not applicable</p>

		<a href="https://www.sunlife.com.ph/en/about-us/who-we-are/">https://www.sunlife.com.ph/en/about-us/who-we-are/</a>  <b>Manual on Corporate Governance, II.C.1.B. Acting as Risk Management Committee,</b> pages 10-12 <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a>	
--	--	---	--

**Cultivating a Synergic Relationship with Shareholders**

**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	<p>Provide link or reference to the company's Manual on Corporate Governance where shareholders' rights are disclosed.</p> <p>The Board is committed to respect the rights of the stockholders, as follows:</p> <ol style="list-style-type: none"> <li>1. Voting Right</li> <li>2. Pre-emptive Right</li> <li>3. Power of Inspection</li> <li>4. Right to Information</li> <li>5. Dividend Policy</li> <li>6. Appraisal Right</li> </ol> <p>Kindly see the Manual on Corporate Governance, Section VI. Shareholders' Benefit.</p>	Not applicable
---	-----------	---	----------------

		<p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, VI. Shareholders' Benefit</b>, pages 23-26</p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20LOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20LOCP12.pdf</a></p>	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	<p>Provide link to company's website</p> <p>The Manual on Corporate Governance, which provides the basic rights of the shareholders, is uploaded to the Sun Life website, Corporate Governance web page.</p> <p>The 2021 Annual Report that provides Section Shareholders' Dividend Policy is also available in the Sun Life website, Corporate Governance web page.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance</b></p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20LOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20LOCP12.pdf</a></p>	Not applicable

		<p><a href="#">porate%20Governance%20SLOCPI 2.pdf</a></p> <p><b>2021 Annual Report, Section Shareholders' Dividend Policy</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p>	
<b>Recommendation 13.2</b>			
<p>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.</p>	<p>Compliant</p>	<p>Indicate the number of days before the annual stockholders' meeting or special stockholders' meeting when the notice and agenda were sent out</p> <p>Indicate whether shareholders' approval of remuneration or any changes therein were included in the agenda of the meeting.</p> <p>Provide link to the Agenda included in the company's Information Statement</p> <p>The Company released its Notice of Annual Meeting of the Stockholders on May 7, 2021, 32 days before the June 8, 2021 scheduled date of the meeting in accordance with the Corporation Code and the By-Laws of the Company.</p> <p><b>Source Documents and Link:</b></p> <p><b>2021 Notice of Annual Meeting of the Stockholders</b></p>	<p>Not applicable</p>

		<p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20Notice%20of%20Annual%20Meeting%20of%20Stockholders%20SLOCPI.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20Notice%20of%20Annual%20Meeting%20of%20Stockholders%20SLOCPI.pdf</a></p> <p><b>Sun Life website, Corporate Governance web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/corporate-governance/">https://www.sunlife.com.ph/en/about-us/corporate-governance/</a></p>	
<b>Recommendation 13.3</b>			
<p>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.</p>	<p>Compliant</p>	<p>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.</p> <p>The 2021 Draft Minutes of the Annual Meeting of the Stockholders which includes the result of votes taken on June 8, 2021 is available in the Sun Life website, Corporate Governance web page.</p> <p><b>Source Documents and Link:</b></p> <p><b>2021 Draft Minutes of the Annual Meeting of the Stockholders</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20Draft%20Minutes%20of%20the%20Annual%20Meeting">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20Draft%20Minutes%20of%20the%20Annual%20Meeting</a></p>	<p>Not applicable</p>

		<a href="#">ting%20of%20the%20Stockholders%20SLOCPI.pdf</a>  <b>Sun Life website, Corporate Governance web page</b> <a href="https://www.sunlife.com.ph/en/about-us/corporate-governance/">https://www.sunlife.com.ph/en/about-us/corporate-governance/</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	<p>Provide link to minutes of meeting in the company website.</p> <p>Indicate voting results for all agenda items, including the approving, dissenting and abstaining votes.</p> <p>Indicate also if the voting on resolutions was by poll.</p> <p>Include whether there was opportunity to ask question and the answers given, if any</p> <p>The 2021 Draft Minutes of the Annual Meeting of the Stockholders held on June 8, 2021 is available in the Sun Life website, Corporate Governance web page.</p> <p><b>Source Documents and Link:</b></p> <p><b>2021 Draft Minutes of the Annual Meeting of the Stockholders</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20Draft%20Minutes%20of%20the%20Annual%20Mee">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20Draft%20Minutes%20of%20the%20Annual%20Mee</a> </p>	Not applicable

		<a href="#">ting%20of%20the%20stockholders%20SLOCPI.pdf</a>  <b>Sun Life website, Corporate Governance web page</b> <a href="https://www.sunlife.com.ph/en/about-us/corporate-governance/">https://www.sunlife.com.ph/en/about-us/corporate-governance/</a>	
<b>Recommendation 13.4</b>			
<p>1. Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.</p>	Compliant	<p>Provide details of the alternative dispute resolution made available to resolve intra-corporate disputes</p> <p>The Board encourages the exercise of shareholders' voting rights and the resolution of collective action problems through appropriate mechanisms.</p> <p>Kindly see the Manual on Corporate Governance, Section VI. Shareholders' Benefit.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, VI. Shareholders' Benefit</b>, pages 23-26  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCPI2.pdf</a></p>	Not applicable



<p>2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.</p>	<p>Compliant</p>	<p>Provide link/reference to where it is found in the Manual on Corporate Governance</p> <p>The Board encourages the exercise of shareholders' voting rights and the resolution of collective action problems through appropriate mechanisms.</p> <p>Kindly see the Manual on Corporate Governance, Section VI. Shareholders' Benefit.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, VI. Shareholders' Benefit</b>, pages 23-26</p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p>	<p>Not applicable</p>
--	------------------	---	-----------------------

**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.

**Recommendation 14.1**

<p>1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in</p>	<p>Compliant</p>	<p>Identify the company's shareholder and provide information or reference to a document containing information on the</p>	<p>Not applicable</p>
--	------------------	--	-----------------------

<p>creating wealth, growth and sustainability.</p>		<p>company's policies and programs for its stakeholders.</p> <p>The Board identifies the Company's various stakeholders, promotes cooperation between them and the Corporation in creating wealth, growth and sustainability, and provide a mechanism on the fair treatment and protection of stakeholder.</p> <p>The Company is committed to always keeping stakeholders informed through the following communication channels:</p> <ul style="list-style-type: none"> <li>• <b>Sun Life website</b> – the Company website provides the latest news, product information, marketing activities of the Company. The information posted on the Sun Life website is updated on a weekly or monthly basis depending on the urgency of news and advisories.</li> <li>• <b>Intranet</b> – the Company's intranet, called The Source, lists all the tools and guidelines for Sun Life employees across our different territories. It</li> </ul>	
--	--	---	--

currently publishes corporate news which are updated on a monthly basis. Only Sun Life employees have access to The Source.

- **Facebook Workplace** – using Facebook Workplace, all Sun Life employees are able to interact and build communities across the globe. This platform allows real-time posting of updates, greetings and newsworthy clips across the entire Sun Life network. Updates are made on a daily basis and access is restricted to Sun Life employees only.
- **Staff Town Hall Meetings** – the Company, through its Human Resources Department, holds town hall meetings with the staff to discuss the latest developments within the Company, changes in Company policies, management decisions and activities that require staff participation. This is also one opportunity where service awardees are recognized and new hires are introduced to the whole workforce.

- **Social Media Accounts** – the Company's Facebook, Instagram and Twitter accounts are managed by the Marketing Department's Digital team, who takes care of posting news and relevant articles about events and campaigns complete with colorful images, and often times presenting stories in real time on videos.
- **Zoom Conferencing** – the Company started to mount 'Zoom' conferences to connect employees and advisors from various Sun Life territories to share best practices and discuss projects, new campaigns, agency activities, among others.
- **Agents' Portal** – the Company has an Agents' Portal to keep all field managers and advisors updated on the latest news about Company developments, agency activities and sales campaigns.

Kindly see the 2021 Annual Report, Section Modes of Communication.

		<p>At Sun Life, our purpose is to help our clients achieve lifetime financial security and live healthier lives. Our commitment to sustainability brings our purpose to life.</p> <p>Kindly see the 2021 Sustainability Report that provides our sustainability plan that focuses on our areas of expertise where we can have the most positive social and environmental impact:</p> <ul style="list-style-type: none"> <li>• <b>Increasing Financial Security</b> – We aspire to increase the lifetime financial security of our clients, employees and communities. We provide innovative financial products and services, empower and educate clients and community members to take positive financial action, and increase access to wealth and protection products.</li> <li>• <b>Fostering Healthier Lives</b> – We aspire to improve health and wellness outcomes for all. To achieve this, we offer clients and employees products and tools to help them live healthier lives, invest in community health, and improve access to and use of health and disability insurance.</li> </ul>	
--	--	--	--

- **Advancing Sustainable Investing** – We aspire to deliver sustainable returns for clients and drive the transition to a low-carbon, inclusive economy. To pursue our aspiration, we manage capital with sustainability embedded in our investment processes, offer our clients and employees sustainable investing opportunities, and invest assets to support a low-carbon and more inclusive economy.

**Source Documents and Link:**

**2021 Annual Report, Section Modes of Communication**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf>

**2021 Sustainability Report**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Sustainability%20Report%2020211.pdf>

**Employee Development Programs**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines>

		<p><a href="/documents/Employee%20Development%20Programs%20SLOCPI%202021.pdf">/documents/Employee%20Development%20Programs%20SLOCPI%202021.pdf</a></p> <p><b>Employee Training</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Employee%20Training%20SLOCPI%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Employee%20Training%20SLOCPI%202021.pdf</a></p>	
<b>Recommendation 14.2</b>			
<p>1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.</p>	<p>Compliant</p>	<p>Identify policies and programs for the protection and fair treatment of company's stakeholders</p> <p>The Board provides a mechanism on the fair treatment and protection of stakeholders. The Company implements policies and activities that protect the rights and promote the interest of its various stakeholders.</p> <p>Kindly see the 2021 Sustainability Report that provides our sustainability plan that focuses on our areas of expertise where we can have the most positive social and environmental impact:</p> <ul style="list-style-type: none"> <li>• <b>Increasing Financial Security</b> – We aspire to increase the lifetime financial security of our clients, employees and communities. We provide</li> </ul>	<p>Not applicable</p>

innovative financial products and services, empower and educate clients and community members to take positive financial action, and increase access to wealth and protection products.

- **Fostering Healthier Lives** – We aspire to improve health and wellness outcomes for all. To achieve this, we offer clients and employees products and tools to help them live healthier lives, invest in community health, and improve access to and use of health and disability insurance.
- **Advancing Sustainable Investing** – We aspire to deliver sustainable returns for clients and drive the transition to a low-carbon, inclusive economy. To pursue our aspiration, we manage capital with sustainability embedded in our investment processes, offer our clients and employees sustainable investing opportunities, and invest assets to support a low-carbon and more inclusive economy.



		<p>Kindly also see the following policies in the Sun Life website, Corporate Governance, Company Policies:</p> <ul style="list-style-type: none"> <li>• Competing Fairly and Openly</li> <li>• Respecting Privacy and Confidentiality</li> </ul> <p><b>Source Documents and Link:</b></p> <p><b>2021 Sustainability Report</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Sustainability%20Report%202021.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Sustainability%20Report%202021.pdf</a></p> <p><b>Sun Life website, Corporate Governance, Company Policies web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/corporate-governance/company-policies/">https://www.sunlife.com.ph/en/about-us/corporate-governance/company-policies/</a></p>	
<b>Recommendation 14.3</b>			
<p>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.</p>	<p>Compliant</p>	<p>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.</p> <p>Provide information on whistleblowing policy, practices and procedures for stakeholders</p>	<p>Not applicable</p>

		<p>The Whistleblower program of the Company provides a formal mechanism and channel for officers and employees to raise feedback, inquiries, serious concerns about a perceived wrongdoing or questionable or unethical behavior or transaction, malpractice, or any risk, involving the Company or any of its officers and employees. The Company strictly prohibits any form of retaliation against those reporting concerns in good faith and guarantees that the whistleblower will be shielded or free from reprisals, harassment, or disciplinary action.</p> <p>When stakeholders know or suspect a breach of the Sun Life Code of Conduct, an internal policy or the law, they may promptly report them through any of the following channels:</p> <ul style="list-style-type: none"> <li>• For shareholders, advisors, clients, suppliers, business partners, contractors, sub-contractors, and other third parties: <ul style="list-style-type: none"> <li>– Send report to: <a href="mailto:Code@sunlife.com">Code@sunlife.com</a></li> </ul> </li> </ul>	
--	--	--	--

- For Sun Life Philippines Board of Directors, officers and employees:
  - Speak Up with their manager, Human Resources, Legal or Compliance
  - Send report to: Code@sunlife.com
  - Raise it to: www.employee-ethics-hotline.com
  - Report it to: www.clearviewconnects.com
  - Call ClearView using toll-free numbers:
    - Dial 1800 1322 0175 (PLDT Landline/Smart)
    - Dial 1800 8918 0153 (Globe)
  - Launch the Skype app from their computer or mobile device
    - Type clearview-connects
    - Select ClearView Connects
  - Send report to: P.O. Box 11017, Toronto, Ontario M1E 1N0, Canada

Kindly see the 2021 Annual Report, Section Whistleblower and Breach Policy.

		<p>Kindly also see the Sun Life website, Corporate Governance, Reporting Channels web page.</p> <p><b>Source Documents and Link:</b></p> <p><b>2021 Annual Report, Section Whistleblower and Breach Policy</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>Reporting Channels</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Reporting%20Channels%20SLOCPI.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Reporting%20Channels%20SLOCPI.pdf</a></p>	
--	--	---	--

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

**Recommendation 15.1**

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	<p>Provide information on or link/reference to company policies, programs and procedures that encourage employee participation.</p> <p>The Company encourages employees to actively participate in</p>	Not applicable
--	-----------	--	----------------

the realization of the Company's goals and in its governance.

Kindly see the following policies and programs for employee participation that are disclosed in the Sun Life website and the 2021 Annual Report:

- **Our Culture** – Our people are guided by a set of core values that are shared throughout the organization worldwide: Integrity, Engagement, Client Focus, Excellence and Value
- **Our Rewards** – We offer our employees a fair and competitive compensation package and a rewarding career in line with their job, skills and performance
- **Our Benefits** – Together with a competitive package, we grant our employees with benefit packages to help address everyday needs and assist them in achieving financial security
- **Long-term Incentive Program** – Our Long-Term Incentive (LTI) program rewards leaders for their focus on creating sustainable long-term value for our shareholders

		<ul style="list-style-type: none"><li>• <b>Our Learning Development Programs</b> – We highly encourage and support employee development in order to strengthen their personal and professional competencies. Whenever they are just starting their career with the Company or already a seasoned professional, we offer competency-based programs that fit their needs, keep them challenged, and cultivate their full potential so they can achieve their business and career goals</li><li>• <b>Promoting Safety in the Workplace</b> – We are committed to maintaining a safe and respectful work environment, where our well-being is strengthened and we are empowered to bring our best selves to work</li><li>• <b>Promoting Diversity and Fairness</b> – Diversity and inclusion is at the core of our values at the Company. We embrace our diverse workforce where wide perspectives and creative ideas benefit our clients, our partners, and the communities in which we</li></ul>	
--	--	--	--

operate. We are committed to hiring, developing and retaining the most qualified individuals to promote and achieve our business objectives

- **Talent Review and Succession Management** – the Company conducts annual Talent Review and Succession Management processes to identify and develop individuals with the capabilities to meet future leadership needs
- **Project teams and product development groups** – Employees participate in working groups that consider employee viewpoints in certain key decisions
- **Brighter World** – the Company, through its philanthropic arm Sun Life Financial-Philippines Foundation, Inc. (Sun Life Foundation), allows employee spirit of volunteerism to shine brighter.

With millions of confirmed COVID-19 cases nationwide, we positioned ourselves to respond to the country's

most urgent needs during the pandemic. Sun Life Foundation adapted its work to new challenges—to address current needs while also preparing families and communities for a better future through the following programs:

**Health**

- **Sun Life Barangay Health Stations** are beginning to operate in eight (8) municipalities in Batangas that are deficient in health services. The health stations provide preventive health services such as immunization programs, health and nutrition programs, promotion of sanitation and hygiene, etc. The health stations are also expected to provide family planning services, pre- and post-natal care as well as treatment for minor illnesses and accidents. Community health workers in the eight barangays are trained to



		<p>provide basic health services and will soon man the operations in the health stations.</p> <ul style="list-style-type: none"> <li>- <b>Free Antigen Swab Testing for frontliners</b> through World Surgical Foundation continues, for early detection of COVID-19 cases and to support government hospitals identify positive cases to avoid the spread of infection among other hospital staff and patients.</li> <li>- <b>Adopt-a-Patient Program</b> through long-time partner, Kythe Foundation, offers financial subsidy to 125 children to cover laboratory fees, medicines and medical procedures in Kythe-affiliated hospitals in Cebu, Tarlac and Metro Manila.</li> </ul> <p><b>Education</b></p> <ul style="list-style-type: none"> <li>- <b>Sun Pera-Aralan</b> for public school teachers aims to instill positive, practical, and better daily money behaviors to</li> </ul>	
--	--	---	--

		<p>125,000 teachers in the Philippines through an innovative yet simple budgeting system. The program conducted in collaboration with AHA! Behavioral Design has now expanded its efforts to help public school teachers secure their finances as it launches a new batch of participants for 2021.</p> <ul style="list-style-type: none"> <li>- <b>Tulong Eskwela:Teaching at the Right Level</b> is an evidence-based education approach that helps children develop basic reading and mathematics skills in only 60 days. Created by Pratham Education Foundation and implemented by AHA Learning Center, both award-winning and internationally recognized organizations, this program uses high-quality but low-cost interventions to address learning gaps. This approach is easily replicated and is already</li> </ul>	
--	--	--	--

		<p>found effective in many countries. In the Philippines, AHA Learning Center with Sun Life Foundation, is training 300 public school teachers that will directly benefit 9,000 learners. This will eventually compound to 1,500 teachers and 45,000 students as a result of a training cascade.</p> <ul style="list-style-type: none"> <li>- <b>Ayla Saves for a Bright Day</b> is Sun Life Foundation's first financial literacy story and activity book that was co-developed with Adarna House. It features a typical Filipino family's experience as the prolonged health crisis threatens their financial well-being and highlights the Filipinos' resilience and resourcefulness which are especially relevant in this pandemic. It also introduces kids to basic financial management skills through the activities embedded in the story. The book hopes to raise awareness on the</li> </ul>	
--	--	--	--

		<p>importance of financial literacy not only for adults but also for children and inspire many Filipino families to pursue it.</p> <ul style="list-style-type: none"> <li>- <b>Comprehensive educational sponsorship of 125 elementary and high school students in Minglanilla, Alegria and Daanbantayan Municipalities</b> supports over a hundred students annually from depressed areas in the province of Cebu. Unlike most scholarship grants, this program supports children from public schools who may not be academically outstanding but are inclined to finish school and their parents are willing to support them. The program considers and addresses all components that may affect a student's schooling such as food assistance, social support, values formation, support for the family's financial capacity and recovery,</li> </ul>	
--	--	--	--

		<p>emergency assistance and supplementary training.</p> <ul style="list-style-type: none"> <li>- <b>Building household resilience for near-shore fishers</b> program aims to help fishers manage their income. Sun Life Foundation is helping Rare, a global organization on social change, in forming and advancing savings and loans clubs, financial literacy workshops and market development programs. The 18 savings clubs formed in the towns of Bais, Amlan and Manjuyod in Negros Oriental became a lifeline to 364 members who had a cumulative savings of P852,860.00. Better financial management of the near-shore fishers and their families help build household resilience especially during disasters or emergencies. Being able to meet their financial needs also lessens the tendency to overfish, boosting</li> </ul>	
--	--	--	--

		<p>marine/coastal conversation which is at the heart of Rare's Fish Forever program.</p> <ul style="list-style-type: none"> <li>- <b>Scholarship grants</b> for 55 slots in partner universities are retained, even providing leniency to scholars who were not able to meet their grade requirements or wanted to take a quick break due to prioritize their mental health. Hebreo Foundation and Bantay Edukasyon Scholars also continued to enjoy their scholarship benefits.</li> </ul> <p><b>Disaster Relief</b></p> <ul style="list-style-type: none"> <li>- <b>Sun Life Foundation partnered with Sagip Kapamilya,</b> the humanitarian action arm of the ABS-CBN Lingkod Kapamilya Foundation, Inc., to provide immediate response to families affected by calamities. With the valuable assistance from donors and partners like us, Sagip Kapamilya is able to provide food packs, hot meals,</li> </ul>	
--	--	--	--

		<p>hygiene kits, home repair kits and other basic needs to families and individuals severely affected by a natural calamity. In 2021, Sun Life Foundation was able to provide help to thousands of families affected by the onslaught of Typhoon Maring and Typhoon Odette through the provision of food packs.</p> <p><b>Arts and Culture</b></p> <ul style="list-style-type: none"> <li>- <b>M-FLIX 2021: Da Pinoy Pandemic Palabas</b>, an original virtual musical by the Bonifacio Art Foundation, Inc. and curated by National Artist for Music Maestro Ryan Cayabyab, Moy Ortiz and Noel Ferrer, highlights the country's collective mental health, gratitude and renewal. Co-presented by Sun Life Foundation who has been a strong believer in the powerful role of arts in nation-building, the musical is free for all and available for streaming in</li> </ul>	
--	--	---	--

		<p>YouTube year-round. The original songs, written and performed by excellent Filipino musical artists, are also dedicated to the country's frontliners.</p> <p><b>Corporate Donations</b></p> <ul style="list-style-type: none"> <li>- <b>Farmers of Hope</b> project of NVC Foundation helps in the creation of sustainable food source and income generation in poor, rural communities. With the Foundation's help, 60 farming families of the Bukidnon Tribe in San Carlos, Negros Occidental receive basic tools, equipment, training, market linkages along with the establishment of village-level processing units that will increase the value of their harvests. These will increase their economic opportunities while helping them achieve food security amidst the pandemic.</li> <li>- <b>Mental Health &amp; Food Security of the World</b></li> </ul>	
--	--	--	--



		<p><b>Wide Fund (WWF) Philippines</b> has developed a Food Shed Farming Enterprise model that adopts natural and green farming technologies, which practice waste recycling by composting, rainwater harvesting for irrigation, natural pest and disease control, containerized production, and integrated nutrient management to produce healthy and quality food (vegetables and poultry) products for the family and the community. Sun Life of Canada has donated Food Sheds to 4 identified municipalities in Negros Occidental and Negros Oriental affected by Typhoon Maring. Through this program, we can potentially help 1,050 individuals with direct access to food, 210 families with access to financial services and 63 given employment opportunities.</p>	
--	--	--	--

		<p>- <b>Culture-based Education for Indigenous Sama-Bajau Children in Zamboanga City.</b> As the country continues to navigate a new reality, Sun Life Foundation through Cartwheel Foundation is honored to take part in helping children from indigenous communities thrive despite the challenges of the pandemic. Cartwheel Foundation Over the years, Cartwheel Foundation has been working on bringing relevant and holistic education to indigenous children and their communities. This year, Sun Life Foundation is helping them bring holistic education development to indigenous Sama-Bajau children and their families through the creation of safe learning spaces, the establishment of a core group of local champions to advocate the education and well-being of the Sama-Bajau</p>	
--	--	---	--

		<p>children and institutionalize systems, processes and policies to ensure the delivery of relevant education and social services to the Sama-Bajau and their families.</p> <ul style="list-style-type: none"><li>- <b>Project ILAW (Inclusion for Learning Accommodation and Welfare).</b> In support of inclusive and rights-based education, Sun Life Foundation is working with Good Neighbors Philippines in providing better learning opportunities to children with disabilities. Project ILAW focuses on child protection, on access to quality education of children with disabilities and in setting systems and mechanisms in partner schools and local government units. Assistive devices and learning aids will be provided to the children but policy advocacy and capacity building will ensure sustainability in partner schools.</li></ul>	
--	--	--	--

**Source Documents and Link:**

**Sun Life website, About Us, Become an Employee, Our Culture web page**

<https://www.sunlife.com.ph/en/about-us/become-an-employee/our-culture/>

**Sun Life website, About Us, Become an Employee, Our Rewards and Benefits web page**

<https://www.sunlife.com.ph/en/about-us/become-an-employee/our-rewards-and-benefits/>

**Long-Term Incentive Program**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Long%20Term%20Incentive%20Program%20SLOCPI.pdf>

**Employee Development Programs**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Employee%20Development%20Programs%20SLOCPI%202021.pdf>

**Employee Training**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Employee%20Training%20SLOCPI%202021.pdf>

		<p><b>Sun Life website, About Us, Corporate Governance, Employee Benefits and Training web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/corporate-governance/">https://www.sunlife.com.ph/en/about-us/corporate-governance/</a></p> <p><b>Sun Life website, About Us, Corporate Governance, Company Policies web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/corporate-governance/company-policies/">https://www.sunlife.com.ph/en/about-us/corporate-governance/company-policies/</a></p> <p><b>2021 Annual Report, Section Talent Review and Succession Management</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf</a></p> <p><b>2021 Annual Report, Section Corporate Social Responsibility</b></p>	
<b>Recommendation 15.2</b>			
<p>1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.</p>	<p>Compliant</p>	<p>Identify or provide link/reference to the company's policies, programs and practices on anti-corruption</p> <p>The Company is committed to complying with the letter and spirit of anti-corruption and anti-bribery laws in the Philippines and in any</p>	<p>Not applicable</p>

country where it operates. The Company prohibits the direct or indirect use of bribery, kickbacks, payoffs, or other corrupt practices by employees, advisors, or other parties acting on behalf of the Company, especially in its business relationships including those with suppliers, clients and government representatives.

Generally, anti-corruption laws in the country where the Company operates prohibits offering, giving or accepting anything of value to a government official or another person to improperly influence a decision, assist the Company in doing business, or obtain an improper business advantage. Hence, it is a policy of the Company not to allow payments or transfers of anything of value to government officials or representatives unless it is for a legitimate or legal purpose and duly and with prior review and authorization.

Employees are expected to recognize and avoid the use of bribery and to report suspected and known incidents of bribery and corruption through the channels set out in the Company's Code of Conduct. The Company's business

partners are also expected to conduct themselves lawfully and ethically, and to comply with applicable anti-bribery and anti-corruption laws.

The Company also has a gifts and entertainment policy, which disallows employees to receive and give gifts or entertainment unless it is within the allowable amount and meets the conditions set under the policy.

Kindly see the Code of Conduct, Section Rejecting Bribery and Corruption and Section Accepting and Giving Appropriate Gifts.

Kindly also see the Company Policies on Rejecting Corruption and Bribery and Accepting and Giving Gifts and Entertainment in the Sun Life website.

**Source Documents and Link:**

**Code of Conduct, Section Rejecting Bribery and Corruption**  
<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Code%20of%20Conduct1.pdf>

		<p><b>Sun Life website, About Us, Corporate Governance, Company Policies web page</b></p> <p><a href="https://www.sunlife.com.ph/en/about-us/corporate-governance/company-policies/">https://www.sunlife.com.ph/en/about-us/corporate-governance/company-policies/</a></p>	
<p>2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.</p>	<p>Compliant</p>	<p>Identify how the board disseminated the policy and program to employees across the organization</p> <p>The Code of Conduct is annually disseminated to all directors, officers and employees, posted in the Sun Life website and internal databases (The Source and Bright Hub), and explained to new directors, officers and employees during onboarding or orientation.</p> <p><b>Source Documents and Link:</b></p> <p><b>Code of Conduct</b></p> <p><a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Code%20of%20Conduct1.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Code%20of%20Conduct1.pdf</a></p> <p><b>Sun Life website, About Us, Corporate Governance, Company Policies web page</b></p>	<p>Not applicable</p>



		<a href="https://www.sunlife.com.ph/en/about-us/corporate-governance/company-policies/">https://www.sunlife.com.ph/en/about-us/corporate-governance/company-policies/</a>	
<b>Recommendation 15.3</b>			
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	<p>Disclose or provide link/reference to the company whistle-blowing policy and procedure for employees.</p> <p>Indicate if the framework includes procedures to protect the employees from retaliation.</p>	Not applicable
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	<p>Provide contact details to report any illegal or unethical behavior.</p> <p>The Whistleblower program of the Company provides a formal mechanism and channel for officers and employees to raise feedback, inquiries, serious concerns about a perceived wrongdoing or questionable or unethical behavior or transaction, malpractice, or any risk, involving the Company or any of its officers and employees. The Company strictly prohibits any form of retaliation against those reporting concerns in good faith and guarantees that the whistleblower will be shielded or free from reprisals, harassment, or disciplinary action.</p> <p>When stakeholders know or suspect a breach of the Sun Life Code of</p>	Not applicable

		<p>Conduct, an internal policy or the law, they may promptly report them through any of the following channels:</p> <ul style="list-style-type: none"> <li>• For shareholders, advisors, clients, suppliers, business partners, contractors, sub-contractors, and other third parties: <ul style="list-style-type: none"> <li>– Send report to: <a href="mailto:Code@sunlife.com">Code@sunlife.com</a></li> </ul> </li> <li>• For Sun Life Philippines Board of Directors, officers and employees: <ul style="list-style-type: none"> <li>– Speak Up with their manager, Human Resources, Legal or Compliance</li> <li>– Send report to: <a href="mailto:Code@sunlife.com">Code@sunlife.com</a></li> <li>– Raise it to: <a href="http://www.employee-ethics-hotline.com">www.employee-ethics-hotline.com</a></li> <li>– Report it to: <a href="http://www.clearviewconnects.com">www.clearviewconnects.com</a></li> <li>– Call ClearView using toll-free numbers: <ul style="list-style-type: none"> <li>▪ Dial 1800 1322 0175 (PLDT Landline/Smart)</li> <li>▪ Dial 1800 8918 0153 (Globe)</li> </ul> </li> </ul> </li> </ul>	
--	--	--	--

- Launch the Skype app from their computer or mobile device
  - Type clearview-connects
  - Select ClearView Connects
- Send report to: P.O. Box 11017, Toronto, Ontario M1E 1N0, Canada

Kindly see the 2021 Annual Report, Section Whistleblower and Breach Policy.

Kindly also see the Sun Life website, Corporate Governance, Reporting Channels web page.

**Source Documents and Link:**

**2021 Annual Report, Section Whistleblower and Breach Policy**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20SLOCPI%20Annual%20Report.pdf>

**Reporting Channels**

<https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Reporting%20Channels%20SLOCPI.pdf>

<p>3. Board supervises and ensures the enforcement of the whistleblowing framework.</p>	<p>Compliant</p>	<p>Provide information on how the board supervised and ensured enforcement of the whistleblowing framework, including any incident of whistleblowing.</p> <p>The Board oversees the integrity, independence, and effectiveness of the policies and procedures for whistleblowing.</p> <p>Kindly see the Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board.</p> <p><b>Source Documents and Link:</b></p> <p><b>Manual on Corporate Governance, Section II.B.2. Duties and Responsibilities of the Board</b>, pages 3-5  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/Manual%20on%20Corporate%20Governance%20SLOCP12.pdf</a></p>	<p>Not applicable</p>
---	------------------	---	-----------------------



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

**Recommendation 16.1**

<p>1. Company recognizes and places importance on the interdependence between business and society, and</p>	<p>Compliant</p>	<p>Provide information or reference to a document containing information on the company's community involvement and environment-related programs.</p>	<p>Not applicable</p>
---	------------------	---	-----------------------

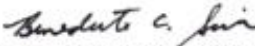
<p>promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.</p>		<p>The Company operates in a socially-responsible way across the organization and seeks continuous innovative solutions to make better for its stakeholders including the community where it belongs.</p> <p>The Company acts through its subsidiary Sun Life Foundation for all its corporate social responsibility projects or activities. Moreover, the Company's community-related efforts are based on its sustainability commitment. As Sun Life's business continues to grow, it continues to contribute to nation-building and shareholder value through its engaged and empowered workforce, financial literacy advocacy embedded in the products and services offered to its clients and the public in general.</p> <p>The Company actively supports the communities it is based as well as its branches and works by helping build a positive and healthy environment for our clients, employees, advisors and shareholders. Our approach includes helping Filipinos improve their financial literacy, giving back to communities across the nation, strategically investing in real estate and infrastructure that is friendly to</p>	
--	--	---	--

	<p>the environment (LEED-certified building) and such other activities that foster healthy, sustainable communities, advocating for public policies that encourage financial security and healthy lifestyles.</p> <p>Kindly see the activities and programs in the 2021 Annual Report, Section Corporate Social Responsibility and Sun Life website.</p> <p><b>Source Documents and Link:</b></p> <p><b>2021 Annual Report, Section Corporate Social Responsibility</b>  <a href="https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20LOCPI%20Annual%20Report.pdf">https://www.sunlife.com.ph/content/dam/sunlife/regional/philippines/documents/2021%20LOCPI%20Annual%20Report.pdf</a></p> <p><b>Sun Life website, About Us, Sun Life Foundation web page</b>  <a href="https://www.sunlife.com.ph/en/about-us/sun-life-foundation-video/">https://www.sunlife.com.ph/en/about-us/sun-life-foundation-video/</a></p>	
--	--	--

**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 CITY** on the **MAY 27 2022** of \_\_\_\_\_ 2022.

  
**BENEDICTO C. SISON**  
**CHIEF EXECUTIVE OFFICER AND**  
**COUNTRY HEAD**  
Signature over printed name

  
**FRANCISCO S.A. SANDEJAS**  
**INDEPENDENT DIRECTOR**  
Signature over printed name

  
**ANNA KATRINA C. KABIGTING-IBERO**  
**CORPORATE SECRETRY**  
Signature over printed name

  
**MA. JEMILYN S. CAMANIA**  
**COMPLIANCE OFFICER**  
Signature over printed name

**SUBSCRIBED AND SWORN** to before me this **MAY 27 2022** day of \_\_\_\_\_, 2022, by the following who is/are all personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me his/their respective identification document as follows:

NAME	ID NO.	DATE / PLACE ISSUED
<b>BENEDICTO C. SISON</b>	Passport No. 488432394	Valid until: 08 May 2023/ United States of America
<b>FRANCISCO S.A. SANDEJAS</b>	Passport No. P4924006A	Valid until: 02 November 2022/ DFA Manila
<b>ANNA KATRINA C. KABIGTING-IBERO</b>	Driver's License No. N02-96-324358	Valid until: 01 September 2022 / Land Transportation Office
<b>MA. JEMILYN S. CAMANIA</b>	Passport No. P0888783B	Valid until: 01 March 2029/ DFA NCR South

DOC. NO. 525;  
PAGE NO. 106;  
BOOK NO. 31;  
SERIES OF 2022.

**ATTY. ROMEO M. MONFORT**  
Notary Public City of Makati  
Extended Until June 30, 2022  
Per B.P. No. 3795  
PTR No. 885259- Jan. 3, 2022 Makati  
Appointment No. M-133 (2020-2021)  
IBP No. 4062634- Jan. 3, 2016  
MCLE NO. VI-0023417 Roll No. 27012  
101 Urban Ave. Campos Rueda Ring,  
Brgy. Pio Del Pilar, Makati City

**CERTIFICATION**

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

Given this 18th day of May 2022.

A handwritten signature in black ink, appearing to be 'J. Camacho', written over a faint, illegible printed name.

**JOSE ISIDRO N. CAMACHO**  
**CHAIRMAN OF THE BOARD**  
Signature over printed name





ATTESTATION

This is to certify that Mr. Jose Isidro N. Camacho, Chairperson and Independent Director of Sun Life of Canada (Philippines), Inc., has provided his express consent to have the Certification portion of the Annual Corporate Governance Report signed using his electronic signature.

MAY 27 2022 MAKATI CITY

Given this \_\_\_ day of May 2022, in Taguig City, Philippines.

ANNA KATRINA C. KABIGTING-IBERO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this MAY 27 2022, 2022, by the following who is personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me his/her respective identification document as follows:

Table with 3 columns: NAME, ID NO., DATE / PLACE ISSUED. Row 1: ANNA KATRINA C. KABIGTING-IBERO, Driver's License No. N02-96-324358, Valid until: 01 September 2022 / Land Transportation Office

DOC. NO. 523
PAGE NO. 106
BOOK NO. 31
SERIES OF 2022

ATTY. ROMEO M. MONFORT
Notary Public City of Makati
Extended Until June 30, 2022
Per B.P. No. 3795
PTR No. 885280- Jan. 3, 2022 Makati City
Appointment No. M-133 (2020-2021)
IBP No. 1062634- Jan. 3, 2018
MCLE NO. VI-0023417 Roll No. 27932
101 Urban Ave. Campos Rueda Bldg.
Brgy. Pio Del Pilar, Makati City