

COMPANY NAME : SUN LIFE OF CANADA (PHILIPPINES), INC.
 COMPANY STRUCTURE : CLASS 1
 FINANCIAL YEAR END : 2019
 SECTOR : INSURANCE (Life)

E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
E.1 Board Duties and Responsibilities				
<i>Clearly defined board responsibilities and corporate governance policy</i>				
E.1.1	Does the company disclose its corporate governance policy / board charter?	<p>OECD PRINCIPLE V: Disclosure and Transparency (A) Disclosure should include, but not be limited to, material information on:</p> <p>8. Governance structures and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented.</p>	YES	<p>SLOCPI’s corporate governance practices are principally contained in the company’s Articles of Incorporation, By-Laws, Charter of the Board of Directors, and the Manual on Corporate Governance. SLOCPI is in compliance with the IC Circular Letter No. 31-2005 and related circulars on corporate governance. Sun Life also adopts the ASEAN Corporate Governance Scorecard (ACGS) principles to raise its corporate governance standards and practices.</p> <p>Source Document:</p> <p><u>Articles of Incorporation</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/AAOI%20SLOCPI%20(10-18-2017).pdf</p> <p><u>By-Laws</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/SLOCPI%20By-Laws.pdf</p> <p><u>Manual on Corporate Governance</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>Board Charter https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Board%20Charter%20SLOCPI%20(05-07-2019).pdf</p> <p>Annual Report https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.1.2	Are the types of decisions requiring board of directors/commissioners' approval disclosed?	OECD PRINCIPLE VI (D) YES	<p>All matters or items requiring approval of the Board of Directors are specified in the Corporation Code of the Philippines (Sections 23, 36, 37, 38, 40, 42, 43, and 44, among others), the Company's By-Laws (Section 3.1) and Manual on Corporate Governance (Section II B 2 and Annex "A"). Among the matters requiring Board approval are the major acquisitions and disposals of assets, major investments and changes in authority and approval limits. Board functions and responsibilities are likewise outlined in the Manual on Corporate Governance.</p> <p>Source Document:</p> <p>By-Laws https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/SLOCPI%20By-Laws.pdf</p> <p>Manual on Corporate Governance https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p> <p>Board Charter https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Board%20Charter%20SLOCPI%20(05-07-2019).pdf</p>

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E.1.3	Are the roles and responsibilities of the board of directors/commissioners clearly stated?	YES	<p>The roles and responsibilities of Sun Life’s Board of Directors, including the position description of the chairman, are clearly outlined in the Manual on Corporate Governance and Board Charter, which apply to all Executive, Non-executive or Independent Directors.</p> <p>“Duties and Responsibilities of the Board of Directors The Board of Directors is responsible for supervising the management of the business and affairs of the Corporation. The Board performs the following overall stewardship responsibilities either directly or through the Committee(s) of the Board.</p> <p>Board of Directors</p> <ul style="list-style-type: none"> • In conjunction with SLF, planning the Board size and composition, establishing Committee(s) of the Board, and determining Director’s compensation. • In conjunction with SLF, maintaining a formal orientation program and an ongoing education program for Independent Directors. • In conjunction with SLF, establishing corporate governance practices and policies. • Assessing its effectiveness, the effectiveness of the Committee(s) of the Board, the effectiveness of the Independent Directors of the Board and the effectiveness of individual Directors on an annual basis. • New Directors shall undergo training on Sun Life policies and guidelines, corporate governance practices, corporate structure, legal and regulatory framework, and other matters that would enable them to effectively discharge their duties and responsibilities.

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			<ul style="list-style-type: none"> • It is the policy of the Corporation to encourage the directors to attend on-going or continuous professional education programmes. <p>Senior Management</p> <ul style="list-style-type: none"> • In conjunction with SLF, selecting, evaluating and, if necessary, replacing the Chief Executive Officer of the Corporation and other members of senior management. • Delegating to management powers to manage the Corporation. • In conjunction with SLF, overseeing succession planning for senior management positions. • In conjunction with SLF, reviewing the remuneration of senior management. • Advising and counselling the Chief Executive Officer of the Corporation. <p>Position description for the Chairman</p> <p>The Chairman of the Board 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. The Chairman should encourage open discussion and debate at Board meetings and have frequent dialogue with other directors and senior management. The Chairman works with senior management to set the Board agenda, chairs Board meetings, and ensures that there is adequate time at Board meetings for discussion of relevant issues, taking into account all other relevant management processes and procedures. The Chairman is responsible for ensuring that appropriate orientation and training programs, and an ongoing education program, for new Independent Directors are in place and, in consultation with the Chief Executive Officer and the Corporate Secretary of</p>

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				<p>SLF, for ensuring that any Independent Directors are appropriately compensated in their capacity as Directors.</p> <p>Source Document: Board Charter (Pages 2-4) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Board%20Charter%20SLOCPI%20(05-07-2019).pdf</p> <p>By-Laws https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/SLOCPI%20By-Laws.pdf</p> <p>Manual on Corporate Governance https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p>
	Corporate Vision/Mission			
E.1.4	Does the company have a vision and mission statement?	<p>OECD PRINCIPLE 6 (P58) ICGN:3.2 Integrity ICGN:3.2 Integrity The board is responsible for overseeing the implementation and maintenance of a culture of integrity. The board should encourage a culture of integrity permeating all aspects of the co., and secure that its vision, mission and objectives are ethically sound.</p>	YES	<p>MISSION</p> <p>To help clients achieve lifetime financial security and live healthier lives.</p> <p>VISION</p> <p>A community of 5 million Sun Lifers who have ensured their brighter future with the country's best financial services company.</p> <p>Source Document: Annual Report/Vision, Mission (Page 4) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>

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			<p>Sun Life Website/ Corporate Governance https://www.sunlife.com.ph/PH/About+us/Corporate+governance?vgnLocale=en_CA</p>
E.1.5	Has the board reviewed the vision and mission/strategy in the last financial year?	YES	<p>The Mission and Vision Statements are approved by the Board during its fourth quarter meeting in March.</p> <p>These area also stated in the Company’s Annual Report under its Corporate Governance Page. To wit:</p> <p><i>“The Board of Directors is primarily responsible for identifying and setting the Company’s strategic directions as well as its Mission and 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. It is also responsible for assessing the performance of Management in addition to its own performance. The Business Review report presented by the President at every board meeting is an opportunity for the directors to give their insights on the Company’s objectives and corporate strategy. The Board also goes on an annual retreat with the executive team to discuss strategy and performance.”</i></p> <p>Source Document:</p> <p>Annual Report/Corporate Governance (Page 48) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>

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E.1.6	Does the board of directors monitor/oversee the implementation of the corporate strategy?		YES	<p><i>The Board of Directors is primarily responsible for identifying and setting the Company's strategic direction as well as its Mission and 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 Statement to determine if the same is still aligned with the Company's objectives and corporate strategy. It is also responsible for the assessing the performance of Management in addition to its performance. The Business Review report presented by the President at every board meeting is an opportunity for the directors to give their insights on the Company's objectives and corporate strategy. The Board also goes on an annual retreat with the executive team to discuss strategy and performance.</i></p> <p>Source Document:</p> <p><u>Annual Report/Corporate Governance (Page 48)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.2	Board structure			
	<i>Code of Ethics or Conduct</i>			
E.2.1	Are the details of the code of ethics or conduct disclosed?	<p>OECD PRINCIPLE VI (C) The board should apply high ethical standards. It should take into account the interests of stakeholders.</p> <p>The board has a key role in setting the ethical tone of a company, not only by its own actions, but also in appointing and overseeing key executives and consequently the</p>	YES	<p>The Code of Business Conduct is published online. In addition to this, all employees (including executive directors and officers) of the Company receive annual training on the Code and are checked on their knowledge of the Code. The Board members are asked annually to affirm compliance with/adherence to the Code and commitment to the same.</p> <p>Source Document:</p>

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		management in general. High ethical standards are in the long term interests of the company as a means to make it credible and trustworthy, not only in day-to-day operations but also with respect to longer term commitments. To make the objectives of the board clear and operational, many companies have found it useful to develop company codes of conduct based on, inter alia, professional standards and sometimes broader codes of behaviour. The latter might include a voluntary commitment by the company (including its subsidiaries) to comply with the OECD Guidelines for Multinational Enterprises which reflect all four principles contained in the ILO Declaration on Fundamental Labour Rights. Company-wide codes serve as a standard for conduct by both the board and key executives, setting the framework for the exercise of judgement in dealing with varying and often conflicting constituencies. At a minimum, the ethical code should set clear limits on the pursuit of private interests, including dealings in the shares of the company. An overall framework for ethical conduct		<p>Code of Business Conduct https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Code_of_Business_Conduct.pdf</p> <p>Sun Life Website/Company Policies https://www.sunlife.com.ph/PH/About+us/Corporate+governance/Company+policies?vgnLocale=en_CA</p>
E.2.2	Does the company disclose that all directors/commissioners, senior management and employees are required to comply with the code?		YES	<p>Through the published Code of Conduct, directors, senior management and employees are informed of the need/requirement to comply with the Code.</p> <p>In addition to this, all employees (including executive directors and officers) of the Company receive annual training on the Code and are checked on their knowledge of the Code and how to comply with it.</p> <p>All Board members are asked annually to affirm compliance with/adherence to the Code and commitment to the same.</p> <p><i>“The Sun Life Financial Code of Business Conduct applies to all employees and all directors of Sun Life Financial Inc., Sun Life Assurance Company of Canada, and their subsidiaries and controlled joint venture companies.”</i></p> <p>Source Document:</p> <p>Code of Business Conduct/ Applying the Code (Page 3) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Code%20of%20Business%20Conduct.pdf</p>
E.2.3	Does the company disclose how it implements and monitors compliance with the code of ethics or conduct?		YES	The Company discloses how it monitors and implements compliance with the Code. The same is contained in the Code of Business Conduct.

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	<p>goes beyond compliance with the law, which should always be a fundamental requirement.</p>		<p>In addition to this, all employees (including executive directors and officers) of the Company receive annual training on the Code and are checked on their knowledge of the Code and how to comply with it. The Board members are asked annually to affirm compliance with/adherence to the Code and commitment to the same.</p> <p>Moreover, to ensure compliance, an Ethics Hotline has been made open so that Code Breaches, among others, can be reported.</p> <p><i>“How Do I Report A Breach of the Code?”</i> <i>Speak with your manager, Human Resources, a Compliance officer or a member in the Law department if you:</i></p> <p><i>Believe you have violated the Code, an internal policy or the law</i></p> <p><i>Know or suspect another Employee or a third-party has violated the Code, an internal policy or the law</i></p> <p><i>Feel you are being pressured to violate the law, the Code, or your ethical responsibilities, or</i></p> <p><i>Have any other ethical or conflict of interest questions, concerns or issues, or need guidance on how to do what is right</i></p> <p><i>You can contact the Employee Ethics Hotline or email our Compliance organization at our general Code mailbox at Code@sunlife.com or SLF Code of Business Conduct @sunlife.com</i></p>

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			<p>Use the Employee Ethics Hotline if you prefer to report the situation anonymously or if you feel your report or concern has not been responded to or addressed appropriately.</p> <p>Toll Free Number:</p> <p>Dial 1-800-1322-0175 (Using PLDT landline or SMART lines)</p> <p>Dial 1-800-8918-0153 (Using Globe lines)</p> <p>Web-based Reporting:</p> <p>Submit a report online through the Employee Ethics Hotline website (https://www.employee-ethics-hotline.com/), which is available in multiple languages.</p> <p>Source Document:</p> <p>Code of Business Conduct/ Applying the Code (Pages 3-6) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Code_of_Business_Conduct.pdf</p> <p>Sun Life Website/Company Policies/ How Do I Report A Breach of the Code https://www.sunlife.com.ph/PH/About+us/Corporate+governance/Company+policies?vgnLocale=en_CA</p>
	Board Structure & Composition		

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E.2.4	Do independent directors/commissioners make up at least 50% of the board of directors/commissioners?		<p>Out of the six-member Board of the Company, 2 are Independent Directors, Mr. Jose Isidro N. Camacho and Dr. Francisco S.A. Sandejas, compliant with current IC requirements on the appointment of independent directors.</p> <p>Source Document:</p> <p><u>Annual Report/ Corporate Governance/ Board of Directors (Pages 12-18)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p> <p><u>2019 Amended General Information Sheet (Page 4)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/SLOCPI%20GIS%202019%20Amended%20(04-22-2020)%20v1.pdf</p>
			<p>OECD PRINCIPLE VI (E)</p> <p>In order to exercise its duties of monitoring managerial performance, preventing conflicts of interest and balancing competing demands on the corporation, it is essential that the board is able to exercise objective judgement. In the first instance this will mean independence and objectivity with respect to management with important implications for the composition and structure of the board. Board independence in these circumstances usually requires that a sufficient number of board members will need to be independent of management. The ASX Code recommends at least a majority of independent directors, while the UK Code recommends at least half of the board, excluding the Chairman, be independent directors. The minimum of three independent directors is to ensure that companies with small boards have enough independent directors (note that stock exchange rules often require at least two independent directors).</p>

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E.2.5	Are the independent directors/commissioners independent of management and major/ substantial shareholders?	YES	<p>Independent Directors of the Company are independent of management and major/ substantial shareholders, having only 1 qualifying share each in the Company. In the selection of these directors, the fact that they are free from any conflict of interest and possess independent and objective judgment are some of the key considerations. The credentials of the independent directors as specified in the Annual Report are proof of their independence.</p> <p>Source Document:</p> <p><u>Annual Report (Pages 12-18)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.2.6	Does the company have a term limit of nine years or less for its independent directors/commissioners?	YES	<p><i>“Election of Directors and Term Office. Under the By-Laws of the Corporation, Directors will be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected or qualified; provided that, Independent Directors shall have a term limit of nine (9) years, subject to such maximum term limits that may be imposed by law or by the Insurance Commission.”</i></p> <p>Source Document:</p> <p><u>Manual on Corporate Governance/Election of Directors and Term of Office Section (Page 28)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p> <p><u>Annual Report (Page 49)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>

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		members. In others, independence from controlling shareholders or another controlling body will need to be emphasised, in particular if the ex ante rights of minority shareholders are weak and opportunities to obtain redress are limited. This has led to both codes, and the law in some jurisdictions, to call for some board members to be independent of dominant shareholders, independence extending to not being their representative or having close business ties with them.		
E.2.7	Has the company set a limit of five board seats that an individual independent/non-executive director/commissioner may hold simultaneously?	UK CODE (JUNE 2010): Non-executive directors should be appointed for specified terms subject to re-election and to statutory provisions relating to the removal of a director. Any term beyond six years for a non-executive director should be subject to particularly rigorous review, and should take into account the need for progressive refreshing of the board and to succession for appointments to the board and to senior management, so as to maintain an appropriate balance of skills and experience within the company and on the board.	YES	<p>It is the policy of the company that no Independent Director serves on more than five (5) boards of publicly-listed companies. The Independent Directors ensure that acts and decisions of the Board are made in accordance with the requirements of the regulations and are free from conflicts of interest.</p> <p><i>“No Independent Director serves on more than five (5) boards of publicly listed companies. The Independent Directors ensure that acts and decisions of the Board are made in accordance with the requirements of the regulations and are free from conflicts of interest.”</i></p> <p>Source Document:</p> <p><u>Annual Report (Page 49)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>

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E.2.8	Does the company have any independent directors/commissioners who serve on a total of more than five boards of publicly-listed companies?	<p>OECD PRINCIPLE VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities. Service on too many boards can interfere with the performance of board members. Companies may wish to consider whether multiple board memberships by the same person are compatible with effective board performance and disclose the information to shareholders.</p>	NO	<p>Both the Company's Independent Directors are not serving on a total of more than five boards of publicly-listed companies. The Company policy on this prohibits them from serving in more than five publicly-listed companies.</p> <p>Source Document:</p> <p>Annual Report (Pages 12-18, Page 49) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.2.9	Does the company have any executive directors who serve on more than two boards of listed companies outside of the group?		NO	<p>No Executive Director of the Company serves on more than two (2) boards of listed companies outside the group. The details of their affiliations or membership in other boards may be found in the Annual Report.</p> <p>Source Document:</p> <p>Annual Report (Pages 12-18, Page 49) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
	<i>Nominating Committee</i>			
E.2.10	Does the company have a Nominating Committee (NC)?	<p>OECD PRINCIPLE II (C) (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated. Shareholders should be able to make their views known on the</p>	YES	<p>The Nomination and Remuneration Committee shall be composed of at least three (3) members of the Board, at least two (2) of whom are Independent Directors, including a Committee Chair, and in the absence of another Independent Director, the third member shall be a non-Executive Director. The members are appointed by the Board on an annual basis following each annual meeting.</p>

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			<p>remuneration policy for board members and key executives. The equity component of compensation schemes for board members and employees should be subject to shareholder approval.</p>
E.2.11	Does the Nominating Committee comprise of a majority of independent directors/commissioners?	YES	<p>Yes, it has 2 members (out of 3) who are independent director, including the Committee Chairman.</p> <p><i>“Nomination and Remuneration Committee Members for 2019-2020</i> <i>Jose Isidro N. Camacho, Committee Chairman and Independent Director</i> <i>Francisco S.A. Sandejas, Independent Director</i> <i>Claude Accum (01 January 2018 to 07 May 2019)</i> <i>Leo Grepin (08 May 2019 to present)”</i></p> <p>Source Document: <u>2019 Annual Report (Page 52)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
			<p>With respect to nomination of candidates, boards in many companies have established Nominating Committees to ensure proper compliance with established nomination procedures and to facilitate and coordinate the search for a balanced and qualified board. It is increasingly regarded as good practice in many countries for independent board members to have a key role on this committee. To further improve the selection process, the Principles also call for full disclosure of the experience and background of candidates for the board and the nomination process, which will allow an informed assessment of the abilities and suitability of each candidate.</p> <p>OECD PRINCIPLE VI (E) (1) Boards should consider assigning a sufficient number of non-executive board members</p>

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		capable of exercising independent judgement to tasks where there is a potential for conflict of interest. Examples of such key responsibilities are ensuring the integrity of financial and non-financial reporting, the review of related party transactions, nomination of board members and key executives, and board remuneration.		
E.2.12	Is the chairman of the Nominating Committee an independent director/commissioner?	This item is in most codes of corporate governance.	YES	<p>Yes, the Committee Chairman is Mr. Jose Isidro N. Camacho, an independent director.</p> <p><i>“Nomination and Remuneration Committee Members for 2019-2020</i> <i>Jose Isidro N. Camacho, Committee Chairman and Independent Director</i> <i>Francisco S.A. Sandejas, Independent Director</i> <i>Claude Accum (01 January 2018 to 07 May 2019)</i> <i>Leo Grepin (08 May 2019 to present)”</i></p> <p>Source Document:</p> <p><u>2019 Annual Report (Page 52)</u> <u>https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</u></p>

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E.2.13	Does the company disclose the terms of reference/ governance structure/charter of the Nominating Committee?	YES	<p>Yes, this is included in the Annual Report, as well as the Manual on Corporate Governance.</p> <p>Source Document:</p> <p>Manual on Corporate Governance (Page 11-12) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p> <p>Annual Report (Page 52) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>																	
E.2.14	Did the Nominating Committee meet at least twice during the year?	YES	<p>The Nomination and Remuneration Committee had 2 meetings in 2019, and all the Committee members had perfect attendance.</p> <table border="1"> <thead> <tr> <th rowspan="2">Nomination & Remuneration Committee Members</th> <th colspan="2">Meeting Dates</th> </tr> <tr> <th>7 MAY 2019</th> <th>3 SEP 2019</th> </tr> </thead> <tbody> <tr> <td>Jose Isidro N. Camacho</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Francisco S.A. Sandejas</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Claude A. Accum</td> <td>✓</td> <td>Not Applicable</td> </tr> <tr> <td>Leo Grepin</td> <td>Not Applicable</td> <td>✓</td> </tr> </tbody> </table> <p>Source Document:</p> <p>2019 Annual Report (Page 52) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>	Nomination & Remuneration Committee Members	Meeting Dates		7 MAY 2019	3 SEP 2019	Jose Isidro N. Camacho	✓	✓	Francisco S.A. Sandejas	✓	✓	Claude A. Accum	✓	Not Applicable	Leo Grepin	Not Applicable	✓
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Claude A. Accum	✓	Not Applicable																		
Leo Grepin	Not Applicable	✓																		
E.2.15	Is the attendance of members at Nominating Committee meetings disclosed?	YES	<p>Yes, the attendance of the committee members is disclosed in the Annual Report.</p> <table border="1"> <thead> <tr> <th rowspan="2">Nomination & Remuneration Committee Members</th> <th colspan="2">Meeting Dates</th> </tr> <tr> <th>7 MAY 2019</th> <th>3 SEP 2019</th> </tr> </thead> <tbody> <tr> <td>Jose Isidro N. Camacho</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Francisco S.A. Sandejas</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Claude A. Accum</td> <td>✓</td> <td>Not Applicable</td> </tr> <tr> <td>Leo Grepin</td> <td>Not Applicable</td> <td>✓</td> </tr> </tbody> </table>	Nomination & Remuneration Committee Members	Meeting Dates		7 MAY 2019	3 SEP 2019	Jose Isidro N. Camacho	✓	✓	Francisco S.A. Sandejas	✓	✓	Claude A. Accum	✓	Not Applicable	Leo Grepin	Not Applicable	✓
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E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>for example, confidential commercial transactions</p> <p>Given the responsibilities of the NC spelt out in codes of corporate governance, the NC is unlikely to be fulfilling these responsibilities effectively if it is only meeting once a year. Globally, the NC of large companies would meet several times a year.</p> <p>Source Document:</p> <p><u>2019 Annual Report (Page 52)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
	Remuneration Committee/ Compensation Committee		
E.2.16	Does the company have a Remuneration Committee?	YES	<p>The Nomination and Remuneration Committee shall be composed of at least three (3) members of the Board, at least two (2) of whom are Independent Directors, including a Committee Chair, and in the absence of another Independent Director, the third member shall be a non-Executive Director. The members are appointed by the Board on an annual basis following each annual meeting.</p> <p>Source Document:</p> <p><u>Manual on Corporate Governance (Pages 11-12)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p>
E.2.17	Does the Remuneration Committee comprise of a majority of independent directors/commissioners?	YES	<p>Yes, it has 2 members (out of 3) who are independent director, including the Committee Chairman.</p> <p><i>“Nomination and Remuneration Committee Members for 2019-2020</i> <i><u>Jose Isidro N. Camacho, Committee Chairman and Independent Director</u></i> <i><u>Francisco S.A. Sandejas, Independent Director</u></i></p>

E. Responsibilities of the Board			
	SCORECARD ITEM		Y/ N Reference/ Source document
			<p><i>Claude Accum (01 January 2018 to 07 May 2019)</i> <i>Leo Grepin (08 May 2019 to present)”</i></p> <p>Source Document:</p> <p><u>2019 Annual Report (Page 52)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.2.18	Is the chairman of the Remuneration Committee an independent director/commissioner?		<p>YES</p> <p>Yes, the chairman, Mr. Jose Isidro N. Camacho, is an independent director.</p> <p>Source Document:</p> <p><u>2019 Annual Report (Page 52)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.2.19	Does the company disclose the terms of reference/ governance structure/ charter of the Remuneration Committee?	<p>OECD PRINCIPLE VI (E) (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board.</p> <p>While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of</p>	<p>YES</p> <p>Yes. The charter is in the Manual on Corporate Governance.</p> <p><i>The Nomination and Remuneration Committee shall be composed of at least three (3) members of the Board, at least two (2) of whom are Independent Directors, including a Committee Chair, and in the absence of another Independent Director, the third member shall be a non-Executive Director. The members are appointed by the Board on an annual basis following each annual meeting.</i></p> <p>Source Document:</p> <p><u>Manual on Corporate Governance (Pages 11-12)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p>

E. Responsibilities of the Board																				
	SCORECARD ITEM	Y/ N	Reference/ Source document																	
E.2.20	<p>Did the Remuneration Committee meet at least twice during the year?</p>	YES	<p>Yes, the committee met twice in 2019.</p> <table border="1"> <thead> <tr> <th rowspan="2">Nomination & Remuneration Committee Members</th> <th colspan="2">Meeting Dates</th> </tr> <tr> <th>7 MAY 2019</th> <th>3 SEP 2019</th> </tr> </thead> <tbody> <tr> <td>Jose Isidro N. Camacho</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Francisco S.A. Sandejas</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Claude A. Accum</td> <td>✓</td> <td>Not Applicable</td> </tr> <tr> <td>Leo Grepin</td> <td>Not Applicable</td> <td>✓</td> </tr> </tbody> </table> <p>Source Document:</p> <p><u>2019 Annual Report (Page 52)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>	Nomination & Remuneration Committee Members	Meeting Dates		7 MAY 2019	3 SEP 2019	Jose Isidro N. Camacho	✓	✓	Francisco S.A. Sandejas	✓	✓	Claude A. Accum	✓	Not Applicable	Leo Grepin	Not Applicable	✓
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Leo Grepin	Not Applicable	✓																		
E.2.21	<p>Is the attendance of members at Remuneration Committee meetings disclosed?</p>	YES	<p>Yes, the attendance of the committee members is disclosed in the Annual Report.</p> <p>The Nomination and Remuneration Committee had 2 meetings in 2019, and all the Committee members had perfect attendance.</p> <table border="1"> <thead> <tr> <th rowspan="2">Nomination & Remuneration Committee Members</th> <th colspan="2">Meeting Dates</th> </tr> <tr> <th>7 MAY 2019</th> <th>3 SEP 2019</th> </tr> </thead> <tbody> <tr> <td>Jose Isidro N. Camacho</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Francisco S.A. Sandejas</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Claude A. Accum</td> <td>✓</td> <td>Not Applicable</td> </tr> <tr> <td>Leo Grepin</td> <td>Not Applicable</td> <td>✓</td> </tr> </tbody> </table> <p>The Nomination and Remuneration Committee meets at least once a year to recommend persons to fill any vacancy on the Board and review and assess the compensation of independent directors and key officers.</p> <p>Source Document:</p> <p><u>2019 Annual Report (Page 52)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>	Nomination & Remuneration Committee Members	Meeting Dates		7 MAY 2019	3 SEP 2019	Jose Isidro N. Camacho	✓	✓	Francisco S.A. Sandejas	✓	✓	Claude A. Accum	✓	Not Applicable	Leo Grepin	Not Applicable	✓
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E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
	Audit Committee			
E.2.22	Does the company have an Audit Committee?	<p>OECD PRINCIPLE VI (E) (1) Boards should consider assigning a sufficient number of non-executive board members capable of exercising independent judgement to tasks where there is a potential for conflict of interest. Examples of such key responsibilities are ensuring the integrity of financial and non-financial reporting, the review of related party transactions, nomination of board members and key executives, and board remuneration.</p>	YES	<p>The Audit Committee is a standing committee of the Board whose primary function is to assist the Board with its oversight role with respect to:</p> <ul style="list-style-type: none"> • The integrity of financial statements and related information • The Corporation’s compliance with financial regulatory requirements and • The adequacy and effectiveness of the internal control environment implemented and maintained by management <p>Source Document:</p> <p>Manual on Corporate Governance (Pages 6-9) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPi%20(05-08-20).pdf</p> <p>2019 Annual Report (Page 50) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.2.23	Does the Audit Committee comprise entirely of non-executive directors/commissioners with a majority of independent directors/commissioners?	<p>OECD PRINCIPLE VI (E) (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board.</p> <p>While the use of committees may improve the work of the board they may also raise questions about the collective responsibility</p>	YES	<p>In 2019, the Audit Committee members were:</p> <p>Chairman: Jose Isidro N. Camacho (Committee Chairman and independent director)</p> <p>Members: Claude A. Accum (non-executive director) Francisco S.A. Sandejas (independent director)</p> <p><i>The Audit Committee is composed of not less than three (3) Directors, all or majority of whom shall be independent Directors, including a Committee Chair, and who are</i></p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in the increasing number of jurisdictions where boards are establishing independent Audit Committees with powers to oversee the relationship with the external auditor and to act in many cases independently. Other such committees include those dealing with nomination and compensation. The accountability of the rest of the board and the board as a whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions.</p>
			<p><i>appointed by the Board on an annual basis following each annual meeting.</i></p> <p>Source Document:</p> <p>2019 Annual Report (Page 50) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p> <p>Manual on Corporate Governance (Page 6) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p>
E.2.24	Is the chairman of the Audit Committee an independent director/commissioner?	YES	<p>The Audit Committee Chairman is Mr. Jose Isidro N. Camacho, an independent director.</p> <p>Source Document:</p> <p>Annual Report (Page 50) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>

E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
E.2.25	Does the company disclose the terms of reference/governance structure/charter of the Audit Committee?		YES	<p>The company discloses the terms of reference/ governance structure/charter of the Audit Committee through the Manual on Corporate Governance, which is published on the website.</p> <p>Source Document:</p> <p><u>Manual on Corporate Governance (Pages 6-9)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCP1%20(05-08-20).pdf</p>
E.2.26	Does the Annual Report disclose the profile or qualifications of the Audit Committee members?	Most codes specify the need for accounting/finance expertise or experience.	YES	<p>The membership of the Audit Committee is indicated on the Annual Report and the profiles of the members are also contained therein.</p> <p>Source Document:</p> <p><u>2019 Annual Report (Pages 12-18, 50)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.2.27	Does at least one of the independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)?	<p>UK CODE (JUNE 2010) C.3.1. The board should satisfy itself that at least one member of the Audit Committee has recent and relevant financial experience.</p> <p>As many of the key responsibilities of the Audit Committee are accounting-related, such as oversight of financial reporting and audits, it is important to have someone specifically with accounting</p>	YES	<p>The Company has at least one independent director who has accounting experience/ expertise. Mr. Jose Isidro Camacho (former Secretary of Finance) has extensive experience/exposure on accounting and finance, based on his credentials and past positions. The past positions and affiliations of Former Secretary Camacho are proof of his possession of accounting qualification or experience.</p> <p>Source Document:</p> <p><u>Annual Report (Page 12)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>

E. Responsibilities of the Board

SCORECARD ITEM		Y/ N	Reference/ Source document																													
	expertise, not just general financial expertise.																															
E.2.28	Did the Audit Committee meet at least four times during the year?	YES	<p>The Audit Committee had 4 meetings in 2019, and all the Committee members had perfect attendance and actively participated in the meetings.</p> <table border="1"> <thead> <tr> <th rowspan="2">Audit Committee Members</th> <th colspan="4">Meeting Dates</th> </tr> <tr> <th>6 MAR 2019</th> <th>3 JUN 2019</th> <th>3 SEP 2019</th> <th>4 DEC 2019</th> </tr> </thead> <tbody> <tr> <td>Jose Isidro N. Camacho</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Francisco S.A. Sandejas</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Claude A. Accum</td> <td>✓</td> <td>Not Applicable</td> <td>Not Applicable</td> <td>Not Applicable</td> </tr> <tr> <td>Leo Grepin</td> <td>Not Applicable</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> </tbody> </table> <p>Source Document:</p> <p>Annual Report (Pages 50-51) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>	Audit Committee Members	Meeting Dates				6 MAR 2019	3 JUN 2019	3 SEP 2019	4 DEC 2019	Jose Isidro N. Camacho	✓	✓	✓	✓	Francisco S.A. Sandejas	✓	✓	✓	✓	Claude A. Accum	✓	Not Applicable	Not Applicable	Not Applicable	Leo Grepin	Not Applicable	✓	✓	✓
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E.2.29	Is the attendance of members at Audit Committee meetings disclosed?	YES	<p>The Certificate of Attendance of the directors/Committee members is published on the website. It also included in the 2019 Annual Report.</p> <p>The Audit Committee had 4 meetings in 2019, and all the Committee members had perfect attendance.</p> <table border="1"> <thead> <tr> <th rowspan="2">Audit Committee Members</th> <th colspan="4">Meeting Dates</th> </tr> <tr> <th>6 MAR 2019</th> <th>3 JUN 2019</th> <th>3 SEP 2019</th> <th>4 DEC 2019</th> </tr> </thead> <tbody> <tr> <td>Jose Isidro N. Camacho</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Francisco S.A. Sandejas</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Claude A. Accum</td> <td>✓</td> <td>Not Applicable</td> <td>Not Applicable</td> <td>Not Applicable</td> </tr> <tr> <td>Leo Grepin</td> <td>Not Applicable</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> </tbody> </table> <p>Source Document:</p> <p>Annual Report (Pages 50-51) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>	Audit Committee Members	Meeting Dates				6 MAR 2019	3 JUN 2019	3 SEP 2019	4 DEC 2019	Jose Isidro N. Camacho	✓	✓	✓	✓	Francisco S.A. Sandejas	✓	✓	✓	✓	Claude A. Accum	✓	Not Applicable	Not Applicable	Not Applicable	Leo Grepin	Not Applicable	✓	✓	✓
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E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
E.2.30	Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?	<p>UK CODE (JUNE 2010)</p> <p>C.3.6 The Audit Committee should have primary responsibility for making a recommendation on the appointment, reappointment and removal of the external auditor. If the board does not accept the Audit Committee's recommendation, it should include in the Annual Report, and in any papers recommending appointment or re-appointment, a statement from the Audit Committee explaining the recommendation and should set out reasons why the board has taken a different position.</p>	YES	<p>Under the Manual on Corporate Governance, as part of the Duties and Responsibilities of the Audit Committee, it shall:</p> <ul style="list-style-type: none"> • <i>“Provide oversight of the Corporation’s internal and external auditors;</i> • <i>Consider the appointment of an internal auditor and independent external auditors and any question of resignation or dismissal”</i> <p>Source Document:</p> <p><u>Manual on Corporate Governance (Page 7)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p>
E.3	Board Processes			
	<i>Board meetings and attendance</i>			
E.3.1	Are the board of directors meeting scheduled before the start of financial year?	<p>Scheduling board meetings before or at the beginning of the year would allow directors to plan ahead to attend such meetings, thereby helping to maximise participation, especially as non-executive directors often have other commitments. Additional ad hoc meetings can always be scheduled if and when necessary. It is common practice for boards in developed markets to schedule meetings in this way.</p>	YES	<p>The Board meeting schedule is set 2 years in advance every last meeting of the year in December.</p> <p>Under the Board Charter, it is also stated that:</p> <p><i>“A schedule of regular Board and Board Committee meetings will be circulated to the Directors prior to the commencement of a calendar year. Confirmation of the date, time and place of regular meetings will be sent to the Directors approximately two (2) weeks in advance of regularly scheduled meetings. Special meetings may be called at any time subject to the requirements set out in the Corporation's By-laws.”</i></p>

E. Responsibilities of the Board

SCORECARD ITEM		Y/ N	Reference/ Source document																																																																							
			<p>Source Document:</p> <p>Board Charter (Pages 1-2) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Board%20Charter%20SLOCPI%20(05-07-2019).pdf</p> <p>Meeting Dates for 2019 and 2020 https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/SLOCPI%202019%20-%202020%20BOD%20Dates.pdf</p>																																																																							
E.3.2	Does the board of directors/commissioners meet at least six times during the year?	YES	<p>The Board met for a total of seven (7) times in 2019.</p> <p>The Board of Directors had 7 meetings in 2019:</p> <table border="1"> <thead> <tr> <th rowspan="2">Board of Directors</th> <th colspan="7">2019 Meeting Dates</th> </tr> <tr> <th>24 JAN</th> <th>6 MAR</th> <th>7 MAY</th> <th>3 JUN</th> <th>2 SEP</th> <th>3 SEP</th> <th>4 DEC</th> </tr> </thead> <tbody> <tr> <td>Jose Isidro N. Camacho</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Claude A. Acum¹</td> <td>✗</td> <td>✓</td> <td>✓</td> <td>Not Applicable</td> <td>Not Applicable</td> <td>Not Applicable</td> <td>Not Applicable</td> </tr> <tr> <td>Leo M. Grépin²</td> <td>Not Applicable</td> <td>Not Applicable</td> <td>Not Applicable</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Francisco S.A. Sandejas</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Alexander S. Narciso</td> <td>✗</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Lucy C.L. Chou</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Benedicto C. Sison</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> </tbody> </table> <p><small>¹ Resigned as Director effective 07 May 2019 ² Elected as Director effective 08 May 2019 to replace Claude Accum</small></p> <p>Source Document:</p> <p>Annual Report (Page 50) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>	Board of Directors	2019 Meeting Dates							24 JAN	6 MAR	7 MAY	3 JUN	2 SEP	3 SEP	4 DEC	Jose Isidro N. Camacho	✓	✓	✓	✓	✓	✓	✓	Claude A. Acum ¹	✗	✓	✓	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Leo M. Grépin ²	Not Applicable	Not Applicable	Not Applicable	✓	✓	✓	✓	Francisco S.A. Sandejas	✓	✓	✓	✓	✓	✓	✓	Alexander S. Narciso	✗	✓	✓	✓	✓	✓	✓	Lucy C.L. Chou	✓	✓	✓	✓	✓	✓	✓	Benedicto C. Sison	✓	✓	✓	✓	✓	✓	✓
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E.3.3	Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year?	YES	<p>YES. Each member of the board has attended at least 75% of all the board meetings held during the year.</p> <p>The Board of Directors had 7 meetings in 2019:</p> <table border="1"> <thead> <tr> <th rowspan="2">Board of Directors</th> <th colspan="7">2019 Meeting Dates</th> </tr> <tr> <th>24 JAN</th> <th>6 MAR</th> <th>7 MAY</th> <th>3 JUN</th> <th>2 SEP</th> <th>3 SEP</th> <th>4 DEC</th> </tr> </thead> <tbody> <tr> <td>Jose Isidro N. Camacho</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Claude A. Acum¹</td> <td>✗</td> <td>✓</td> <td>✓</td> <td>Not Applicable</td> <td>Not Applicable</td> <td>Not Applicable</td> <td>Not Applicable</td> </tr> <tr> <td>Leo M. Grépin²</td> <td>Not Applicable</td> <td>Not Applicable</td> <td>Not Applicable</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Francisco S.A. Sandejas</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Alexander S. Narciso</td> <td>✗</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Lucy C.L. Chou</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> <tr> <td>Benedicto C. Sison</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> <td>✓</td> </tr> </tbody> </table> <p><small>¹ Resigned as Director effective 07 May 2019 ² Elected as Director effective 08 May 2019 to replace Claude Acum</small></p> <p>Source Document:</p> <p>Annual Report (Page 50) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p> <p>Certificate of BOD Attendance</p>	Board of Directors	2019 Meeting Dates							24 JAN	6 MAR	7 MAY	3 JUN	2 SEP	3 SEP	4 DEC	Jose Isidro N. Camacho	✓	✓	✓	✓	✓	✓	✓	Claude A. Acum ¹	✗	✓	✓	Not Applicable	Not Applicable	Not Applicable	Not Applicable	Leo M. Grépin ²	Not Applicable	Not Applicable	Not Applicable	✓	✓	✓	✓	Francisco S.A. Sandejas	✓	✓	✓	✓	✓	✓	✓	Alexander S. Narciso	✗	✓	✓	✓	✓	✓	✓	Lucy C.L. Chou	✓	✓	✓	✓	✓	✓	✓	Benedicto C. Sison	✓	✓	✓	✓	✓	✓	✓
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E. Responsibilities of the Board			
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			https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Certif%20BOD%20Attendance%20SLOCPi%20(01-10-2019).pdf
E.3.4	Does the company require a minimum quorum of at least 2/3 for board decisions?	YES	<p>A quorum at any meeting of the Board shall be a majority of the Directors as fixed in the Corporation's Articles of Incorporation. After questions and answers, all Board resolutions are unanimously passed upon motion duly made and seconded.</p> <p>Source Document:</p> <p><u>Board Charter(Page 2)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Board%20Charter%20SLOCPi%20(05-07-2019).pdf</p> <p><u>Minutes of Meeting</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Item%203.%20Minutes%20ASM%20SLOCPi%206.2.2020.SO.pdf</p> <p><u>2019 Annual Report (Page 50)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
E.3.5	Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present?	YES	<p>“Meeting of Non-Executive Directors</p> <p><i>The Audit Committee hears quarterly reports from the Internal Auditor, External Auditor, and Chief Financial Officer. The non-executive Committee members have a private and confidential meeting with the Internal Auditor and the External Auditor separately, with no management present.</i></p> <p><i>The Risk Management Committee hears quarterly reports from the Chief Actuary, Risk Officer, and Compliance Officer. The non-executive Committee members have a private and confidential meeting with the Risk Officer and the Compliance Officer separately, with no management present.</i></p> <p>Source Document:</p> <p><u>Annual Report (Page 51)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
	Access to information		
E.3.6	Are board papers for Board of Directors/Commissioners meetings provided to the board at least five business days in advance of the board meeting?	YES	<p>The Company is mandated to follow the requirements under the Board Practices Process Flow which states that:</p> <p><i>“The entire board material binder shall be dispatched by the Company Secretary at least seven (7) calendar days prior to the meeting unless otherwise stipulated by local regulation (or the subsidiary’s constitutional documents).”</i></p> <p>Source Document:</p> <p><u>Section 3.7 Board Meeting Practices Process Flow/ Board Materials Binder</u></p>

E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
		<p>non-executive board members to the company can be enhanced by providing access to certain key managers within the company such as, for example, the company secretary and the internal auditor, and recourse to independent external advice at the expense of the company. In order to fulfil their responsibilities, board members should ensure that they obtain accurate, relevant and timely information.</p> <p>WORLD BANK PRINCIPLE 6 (VI.F.2) Does such information need to be provided to the board at least five business days in advance of the board meeting?</p>		<p>https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Subsidiary%20Board%20Meeting%20Practices%20OG%20-RO%20-%2016.01.2020%20(FINAL).pdf</p>
E.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	<p>OECD PRINCIPLE VI (F)</p> <p>ICSA Guidance on the Corporate Governance Role of the Company Secretary</p>	YES	<p>Under the Manual on Corporate Governance, the Corporate Secretary is an officer of the Corporation and perfection in performance and no surprises are expected of him. Likewise, the Corporate Secretary's loyalty to the mission, vision and specific business objectives of the Corporation come with his duties. Considering his varied functions and duties, he must possess administrative and interpersonal skills, legal skills, and some financial and accounting skills.</p> <p>Under the Duties and Responsibilities of the Corporate Secretary, he must:</p> <ul style="list-style-type: none"> • <i>"Gather and analyze all documents, records and other information essential to the conduct of his duties and responsibilities to the Corporation;</i>

E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
				<ul style="list-style-type: none"> • <i>As to the agenda, get a complete schedule thereof at least for the current year and put the Board on notice before every meeting;</i> • <i>Assist the Board in making business judgment in good faith and in the performance of their responsibilities and obligations;</i> • <i>Attend all Board meetings and maintain records of the same;</i> • <i>Act as the secretary of the Board Committees; and</i> • <i>Submit to the Supervising Government Agencies, at the end of every fiscal year, an annual certification as to the attendance of the Directors during Board meetings”</i> <p>Source Document:</p> <p><u>Manual on Corporate Governance/ Corporate Secretary (Pages 16-17)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p>
E.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices?	WORLD BANK PRINCIPLE 6 (VI.D.2.12) Do company boards have a professional and qualified company secretary?	YES	<p>Yes, Atty. Jemilyn S. Camania received her Bachelor of Arts in Psychology and Bachelor of Laws from the University of the Philippines (Diliman). She was called to the BAR in 2002. She is also a Fellow, Life Management Institute (2010) and Professional, Customer Service (with Honors) (2011) of the Life Office Management Association (USA).</p> <p>Source Document:</p> <p><u>Annual Report (Page 22)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
Board Appointments and Re-Election				

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
E.3.9	Does the company disclose the criteria used in selecting new directors/commissioners?	YES	<p>Under the Annual Report:</p> <p><i>“In case of a vacancy in the Board, the Nomination and Remuneration Committee considers potential director candidates from a list of nominees submitted to it. Said Committee then considers and if thought fit, engages special advisors at the expense of the Company, in respect of any matter or issue for which independent advice is required. In this regard, the said Committee may retain the services of a search firm to assist in the selection of suitable candidates to fill any vacancy in the Board</i></p> <p>The following external search firms are being utilized by the Company:</p> <ul style="list-style-type: none"> • Viventis Search Asia • Prime Manpower • Lewis Glanz Consulting • Ward Howell • John Clements <p><i>The Board of Directors believes that each Director should exhibit the following characteristics while executing his or her duties:</i></p> <ul style="list-style-type: none"> - Integrity - Accountability - Independent and informed judgment - Commitment - Diligence - Knowledgeable of business issues and financial matters - Ability to communicate openly and work effectively with fellow Directors and Management <p>Source Document:</p> <p>Manual on Corporate Governance (Pages 11, 27)</p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p> <p>Annual Report (Page 49) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p> <p>Board Charter, Director Attributes (Pages 1, 5) https://cdn.sunlife.com/static/philippines/About%20us/Static%20Files/Board%20Charter_SLOCPI.pdf</p>
E.3.10	Does the company disclose the process followed in appointing new directors/commissioners?	YES	<p>Under Section 3.3 of the By-Laws of the Company, it is stated that:</p> <p><i>“Any vacancy occurring in the Board of Directors other than by removal by the stockholders or by expiration of term, may be filled by vote of at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy must be filled by the stockholders at a regular or special meeting of stockholders duly called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.”</i></p> <p><i>“The vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without further notice, or at any regular or special meeting of stockholders called for the purpose, after giving notice as prescribed in these by-laws.”</i></p> <p><i>“Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or special meeting of stockholders duly called for that purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting.”</i></p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>Source Document:</p> <p><u>Article 3.3 By-Laws/Vacancies (Page 5)</u> <u>https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/SLOCPI%20By-Laws.pdf</u></p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
E.3.11	<p>Are all the directors/commissioners subject to re-election at least once every three years?</p>	YES	<p>The directors are subject to re-election every year during the annual meeting of the stockholders held in June.</p> <p>The By-Laws state:</p> <p><i>“Section 3.2 Election and Term – The Board of Directors shall be elected during each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected or qualified.</i></p> <p>Source Document:</p> <p><u>By-Laws (Page 5)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/SLOCPI%20By-Laws.pdf</p>
	<p>ICGN: 2.9.1 Election of directors: Directors should be conscious of their accountability to shareholders, and many jurisdictions have mechanisms to ensure that this is in place on an ongoing basis. There are some markets however where such accountability is less apparent and in these each director should stand for election on an annual basis. Elsewhere directors should stand for election at least once every three years, though they should face evaluation more frequently.</p> <p>WORLD BANK PRINCIPLE 6 (VI.I.18) Can the re-election of board members be staggered over time? (Staggered boards are those where only a part of the board is re-elected at each election, e.g. only 1/3 of directors are re-elected every year.)</p>		

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
	Remuneration Matters		
E.3.12	Does the company disclose its remuneration (fees, allowances, benefit-in-kind and other emoluments) policy/practices (i.e. the use of short term and long term incentives and performance measures) for its executive directors and CEO?	YES	<p>The Company discloses the remuneration of the executive directors and CEO in aggregate as part of its financial statements.</p> <p>Source Document:</p> <p><u>2019 Audited Financial Statement</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Sun%20Life%20of%20Canada%20(Philippine)%20Inc._2019%20Audited%20FS_11May2020.pdf</p>
			<p>OECD PRINCIPLE VI (D) (4) Aligning key executive and board remuneration with the longer term interests of the company and its shareholders.</p> <p>In an increasing number of countries it is regarded as good practice for boards to develop and disclose a remuneration policy statement covering board members and key executives. Such policy statements specify the relationship between remuneration and performance, and include measurable standards that emphasize the longer run interests of the company over short term considerations. Policy statements generally tend to set conditions for payments to board members for extra-board activities, such as consulting. They also often specify terms to be observed by board members and key executives about holding and trading the stock of the company, and the procedures to be followed in granting and re-pricing of options. In some countries, policy also covers the payments to be made when terminating the contract of an executive.</p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
E.3.13	<p>Is there disclosure of the fee structure for non-executive directors/commissioners?</p>	<p>UK CODE (JUNE 2010) D.1.3 Levels of remuneration for non-executive directors should reflect the time commitment and responsibilities of the role.</p> <p>Disclosure of fee structure for non-executive directors allows shareholders to assess if these directors are remunerated in an appropriate manner, for example, whether they are paid for taking on additional responsibilities and contributions, such as chairing committees.</p>	<p>YES</p> <p>The Company discloses the fee structure for non-executive directors in aggregate as part of its financial statements.</p> <p>Source Document:</p> <p>2019 Audited Financial Statement https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Sun%20Life%20of%20Canada%20(Philippine)%20Inc.%202019%20Audited%20FS%2011May2020.pdf</p>
E.3.14	<p>Do the shareholders or the Board of Directors approve the remuneration of the executive directors and/or the senior executives?</p>	<p>OECD PRINCIPLE VI. (D.4) The Board should fulfil certain key functions including aligning key executive and board remuneration with the longer term interests of the company and its shareholders.</p> <p>ICGN 2.3 (D) and (E) D. Selecting, remunerating, monitoring and where necessary replacing key executives and overseeing succession planning. E. Aligning key executives and Board remuneration with the longer term interest of the company and its shareholders.</p>	<p>YES</p> <p>The Manual on Corporate Governance provides that the Board through the Nomination and Remuneration and Committee:</p> <ul style="list-style-type: none"> • <i>“Review and assess the following matters and make recommendations annually to the Board and/or the Corporation’s shareholders with regard thereto: i. the compensation of independent directors; and ii. the compensation of key officers. xxx</i> • <i>Report to the Board and/or the Corporation’s shareholders as to all such matters; and Xxx”</i> <p>Source Document:</p> <p>Manual on Corporate Governance (Pages 11-12) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCP%20(05-08-20).pdf</p>

E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
E.3.15	Do independent non-executive directors/commissioners receive options, performance shares or bonuses?	<p>UK CODE (JUNE 2010) (D.1.3) Levels of remuneration for non-executive directors should reflect the time commitment and responsibilities of the role. Remuneration for non-executive directors should not include share options or other performance-related elements. If, by exception, options are granted, shareholder approval should be sought in advance and any shares acquired by exercise of the options should be held until at least one year after the non-executive director leaves the board. Holding of share options could be relevant to the determination of a non-executive director's independence (as set out in provision B.1.1).</p> <p>ASX CODE Box 8.2: Guidelines for non-executive director remuneration Companies may find it useful to consider the following when considering non-executive director remuneration: 1. Non-executive directors should normally be remunerated by way of fees, in the form of cash, noncash benefits, superannuation contributions or salary sacrifice</p>	NO	Non-executive directors are not entitled to receive options, performance shares or bonuses by virtue of their being Directors of the Company.

E. Responsibilities of the Board

SCORECARD ITEM		Y/ N	Reference/ Source document
	<p>into equity; they should not normally participate in schemes designed for the remuneration of executives.</p> <p>2. Non-executive directors should not receive options or bonus payments.</p> <p>3. Non-executive directors should not be provided with retirement benefits other than superannuation.</p>		
	<i>Internal Audit</i>		

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
E.3.16	Does the company have a separate internal audit function?	YES	<p>The Internal Audit function is the third line of defense, providing independent assurance on the effectiveness and appropriateness of internal controls relative to the risk inherent in the business, as well as assessing that risks are identified, measured, effectively mitigated, monitored and appropriately reported to the Board of Directors, Board Committees and Senior Management Committees by the first and second lines of defense.</p> <p>Under the section on Internal Audit of the Manual on Corporate Governance, it states:</p> <p><i>“F. Internal Auditor</i></p> <ol style="list-style-type: none"> <i>1. The Corporation shall have in place an <u>independent internal audit function</u> which shall be performed by an Internal Auditor or group of internal auditors through which the Board, senior management, and stockholders shall be provided with reasonable assurance that the Corporation’s key organizational and procedural controls are effective, appropriate, and complied with.</i> <i>2. The Internal Auditor shall report to the Audit Committee.</i> <i>3. The minimum internal control mechanisms for management’s operational responsibility shall center on the Chief Executive Officer, being ultimately accountable for the Corporation’s organizational and procedural controls.</i> <i>4. The scope and particulars of the Corporation’s system of effective organizational and procedural controls shall be based on the following factors: the</i>

E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
				<p><i>nature and complexity of the business and the business culture; the volume, size and complexity of transactions; the degree of risk; the degree of centralization and delegation of authority; the extent and effectiveness of information technology; and the extent of regulatory compliance.</i></p> <p><i>5. The Internal Audit function shall conduct a period formal review of the effectiveness of the Corporation's system and internal controls governing RPTs to assess consistency with the board-approved policies and procedures. The resulting audit, reports, including exceptions or breaches in limits, shall be communicated directly to the Audit Committee and the RPT Committee.</i></p> <p>Source Document:</p> <p>Manual on Corporate Governance (Pages 17-18) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p>
E.3.17	Is the head of internal audit identified or, if outsourced, is the name of the external firm disclosed?	Companies often disclose that they have an internal audit but, in practice, it is not uncommon for it to exist more in form than in substance. For example, the in-house internal audit may be assigned to someone with other operational responsibilities. As internal audit is unregulated, unlike external audit, there are firms providing outsourced internal audit services which are not properly qualified to do so.	YES	<p>YES. The Company's head of internal audit is identified in the Annual Report. The function is not outsourced to an external firm.</p> <p><i>"Joel O. Bungabong Internal Auditor</i></p> <p><i>"Mr. Bungabong, 42 years old is the AVP, Internal Audit, SLF Asia since 2015.</i></p> <p><i>"He joined Sun Life as a Systems Audit Manager (acting on a Specialist role) in 2006, and was appointed as Team Leader of the Systems Audit Team in 2008 until his appointment as Audit Head in October 2009. Prior to joining</i></p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p><i>Sun Life, he was an Associate Director in the Technology and Security Risk Services (TSRS) practice of SyCip Gorres Velayo & Co. (SGV), a member practice of Ernst & Young Global.</i></p> <p><i>“He is a Certified Public Accountant since 1998, a Certified Information Systems Auditor (CISA) since 2002, a Certified Information Security Manager (CISM) since 2008, and a Certified Forensic Accountant (CrFA) since 2012. He acquired his Fellow, Life Management Institute (FLMI) designation in 2011.”</i></p> <p>Source Document:</p> <p><u>2019 Annual Report (Page 24)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.3.18	Does the appointment and removal of the internal auditor require the approval of the Audit Committee?	YES	<p>Under the Duties and Responsibilities section of the Manual on Corporate Governance, it is stated that:</p> <p><i>“The Audit Committee shall:</i></p> <ul style="list-style-type: none"> <i>• Provide oversight of the Corporation’s internal and external auditors;</i> <i>• <u>Consider the appointment of an internal auditor and independent external auditors and <u>any question of resignation or dismissal;</u></u></i> <p>Source Document:</p> <p><u>Manual on Corporate Governance (Page 7)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p>
			<p>Making the identity of the head of internal audit or the external service provider public would provide some level of safeguard that the internal audit is substantive.</p>
			<p>OECD PRINCIPLE VI (D) (7)</p> <p>In some jurisdictions it is considered good practice for the internal auditors to report to an independent Audit Committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board.</p> <p>WORLDBANK PRINCIPLE 6 (VI.D.7.9) Does the internal auditors have direct and unfettered access to the board of</p>

E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
		<p>directors and its independent Audit Committee?</p> <p>ASX Principles on CG “...companies should consider a second reporting line from the internal audit function to the board or relevant committee.” Under the ASX Principles it is also recommended that the Audit Committee have access to internal audit without the presence of management, and that “the audit committee should recommend to the board the appointment and dismissal of a chief internal audit executive.”</p>		
	Risk Oversight			
E.3.19	Does the company disclose the internal control procedures/risk management systems it has in place?	<p>OECD PRINCIPLE 6 (VI) (D) (7)</p> <p>Ensuring the integrity of the corporation’s accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.</p>	YES	<p>The Company discloses the internal control procedures/risk management systems it has in place.</p> <p>“Risk Management</p> <p><i>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 risk 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</i></p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p><i>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 the Company's business objectives over time and not expected to exceed pre-established boundaries for risk taking.</i></p> <p>The Company's Manual on Corporate Governance also provides:</p> <p><i>"II. Compliance System</i></p> <p><i>Compliance Officer</i></p> <p><i>2.A.1 To ensure adherence to corporate principles and best practices, the Board shall designate a Compliance Officer who shall hold the position of a Vice President or its equivalent. The Compliance Officer shall have direct access to the Chief shall have direct access to the Chief Executive Officer, the Board, and to the Board's Risk Management Committee.</i></p> <p><i>2.A.2 The Compliance Officer shall perform the following duties:</i></p> <ul style="list-style-type: none"> <i>• Monitor compliance with the provisions and requirements of this Manual;</i> <i>• Appear before the Corporation's supervising Government Agencies upon summons on matters relative to this Manual that need to be clarified by the same;</i> <i>• Determine violation/s of the Manual and recommend penalty for violation thereof for further review and approval of the Board;</i>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<ul style="list-style-type: none"> • Issue a certification when necessary, on the extent of the Corporation's compliance with this Manual for the completed year, explaining the reason/s for the latter's deviation from the same, if any <p>xxx;"</p> <p>Source Document:</p> <p><u>Note 43 of 2019 Audited Financial Statements/ Risk Management (Pages 67-78)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Sun%20Life%20of%20Canada%20(Philippine)%20Inc. 2019%20Audited%20FS 11May2020.pdf</p> <p><u>Annual Report/Risk Management (Pages 39-45)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p> <p><u>Manual on Corporate Governance (Pages 2-3)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCP1%20(05-08-20).pdf</p>
E.3.20	Does the Annual Report disclose that the board of directors/commissioners has conducted a review of the company's material controls (including operational, financial and compliance controls) and risk management systems?	<p>UK CODE (JUNE 2010) C.2.1 The board should, at least annually, conduct a review of the effectiveness of the company's risk management and internal control systems and should report to shareholders that they have done so. The review should cover all material controls, including financial, operational and compliance controls.</p>	<p>YES</p> <p>Our Risk Management Framework, a document reviewed and approved by the Board, seeks to optimize the balance between risk and return and to enhance the creation of stakeholder value. The Annual Report contains a brief discussion on this. The Audited Financial Statements also contains a brief discussion on this area.</p> <p>The Risk Management Committee, at least annually, identifies and reviews the major areas of risk in respect of the business activities of the Corporation, leveraging the Risk Identification Process and implementing policies or procedures to mitigate any material risk.</p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>Source Document:</p> <p><u>Annual Report/Risk Management (Pages 39-45)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p> <p><u>Note 43 of 2019 Audited Financial Statements/ Risk Management (Pages 67-78)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Sun%20Life%20of%20Canada%20(Philippine)%20Inc. 2019%20Audited%20FS 11May2020.pdf</p> <p><u>Manual on Corporate Governance (Page 10)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPi%20(05-08-20).pdf</p>
E.3.21	<p>Does the company disclose how key risks are managed?</p>	<p>OECD PRINCIPLE V (A) (6) Foreseeable risk factors.</p> <p>Disclosure of risk is most effective when it is tailored to the particular industry in question. Disclosure about the system for monitoring and managing risk is increasingly regarded as good practice.</p>	<p>YES</p> <p>The Company discloses how key risks are managed. This can be found in the Risk Management section of the Annual Report.</p> <p>Source Document:</p> <p><u>Annual Report/Risk Management (Pages 39-45)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p> <p><u>Note 43 of 2019 Audited Financial Statements/ Risk Management (Pages 67-78)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Sun%20Life%20of%20Canada%20(Philippine)%20Inc. 2019%20Audited%20FS 11May2020.pdf</p>

E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
E.3.22	Does the Annual Report contain a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems?	<p>OECD PRINCIPLE 6 (VI) (D) (7) Ensuring the integrity of the corporation's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.</p> <p>In some jurisdictions it is considered good practice for the internal auditors to report to an independent audit committee of the board or an equivalent body which is also responsible for managing the relationship with the external auditor, thereby allowing a coordinated response by the board. It should also be regarded as good practice for this committee, or equivalent body, to review and report to the board the most critical accounting policies which are the basis for financial reports. However, the board should retain final responsibility for ensuring the integrity of the reporting systems. Some countries have provided for the chair of the board to report on the internal control process.</p>	YES	<p>Annual Report contains a statement from the board of directors/commissioners or Audit Committee commenting on the adequacy of the company's internal controls/risk management systems. You may find this in the Audited Financial Statements portion of the Annual Report.</p> <p>Source Document:</p> <p>Annual Report (Page 31) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.4	People on the Board			

E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
	Board Chairman			
E.4.1	Do different persons assume the roles of chairman and CEO?	<p>OECD PRINCIPLE VI (E) The board should be able to exercise objective independent judgement on corporate affairs.</p> <p>In a number of countries with single tier board systems, the objectivity of the board and its independence from management may be strengthened by the separation of the role of chief executive and chairman, or, if these roles are combined, by designating a lead non-executive director to convene or chair sessions of the outside directors. Separation of the two posts may be regarded as good practice, as it can help to achieve an appropriate balance of power, increase accountability and improve the board's capacity for decision making independent of management.</p>	YES	<p>The Chairman of the Board (Mr. Jose Isidro N. Camacho) is different from the CEO (Mr Benedict C. Sison) of the Company.</p> <p>Source Document:</p> <p><u>Annual Report (Page 12, 14)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p> <p><u>2019 Amended General Information Sheet (Page 4)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/SLOCPi%20GIS%202019%20Amended%20(04-22-2020)%20v1.pdf</p>
E.4.2	Is the chairman an independent director/commissioner?	<p>UK Code (June 2010) A.3.1 The chairman should on appointment meet the independence criteria set out in B.1.1 below. A chief executive should not go on to be chairman of the same company. If, exceptionally, a board decides that a chief executive should</p>	YES	<p>The Chairman of the Board, Mr. Jose Isidro N. Camacho, is an independent director. Please see brief background of the Chairman of the Board in the Annual Report.</p> <p>Source Document:</p> <p><u>Annual Report (Page 12)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.4.3	Has the chairman been the company CEO in the last three years?		NO	<p>The Chairman, Mr. Jose Isidro N. Camacho, is not and has never been the CEO of the Company.</p> <p>Source Document:</p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>become chairman, the board should consult major shareholders in advance and should set out its reasons to shareholders at the time of the appointment and in the next Annual Report.</p> <p>ASX Code Recommendation 3.2 The chief executive officer should not go on to become chair of the same company. A former chief executive officer will not qualify as an “independent” director unless there has been a period of at least three years between ceasing employment with the company and serving on the board.</p> <p>Annual Report (Page 12) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.4.4	Are the role and responsibilities of the chairman disclosed?	YES	<p>The role and responsibilities of the chairman are disclosed and contained in the Board Charter.</p> <p><u>Position Description For the Chairman</u></p> <p><i>The Chairman of the Board 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. The Chairman should encourage open discussion and debate at Board meetings and have frequent dialogue with other directors and senior management.</i></p> <p><i>The Chairman works with senior management to set the Board agenda, chairs Board meetings, and ensures that there is adequate time at Board meetings for discussion of</i></p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>chair should be available to shareholders for dialogue on key matters of the company's governance and where shareholders have particular concerns.</p> <p><i>relevant issues, taking into account all other relevant management processes and procedures.</i></p> <p><i>The Chairman is responsible for ensuring that appropriate orientation and training programs, and an ongoing education program, for new Independent Directors are in place and, in consultation with the Chief Executive Officer and the Corporate Secretary of SLF, for ensuring that any Independent Directors are appropriately compensated in their capacity as Directors.</i></p> <p>Source Document:</p> <p>BOARD CHARTER (Pages 4) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/Board%20Charter%20SLOCPI%20(05-07-2019).pdf</p>
	Skills and Competencies		
E.4.5	Does at least one non-executive director/commissioner have prior working experience in the major sector that the company is operating in?	YES	<p>At least one non-executive director/commissioner has prior working experience in the insurance and financial services industries. Please refer to the background of the directors contained in the Annual Report.</p> <p><i>“Mr. Jose Isidro N. Camacho, 64 years old, is currently an independent director and non-executive Chairman of the Board of Sun Life of Canada (Philippines), Inc...”</i></p> <p><i>He has a long and distinguished career in government and international banking, including his roles as Secretary of Energy and Secretary of Finance for the Philippines from 2001 to 2003. Prior to joining the government, Mr. Camacho was Managing Director and Chief Country Officer for the Philippines at Deutsche Bank, AG in Manila. Mr. Camacho began his career at Bankers Trust where he worked for 20</i></p>

E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
		independent judgement is being applied, a board should include a strong presence of independent non-executive directors with appropriate competencies including key industry sector knowledge and experience. There should be at least a majority of independent directors on each board.		<p><i>years in various positions in New York, Hong Kong, the Philippines and in Singapore.”</i></p> <p>Source Document:</p> <p><u>Annual Report (Page 12)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.4.6	Does the company disclose a board of directors/commissioners diversity policy?	<p>ASX Code Recommendation 3.2 Companies should establish a policy concerning diversity and disclose the policy or a summary of that policy. The policy should include requirements for the board to establish measurable objectives for achieving gender diversity and for the board to assess annually both the objectives and progress in achieving them.</p> <p>Regulations and codes of corporate governance in many developed markets now incorporate board diversity as a consideration in board composition</p>	YES	<p>The Company discloses a board of directors' diversity policy.</p> <p><i>The board believes a diverse group of directors produces better corporate governance and decision-making. The board has adopted a diversity policy that includes provisions relating to the identification and nomination of female directors. The objective of the board’s diversity policy is to ensure that the board as a whole possesses diverse characteristics, including a diversity of qualifications, skills, experience and expertise relevant to the company’s business, in order to appropriately fulfil its mandate.</i></p> <p>Source Document:</p> <p><u>Annual Report/ Diversity and Inclusion (Pages 54-55)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.5	Board Performance			
	Directors Development			

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
E.5.1	Does the company have orientation programmes for new directors/commissioners?	This item is in most codes of corporate governance.	<p>YES</p> <p>The company has a policy that encourages directors to attend on-going or continuous professional education programmes. This can be found in the Annual Report as well as in the Manual on Corporate Governance.</p> <p>The Annual Report states that:</p> <p><i>“The Company maintains a formal orientation and ongoing education program for Directors. All Directors are provided with, and encouraged to attend, appropriate trainings and informed of the Company’s internal policies and procedures as appropriate, including written materials including those that outline the organization of the Board and its Committee(s), the powers and duties of Directors, the required standards of performance for Directors and the Sun Life Financial Code of Business Conduct.”</i></p> <p>The Manual on Corporate Governance states that:</p> <p><i>“New Directors shall undergo training on Sun Life policies and guidelines, corporate governance practices, corporate structure, legal and regulatory framework, and other matters that would enable them to effectively discharge their duties and responsibilities.”</i></p> <p><i>“It is expected that all Directors other than independent Directors will have sufficient experience and knowledge of the business before they are nominated for membership on the Board. These Directors will be advised of their legal duties by the General Counsel of the Corporation or of Sun Life Financial Asia.”</i></p> <p>Source Document:</p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>Annual Report (Page 53) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p> <p>Manual on Corporate Governance (Pages 24, 29) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p>
E.5.2	<p>Does the company have a policy that encourages directors/commissioners to attend on-going or continuous professional education programmes?</p>	<p>OECD PRINCIPLE VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities.</p> <p>In order to improve board practices and the performance of its members, an increasing number of jurisdictions are now encouraging companies to engage in board training and voluntary self-evaluation that meets the needs of the individual company. This might include that board members acquire appropriate skills upon appointment, and thereafter remain abreast of relevant new laws, regulations, and changing commercial risks through in-house training and external courses.</p>	<p>YES</p> <p>The company has a policy that encourages directors to attend on-going or continuous professional education programmes. This can be found in the Annual Report as well as in the Manual on Corporate Governance.</p> <p>The Annual Report states that:</p> <p><i>“The Company maintains a formal orientation and ongoing education program for Directors. All Directors are provided with, and encouraged to attend, appropriate trainings and informed of the Company’s internal policies and procedures as appropriate, including written materials including those that outline the organization of the Board and its Committee(s), the powers and duties of Directors, the required standards of performance for Directors and the Sun Life Financial Code of Business Conduct.”</i></p> <p>The Manual on Corporate Governance states that:</p> <p><i>“The Chairman is responsible for ensuring that appropriate orientation and training programs, and an ongoing education program, for new Independent Directors are in place and, in consultation with the Chief Executive Officer and the Corporate Secretary of SLF, for ensuring that any Independent Directors are appropriately compensated in their capacity as Directors.</i></p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p><i>New Directors shall undergo training on Sun Life policies and guidelines, corporate governance practices, corporate structure, legal and regulatory framework, and other matters that would enable them to effectively discharge their duties and responsibilities.</i></p> <p><i>Independent Directors will be provided with appropriate education and training and be informed of the Corporation's and SLF's internal policies and procedures as appropriate, including written materials including those that outline the organization of the Board and its Committee(s), the powers and duties of Directors, the required standards of performance for Directors, the Sun Life Financial Code of Business Conduct, and this Charter."</i></p> <p>Source Document:</p> <p><u>Annual Report (Page 53)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p> <p><u>Manual on Corporate Governance (Pages 24, 26, 29)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p>
	<i>CEO/Executive Management Appointments and Performance</i>		
E.5.3	Does the company disclose how the board of directors/commissioners plans for the succession of the CEO/Managing Director/President and key management?	OECD PRINCIPLE VI (D) (3) Selecting, compensating, monitoring and, when necessary, replacing key executives and overseeing succession planning.	<p>YES</p> <p>Under the Manual on Corporate Governance, it is specifically stated that the succession for Senior Management shall be performed in conjunction with Sun Life sole shareholder and parent company- SLF.</p> <p>Source Document:</p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>Manual on Corporate Governance (Page 25) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/MOCG%20SLOCPI%20(05-08-20).pdf</p> <p>Annual Report (Page 55) https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.5.4	<p>Does the board of directors/commissioners conduct an annual performance assessment of the CEO/Managing Director/President?</p>	YES	<p>The board of directors conducts an annual performance assessment of the CEO/Managing Director/President as an individual director.</p> <p><i>The Board of Directors is primarily responsible for identifying and setting the Company's strategic directions as well as its Mission and 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.</i></p> <p><i>It is also responsible for assessing the performance of Management in addition to its own performance. The Business Review report presented by the President at every board meeting is an opportunity for the directors to give their insights on the Company's objectives and corporate strategy. The Board also goes on an annual retreat with the executive team to discuss strategy and performance.</i></p> <p>Source Document:</p> <p>Annual Report (Page 48, 53-54)</p>

E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
				https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf
	Board Appraisal			
E.5.5	Is an annual performance assessment conducted of the board of directors/commissioners?	OECD PRINCIPLE VI (D) (2)	YES	<p>An assessment of the performance of the Board of its duties and responsibilities is regularly conducted. This 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.</p> <p>“In 2019, the Directors accomplished the Board Effectiveness Questionnaire and have evaluated themselves, the Board and the Board-Level Committees to be independent and effective in implementing their respective mandates and discharging their duties and responsibilities. The Company has robust and effective risk management policies and procedures in place to identify, mitigate and manage risks arising from the Company’s operations. The results of the assessment were reported to the Board.”</p> <p>Source Document:</p> <p><u>Annual Report/Board Performance Appraisal (Pages 53-54)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
E.5.6	Does the company disclose the process followed in conducting the board assessment?	YES	<p>An assessment of the performance of the Board of its duties and responsibilities is regularly conducted. This 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.</p> <p>“In 2019, the Directors accomplished the Board Effectiveness Questionnaire and have evaluated themselves, the Board and the Board-Level Committees to be independent and effective in implementing their respective mandates and discharging their duties and responsibilities. The Company has robust and effective risk management policies and procedures in place to identify, mitigate and manage risks arising from the Company’s operations. The results of the assessment were reported to the Board.</p> <p>The Questionnaire is sent to all members of the Board covering various facets of corporate governance including the responsibilities of the Board, independence, strategic planning, audit, risk management and skills and experience of individual directors. The results of the Questionnaire are collated by the Compliance Department 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>Source Document:</p> <p><u>Annual Report/Board Performance Appraisal (Pages 53-54)</u> <u>https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</u></p>

E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
E.5.7	Does the company disclose the criteria used in the board assessment?		YES	<p>An assessment of the performance of the Board of its duties and responsibilities is regularly conducted. This 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.</p> <p>Source Document:</p> <p><u>Annual Report/Board Performance Appraisal (Pages 53-54)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
	<i>Director Appraisal</i>			
E.5.8	Is an annual performance assessment conducted of individual director/commissioner?	OECD PRINCIPLE VI (D) (2)	YES	<p>An assessment of the performance of the Board of its duties and responsibilities is regularly conducted. This 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.</p> <p>“In 2019, the Directors accomplished the Board Effectiveness Questionnaire and have evaluated themselves, the Board and the Board-Level Committees to be independent and effective in implementing their respective mandates and discharging their duties and responsibilities. The Company has robust and effective risk management policies and procedures in place to identify, mitigate and manage risks arising from the Company’s operations. The results of the assessment were reported to the Board.”</p> <p>Source Document:</p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p><u>Annual Report/Board Performance Appraisal (Pages 53-54)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.5.9	Does the company disclose the process followed in conducting the director/commissioner assessment?	YES	<p>An assessment of the performance of the Board of its duties and responsibilities is regularly conducted. This 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.</p> <p>“In 2019, the Directors accomplished the Board Effectiveness Questionnaire and have evaluated themselves, the Board and the Board-Level Committees to be independent and effective in implementing their respective mandates and discharging their duties and responsibilities. The Company has robust and effective risk management policies and procedures in place to identify, mitigate and manage risks arising from the Company’s operations. The results of the assessment were reported to the Board.</p> <p>The Questionnaire is sent to all members of the Board covering various facets of corporate governance including the responsibilities of the Board, independence, strategic planning, audit, risk management and skills and experience of individual directors. The results of the Questionnaire are collated by the Compliance Department to ensure utmost confidentiality. Responses from individual directors are not</p>

E. Responsibilities of the Board			
	SCORECARD ITEM	Y/ N	Reference/ Source document
			<p>disclosed and only the consolidated results are discussed and reported to the Board.”</p> <p>Source Document:</p> <p><u>Annual Report/Board Performance Appraisal (Pages 53-54)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>
E.5.10	Does the company disclose the criteria used in the director/commissioner assessment?	YES	<p>An assessment of the performance of the Board of its duties and responsibilities is regularly conducted. This 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.</p> <p>“In 2019, the Directors accomplished the Board Effectiveness Questionnaire and have evaluated themselves, the Board and the Board-Level Committees to be independent and effective in implementing their respective mandates and discharging their duties and responsibilities. The Company has robust and effective risk management policies and procedures in place to identify, mitigate and manage risks arising from the Company’s operations. The results of the assessment were reported to the Board.”</p> <p>Source Document:</p> <p><u>Annual Report/Board Performance Appraisal (Pages 53-54)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>

E. Responsibilities of the Board				
	SCORECARD ITEM		Y/ N	Reference/ Source document
	Committee Appraisal			
E.5.11	Is an annual performance assessment conducted of the board of directors/commissioners committees?	UK CODE (JUNE 2010) B.6 Evaluation: The board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors.	YES	<p>An assessment of the performance of the Board of its duties and responsibilities is regularly conducted. This 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.</p> <p>“In 2019, the Directors accomplished the Board Effectiveness Questionnaire and have evaluated themselves, the Board and the Board-Level Committees to be independent and effective in implementing their respective mandates and discharging their duties and responsibilities. The Company has robust and effective risk management policies and procedures in place to identify, mitigate and manage risks arising from the Company’s operations. The results of the assessment were reported to the Board.”</p> <p>Source Document:</p> <p><u>Annual Report/Board Performance Appraisal (Pages 53-54)</u> https://cdn.sunlife.com/static/ph/About%20us/Corporate%20Governance/2019_SLFinance_AR.pdf</p>