## **AFPGEN**

## ASEAN CORPORATE GOVERNANCE SCORECARD

	Questions	Y/ N	Reference/Source document	REMARKS				
B.1	Shares and voting rights							
B.1.1	Do the company's ordinary or common shares have one vote for one share?	Default						
B.1.2	Where the company has more than one class of shares, does the company publicise the voting rights attached to each class of shares (e.g. through the company website / reports/ the stock exchange/ the regulator's website)?	Default						
B.2								
B.2.1	Does each resolution in the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?	N/A						
B.2.2	Are the company's notice of the most recent AGM/circulars fully translated into English and published on the same date as the local-language version?	Υ	Notice of Joint Annual Stockholders and Board Meeting 2017	AFPGEN's Notice is in the English language.				
	Does the notice of AGM/circulars have the following details:							
B.2.3	Are the profiles of directors/commissioners (at least age, academic qualification, date of first appointment, experience, and directorships in other listed companies) in seeking election/re-election included?	Y	Company Website & Annual Report p.	https://afpgen.com.ph/about-us/#section-2				
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	N						
B.2.5	Has an explanation of the dividend policy been provided?	N						
B.2.6	Is the amount payable for final dividends disclosed?	N						
B.2.7	Were the proxy documents made easily available?	N/A						
B.3	Insider trading and abusive self-dealing should be prohibited.							
B.3.1	Does the company have policies and/or rules prohibiting directors/commissioners and employees to benefit from knowledge which is not generally available to the market?	Default						
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	N/A						
B.4	Related party transactions by directors and key executives.		T					
B.4.1	Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest?	Y	Conflict of Interest Policy	https://afpgen.com.ph/pst_corporate/company-policies/				
B.4.2	Does the company have a policy requiring a committee of independent directors/commissioners to review material/significant RPTs to determine whether they are in the best interests of the company and shareholders?	Y	Section 5 - Responsibilities ARMC Charter pp. 3-4	https://afpgen.com.ph/pst_corporate/charters/				

	Does the company have a policy requiring board members (directors/commissioners) to abstain from participating in the board discussion on a particular agenda when they are conflicted?	Default				
	Does the company have policies on loans to directors and commissioners either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?	Default				
B.5	Protecting minority shareholders from abusive actions					
	Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?	N				
	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	Υ	Section 8.3 Corporate Governance Code page 23	Related party transactions shall be conducted in terms favorable and in the best interest of the Company.		