

EMPIRE INSURANCE COMPANY

CORPORATE SOCIAL RESPONSIBILITY

1. **Good Corporate Governance and Responsibility.** In the interest of Good Corporate Governance, the Corporation shall abide by all relevant Laws, its own By-Laws, Code of Ethics, Rules and Regulations, and this Corporate Governance Manual. Good Corporate Governance is the responsibility and concern, not only of the Board of Directors and Management, but also of each and every employee of the Corporation.
2. **Protection of Policyholders, Creditors, and Minority Stockholders.**
 - a. The Corporation shall safeguard its own continuity and sustainability through prudent underwriting and investment:
 1. The Corporation shall only retain risks, or portions thereof, whose claims/losses it can service, without impairing its solvency. It shall observe relevant retention laws and internal guidelines, and contract sufficient reinsurance from sound providers.
 2. The Corporation shall exercise prudence in selecting asset classes, counterparties, and corresponding investment limits, primarily for principal protection and only secondarily for growth.
 - b. All parties with legitimate interest in the Corporation shall have accurate, timely and ready access to the Company's key financial and other information, including its Audited Financial Statement and other periodic reports in compliance with law.
 - c. Corporate independence shall be maintained. Controlling or substantial interests shall be disclosed to the Board, which shall ensure compliance with the provisions of Chapter III, Title 20 Holding Companies of the Insurance Code.
 - d. Related-party Transactions shall be conducted fairly and at arm's length, i.e., on terms at least comparable to normal commercial terms. Prior Board approval shall be obtained for related-party transactions that are material in nature. Overlapping interests shall be disclosed to the Board and any material transaction involving such interest shall be similarly disclosed. The provisions of Chapter III, Title 20 Holding Companies of the Insurance Code shall apply.
3. **Employee Wellbeing.** The Corporation shall look after the wellbeing of its employees beyond compensation packages. The Corporation shall comply with Health and Safety Regulations and provide a conducive working environment by maintaining and upgrading its facilities and equipment. The Corporations' Training Program shall continually provide well-rounded skill development to all its employees with its in-house trainings and seminars offered by training providers accredited by the Insurance Commission.

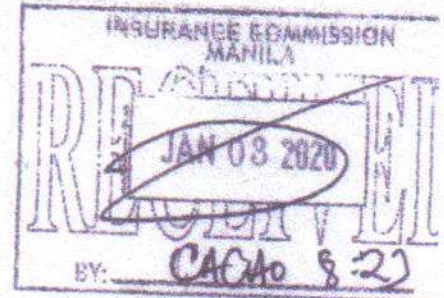
4. **Supplier Selection.** Suppliers undergo rigid and thorough accreditation requirements, including a review of their company profiles, SEC/DTI registration papers, business permits, client lists and the Corporation's evaluation of their past performance. Closed bids from at least three accredited suppliers are required for the selection of a supplier. For selected acquisitions so required by the Company, winning suppliers shall submit performance bonds.
5. **Social and Environmental Responsibility.** As a Filipino Corporation, Empire Insurance Company, recognizes its social and environmental responsibility and shall contribute to such causes, as the Board sees fit and within the authorities allowed by its Articles of Incorporation and By-laws.
6. **Ethical Standards.** The Corporation shall adhere to the highest ethical standards, as defined in a separate document, "Code of Ethics."

03 January 2020

PLEASE SIGN & RETURN THIS COPY

HONORABLE DENNIS B. FUNA
Insurance Commissioner
Insurance Commission
United Nations Avenue, Manila

Re: ANNUAL CERTIFICATION
Attendance of Directors



Dear Hon. Funa:

This is to certify the **Annual Attendance** of the following members of **EMPIRE INSURANCE COMPANY** Board of Directors from **January 2019 to December 2019** over which period, there twelve (12) Regular Meetings.

1. Augusto Benedicto L. Santos	100 % attendance
2. Jose Ma. G. Santos	100 % attendance
3. Jose L. Santos	50 % attendance
4. Roman L. Santos	84 % attendance
5. Blanquita S. Gonzalez	84 % attendance
6. Vicente Roman S. Santos	100 % attendance
7. Jose Ma. S. Lopez*	100 % attendance
8. Christian S. Monsod *	84 % attendance
9. Rafael F. Simpao, Jr.*	100 % attendance
10. Michael L. Escaler	75 % attendance

We trust you will find everything in order.

Very truly yours,
EMPIRE INSURANCE COMPANY

original signed 

JOSE MA. G. SANTOS
President & CEO

tr/wr

*Independent Directors
:ltr.BOD attendance.ic.letters

RESPONSE FORM

(Please check one and return)

Re: ANNUAL STOCKHOLDERS' MEETING ON 13 JULY 2020

The undersigned stockholder **EMPIRE INSURANCE COMPANY**, with

_____ Common Shares
_____ Redeemable Convertible Preferred Shares

- Shall attend the meeting at the designated date, time and place.
- Shall attend the meeting via video conference. Please email me the link for the video conference at _____.
- Hereby nominates, constitutes and appoints _____ with email address _____ (kindly provide the link for the video conference at this email address), as Proxy, to represent and vote for the above shares of stock, with right of substitution and revocation, at the Annual Meeting of the Stockholders of **EMPIRE INSURANCE COMPANY**, to be held at the 2nd Floor, B and P Building, 843 A. Arnaiz Avenue, Legaspi Village, Makati City, at 10:00 a.m. on 13 July 2020, and at any and all adjournments thereof.

IN WITNESS WHEREOF, the undersigned has caused this Response Form to be signed this ____ day of _____ 2020 at _____.

Stockholder's Name



15 June 2020

TO : ALL STOCKHOLDERS -

RE : ANNUAL STOCKHOLDERS' MEETING ON JULY 13, 2020 AT 10:00 A.M.

Due to the restrictions imposed by the Enhanced and Modified Enhanced Community Quarantines from March 17, 2020 to May 31, 2020, **EMPIRE INSURANCE COMPANY** ("Company") was unable to hold its Annual Stockholders' Meeting scheduled on 16 April 2020, the date mandated by its By-Laws.

Thus, the Annual Stockholder's Meeting is rescheduled for Monday, 13 July 2020, at 10:00 a.m., Board Room, 2nd Floor, B and P Building, 843 A. Arnaiz Avenue, Legaspi Village, Makati City, in person and via video conference for the benefit of those Stockholders or their proxies who may not be able to personally attend the same. The proceedings shall be recorded.

Your presence is requested at this meeting. Attendance and votation shall be recognized whether you are, or your proxy is, physically present or attending the above meeting via video conference.

Kindly accomplish the enclosed Response Form and return it to our Head Office, or email a scanned copy of the same to info@empireinsurance.co no later than 02 July 2020.

EMPIRE INSURANCE COMPANY

Original Signed

VICENTE ROMAN S. SANTOS
Corporate Secretary

AGENDA

1. Calling the Roll
2. Proof of the required notice of the meeting
3. Reading and approval of previous meeting and action thereon
4. Report of Board of Directors and Officers
5. Unfinished Business
6. Ratification of all acts and resolutions of the Board of Directors
7. Election of Directors for the ensuing year
8. Approval of Financial Statement for the year 2019
9. Appointment of Auditors
10. Other Matters
11. Adjournment

VRSS/MWR/agf
/annualstockno2020

MINUTES OF THE ANNUAL STOCKHOLDERS' MEETING OF EMPIRE INSURANCE COMPANY HELD ON 13 JULY 2020 AT 10:00 A.M. AT THE BOARD ROOM, 2ND FLOOR B & P BUILDING, # 843 A. ARNAIZ AVENUE, LEGASPI VILLAGE, MAKATI CITY, WITH THE AID OF VIDEO CONFERENCING.

Mr. Augusto Benedicto L. Santos acted as the Chairman and Mrs. Miriam W. Reyna acted as Secretary.

Directors Present:

Augusto Benedicto L. Santos	Chairman
Jose Ma. G. Santos	President & CEO, Director
Rafael F. Simpao, Jr.	Director
Vicente Roman S. Santos	Director

1. ROLL CALL

The Chairman instructed the Secretary to determine the existence of a quorum. The Secretary informed the Chairman that out of a total of 4,500,000 shares of stock issued and outstanding, 3,838,160 shares were represented in person or by proxy as follows:

	Common Stocks Owned	Preferred Stocks Owned	Common Stocks Proxy	Preferred Stocks Proxy	Total	Percent -age
Augusto Benedicto L. Santos	128,176	-	1,321,601	1,224,515	2,674,292	60%
Jose Ma. G. Santos	45,528	36,427	120,354	96,292	298,601	7%
Vicente Roman S. Santos	48,458	40,035	390,464	386,309	865,266	19%
Rafael F. Simpao, Jr.	1				1	
Sub-Total	222,163	76,462	1,832,419	1,707,116	3,838,160	86%
Absent			445,418	216,422	661,840	14%
Total	222,163	76,462	2,277,837	1,923,538	4,500,000	100%

Out of the 445,418 Shares, 235 shares or .01% represent Treasury Shares.
There being a quorum, the Chairman called the meeting to order at 10:00 a.m.

2. PROOF OF NOTICE

The Secretary informed the Chairman that the required notice was duly sent to all Stockholders on June 15, 2020, or 27 days prior to the Annual Stockholders Meeting, supported by corresponding receipts of notice. Signed proxy forms have been validated against signature cards on record and were not required to be notarized.

The Chairman informed the Body that votation on each resolution for approval and for the election of members of the Board was to be by poll with cumulation allowed, that is, each Stockholder of record as of May 31, 2020 was to be entitled to one vote for each share of stock in his/her name. Each Stockholder may vote either in person or by proxy authorized in writing by the Stockholder himself/herself and submitted on or before July 8, 2020.

3. READING AND APPROVAL OF MINUTES OF THE ANNUAL MEETING ON 25 APRIL 2019.

The minutes of the Annual Stockholders’ Meeting held on 25 April 2019, copies of which were furnished to each Stockholder or proxy present, were read. The Chairman opened the floor for questions, but none was asked.

Upon motion duly made and seconded it was unanimously

RESOLVED: That the Annual Meeting Minutes held on 25 April 2019 be, as they are hereby, approved.

With 86% votes, represented in person or by proxy, in favor, 0% votes against and 14% votes absent.

4. REPORT OF BOARD OF DIRECTORS AND OFFICER

The President and CEO, MR. JOSE MA. G. SANTOS, presented and summarized the Financial Highlights of operations for the year 2019 with a four-year comparison. A copy of the report was furnished to each of the Stockholders present.

5. UNFINISHED BUSINESS

There was no unfinished Business reported.

6. RATIFICATION OF ALL ACTS AND RESOLUTIONS OF THE BOARD OF DIRECTORS FOR THE YEAR 2019

Upon motion duly made and seconded, it was unanimously

RESOLVED: That all acts and resolutions of the Board of Directors during the year 2019 be, as they are hereby, ratified.

With 86% votes, represented in person or by proxy, in favor, 0% votes against and 14% votes absent.

7. ELECTION OF DIRECTORS

Before the start of the Election of Directors, the Chairman, on behalf of the Board, informed the Stockholders that there was a need to elect Non-Executive Directors who hold no other position than Director to ensure impartial and fair judgement in the Boards' decision-making process.

The Chairman opened the floor to nominations and informed the Body that there were up to 11 Directors to be elected. All Stockholders, including the non-controlling Stockholders, were given the opportunity to nominate candidates for the Board.

The following were nominated upon the recommendation of the Nomination Committee:

Augusto Benedicto L. Santos;
Michael L. Escaler;
Blanquita S. Gonzalez;
Jose Ma. S. Lopez (Independent Director)
Magdalena S. Martirez
Christian S. Monsod (Independent Director)
Jose Ma. G. Santos;
Jose L. Santos;
Roman L. Santos;
Vicente Roman S. Santos;
Rafael F. Simpao, Jr. (Independent Director)

On motion made and duly seconded, nominations were closed and voting commenced. After all Shareholders had finished casting their votes, voting was officially closed. Thereafter, the counting of votes immediately proceeded.

Upon motion duly made and seconded it was

RESOLVED: That the following Directors of this Corporation be, as they are hereby, elected to hold office until their successors shall have qualified and been elected.

Augusto Benedicto L. Santos;
Michael L. Escaler;
Blanquita S. Gonzalez;
Jose Ma. S. Lopez (Independent Director)
Magdalena S. Martirez
Christian S. Monsod (Independent Director)
Jose Ma. G. Santos;
Jose L. Santos;
Roman L. Santos;
Vicente Roman S. Santos;
Rafael F. Simpao, Jr. (Independent Director)

With 86% votes, represented in person or by proxy, in favor, 0% votes against and 14% votes absent.

8. APPROVAL OF FINANCIAL STATEMENTS FOR THE YEAR 2019

The President & CEO, MR. JOSE MA. G. SANTOS, presented the Audited Financial Statement of EMPIRE INSURANCE COMPANY on the operation for the period ending December 31, 2019, prepared by the Corporation’s Vice-President, Finance and Administration, Mrs. Meriam M. Fernandez, and audited by the Corporation’s External Auditors, M. A. MERCADO & CO. (Certified Public Accountants) a copy of which was furnished to each of the Stockholders.

Upon motion duly made and seconded it was unanimously

RESOLVED: That the Audited Financial Statement of EMPIRE INSURANCE COMPANY for the period ending December 31, 2019, as prepared by the Corporation’s Vice-President, Finance and Administration, Mrs. Meriam M. Fernandez, and audited by the Corporation’s External Auditors, M. A. MERCADO & CO. (Certified Public Accountants), be, as it is hereby, noted, approved and ratified.

With 86% votes, represented in person or by proxy, in favor, 0% votes against and 14% votes absent.

9. APPOINTMENT OF AUDITOR

Upon motion duly made and seconded it was

RESOLVED: That the External Auditors, M.A. MERCADO & CO. (Certified Public Accountants), be, as it are hereby, appointed, as the Corporations’ External Auditor for the current year.

With 86% votes, represented in person or by proxy, in favor, 0% votes against and 14% votes absent.

10. ISSUES/ QUESTIONS

All Stockholders were given the opportunity to ask questions or raise issues during the meeting, however none was raised.

Empire Insurance Company
Minutes – Annual Stockholders’ Meeting 13 July 2020
Page 05.../

11. ADJOURNMENT

There being no other business to transact, upon motion duly made and seconded, the meeting was adjourned.

CERTIFIED BY:

Original signed

MIRIAM W. REYNA
Corporate Secretary

ATTESTED BY:

Original signed

AUGUSTO BENEDICTO L. SANTOS
Chairman

EMPIRE INSURANCE COMPANY

BOARD OF DIRECTORS

AUGUSTO BENEDICTO S. SANTOS
Chairman of the Board

MEMBERS

MICHAEL DE LEON ESCALER

BLANQUITA S. GONZALEZ

JOSE MA. G. SANTOS

JOSE L. SANTOS

ROMAN L. SANTOS

VICENTE ROMAN S. SANTOS

MAGDALENA S. MARTIREZ

& INDEPENDENT DIRECTORS

JOSE MA. S. LOPEZ

CHRISTIAN S. MONSOD

RAFAEL F. SIMPAD, JR.

EMPIRE INSURANCE COMPANY

EXECUTIVE OFFICERS

AUGUSTO BENEDICTO S. SANTOS
Chairman of the Board

JOSE MA. G. SANTOS
President & CEO

ROMAN L. SANTOS
Vice President & Treasurer

ADORACION C. MAÑEBO
Vice President - Insurance

ELVIS E. DELA PEÑA
Vice President - Reinsurance/Underwriting

MERIAM M. FERNANDEZ
Vice President - Finance & Administration

ANTONIO F. SABUGA
Marketing Director-Visayas Mindanao

VIGENTE ROMAN S. SANTOS
Corporate Secretary

MIRIAM W. REYNA
Assistant Treasurer
and Assistant Corporate Secretary

/2020

EMPIRE INSURANCE COMPANY

COMMITTEE MEMBERSHIP 2020

EXECUTIVE COMMITTEE

AUGUSTO BENEDICTO L. SANTOS (C)
CHRISTIAN S. MONSOD - Independent Director
JOSE MA. G. SANTOS
VICENTE ROMAN S. SANTOS

INVESTMENT COMMITTEE

AUGUSTO BENEDICTO L. SANTOS (C)
JOSE MA. G. SANTOS
MICHAEL L. ESCALER
RAFAEL F. SIMPAO, JR. - Independent Director
VICENTE ROMAN S. SANTOS

AUDIT COMMITTEE

CHRISTIAN S. MONSOD (C) - Independent Director
JOSE MA. S. LOPEZ – Independent Director
BLANQUITA S. GONZALEZ
RAFAEL F. SIMPAO, JR. - Independent Director

NOMINATION COMMITTEE

JOSE MA. S. LOPEZ (C) - Independent Director
CHRISTIAN S. MONSOD - Independent Director
ROMAN L. SANTOS

REMUNERATION COMMITTEE

(Compensation Committee)

CHRISTIAN S. MONSOD (C) - Independent Director
JOSE MA. S. LOPEZ – Independent Director
ROMAN L. SANTOS

RELATED-PARTY TRANSACTION COMMITTEE

RAFAEL F. SIMPAO, JR. (C) - Independent Director
JOSE MA. S. LOPEZ – Independent Director
CHRISTIAN S. MONSOD - Independent Director
MICHAEL L. ESCALER

EMPIRE INSURANCE COMPANY

BOARD OF DIRECTORS SELF-ASSESSMENT QUESTIONNAIRE

The Objective of this Self- Assessment Questionnaire is to evaluate and elevate the performance of the Board of Directors and its individual members, and the effectiveness of the Company's governance processes. **Please read each statement and rank your response on the 5-point scale directly below each statement with "1" indicating that you strongly disagree with the statement and "5" indicating that you strongly agree with the statement.** Additional space is also provided for comments you may have for each statement, if any.

This assessment covers four broad areas of Board performance:

- Fulfillment of the Board's Key Responsibilities
- Quality of the Board-Management Relationship
- Effectiveness of Board Processes and Meetings
- Performance of Individual Board Members

Please be as objective and candid as possible in your ratings and comments. Confidentiality will be maintained at all times. A summary report will be presented to the Board after the tabulation and analysis of the results, along with some recommendations for possible Board consideration and action. Comments may be referenced in the summary report, but without personal attribution for these.

Name: _____

Signature: _____

Date Submitted: _____



Republic of the Philippines
Department of Finance
INSURANCE COMMISSION
1071 United Nations Avenue
Manila



RECEIVED
MAY 30 2019

15 May 2019

MR. JOSE MA. G. SANTOS
President & CEO
Empire Insurance Company
2nd Floor, B & P Bldg.
843 A. Arnaiz Ave., Legaspi Village
Makati City

Subject: Compliance with Insurance Commission (IC) Circular Letter (CL) No. 2006-35 dated 23 October 2006

Dear Mr. Santos:

This is to acknowledge receipt of your letter dated 06 May 2019 submitting to this Commission a copy of the 25 April 2019 Minutes of Annual Stockholders Meeting of Empire Insurance Company pursuant to CL No. 2006-35 dated 23 October 2006.

In this regard, we extend our appreciation for your compliance on the matter.

Thank you.

Very truly yours,


DENNIS B. FUNA
Insurance Commissioner



6 May 2019

HON. DENNIS B. FUNA
Insurance Commissioner
Insurance Commission
United Nations Avenue
Manila



Re : IC Circular Letter No. 35-2006
Submission of the Minutes of the
Annual Stockholders Meeting

Dear Hon. Commissioner:

In compliance with the above-mentioned Circular, we are pleased to submit the copy of the **Minutes of the Annual Stockholders Meeting -2019 of EMPIRE INSURANCE COMPANY** held on April 25, 2019.

We trust that you will find everything in order.

Very truly yours,

EMPIRE INSURANCE COMPANY

Original signed

~~JOSE MA G. SANTOS~~
President and CEO

Encl: a/s
~~/mwr~~

PLEASE SIGN & RETURN THIS COPY

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