

B.		Equitable Treatment of Shareholders		
B.1	Shares and voting rights	Y/ N	Reference/Source document	Remarks
B.1.1	Do the company's ordinary or common shares have one vote for one share?	Y	Amended By-Laws: Article 1 Section 6 Proxy Voting; Revised CGM: Membership-Item 3.3 Voting Rights of a member P. 26; Item 3.7.3 Voting on Motions P. 27-28	All members are entitled for one vote each
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)?	N/A		KMBA is a non-stock, not for profit, mutual aid organization

B.2		Notice of AGM		
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?	Y/ N	Reference/Source document	Remarks
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?	Y	KMBA Website: Disclosure Notice of 14th AGM Summary of 2019 Board Resolution	Only one item is being dealt with per agenda item
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?	Y	KMBA website: Disclosure Notice of 14th Annual General Meeting	The notice of AGM is in English and published in the website
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	KMBA website: Corporate Governance Board of Trustees	

B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	<p>basis and also the right to appoint external auditor.</p> <p>ICGN 8.4.1 Shareholder ownership rights The exercise of ownership rights by all shareholders should be facilitated, including giving shareholders timely and adequate notice of all matters proposed for shareholder vote.</p>	Y	Disclosure: Notice of AGM Notice of 13th Annual General Meeting Agenda item no. 10 Engagement of External Auditor and compiler for the 2019 Financial Statement	The board presented to the AGM for ratification the appointment of an audit firm and compiler that will serve for a specific audit period.
B.2.5	Has an explanation of the dividend policy been provided?		Y	Amended Insurance Code Section 408, paragraph 3; Policy on Dividend KMBA Website: Notice of AGM	As a form of dividend, each member was granted an 'equity value enhancement' equivalent to a 3-week premium contribution. This is allowed per IC ruling on the use of free and unassigned surplus.
B.2.6	Is the amount payable for final dividends disclosed?		N/A	Amended Insurance Code section 408 paragraph 3; Notice of 14th AGM	KMBA as a non-stock, not for profit, mutual aid organization does not pay dividends, however, per IC ruling, the association may give out from proceeds of the free and unassigned surplus duly approved by the Insurance Commission that may be given out as a form of members' benefits
B.2.7	Were the proxy documents made easily available?		Y	KMBA Website: Downloadable Forms Proxy Voting Form	

B.3	Insider trading and abusive self-dealing should be prohibited.		Y/N	Reference/Source document	Remarks
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?	<p>OECD Principle III (B) Insider trading and abusive dealing should be prohibited</p> <p>ICGN 3.5 Employee share dealing</p>	N/A		Default
B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	Companies should have clear rules regarding any trading by directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals	N/A		Not Applicable Items

B.4	Related party transactions by directors and key executives.		Y/ N	Reference/Source document	Remarks
B.4.1	Does the company have a policy requiring directors /commissioners to disclose their interest in transactions and any other conflicts of interest?	<p>OECD Principle III (C) Members of the board and key executives should be required to disclose to the board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting the corporation.</p> <p>ICGN 2.11.1 Related party transactions Companies should have a process for reviewing and monitoring any related party transaction. A committee of independent directors should review significant related party transactions to determine whether they are in the best interests of the company and if so to determine what terms are fair.</p> <p>ICGN 2.11.2 Director conflicts of interest Companies should have a process for identifying and managing conflicts of interest directors may have. If a director has an interest in a matter under consideration by the board, then the director should not participate in those discussions and the board should follow any further appropriate processes. Individual directors should be conscious of shareholder and public perceptions and seek to avoid situations where there might be an appearance of a conflict of interest.</p>	Y	Revised CGM: Governance Policies & Structure: Disclosure of RPT's & Other Conflict of Interest item 2.1.9 P. 10-11; Transparency & Disclosure item 5.2.1 Information for Public Disclosure b Related Party KMBA Website: Under Corporate Governance: Policies and Implementing Rules Policy on Related Party Transaction	Policy on Related party Transaction are posted on KMBA website under Corporate Governance_Policy on Related Party Transaction
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	Revised CGM: Stakeholders item 4.3 Review of Related Party Transaction; item 4.3.1 Responsible Committee and Focus of Review P. 31-32	
B.4.3	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?		Y	KMBA Code of Ethics: Item 3.3 Procedure for Handling Complaints and Violations P. 6-7 KMBA Website: Code of Conducts & Ethics	Should there be conflict of interest, the party concern may abstain from board discussion of a particular agenda.
B.4.4	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?		N		KMBA does not allow loans to Trustees and does allow this practice within the association.

B.5	Protecting minority shareholders from abusive actions		Y/ N	Reference/Source document	Remarks
B.5	Protecting minority shareholders from				
B.5.1	Were there any RPTs that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?	<p>OECD Principle III (A) All shareholders of the same series of a class should be treated equally. (2) Minority shareholders should be protected from abusive</p>	N		

B.5.2	Does the company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	<p>actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and should have effective means of redress.</p> <p>ICGN 2.11.1 Related party transactions Companies should have a process for reviewing and monitoring related party transactions. A committee of</p>	Y	2019 Annual Report RPT; Minutes of Audit Committee Meeting January 31 2019	The audit committee composed of the independent trustees review RPT and report directly to the board of trustees
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