Reliable
Reliable Insurance Brokers, Inc.
Kapag insurance, dapat reliable

INSURANCE COMMISSION
ADMINISTRATIVE DIVISION
RECORDS - RECEIVING
RECEIVED
JUL 01 2026
By: Time: 10:52AM
Enrico D. Cleofas
Administrative Division
Receiving Section

June 30, 2026

INSURANCE COMMISSION
1071 United Nations Avenue
Manila

Attention: ATTY. REYNALDO A. REGALADO
Insurance Commissioner

Subject : Annual Corporate Governance Report (ACGR)

Dear Atty. Regalado:

In Compliance to the above captioned subject under Circular Letter 2020-72, we are submitting herewith the filled up Annual Governance Report for the year 2025 operations.

Thank you and stay safe.

Very truly yours,

JEFFREY D. GONZALES
AVP & Business Manager

Noted by:

FELICISIMO M. NACINO JR.
President

RFM Corporate Center / Pioneer cor. Sheridan Sts., Mandaluyong City 1550, Philippines / Tel. 8631-9285 ♦ 8631-9286
www.ribi-insurance.com / info@ribi-insurance.com

ANNUAL CORPORATE GOVERNANCE REPORT OF

RELIABLE INSURANCE BROKERS, INC.

1. For the fiscal year ended: 31 December 2025			
2. Certificate of Authority Number: IB-24-2025-R (Insurance Broker's License, valid until 31 December 2027)			
3. Province, Country or other jurisdiction of incorporation or organization: Philippines			
4. Address of principal office: 4th Floor, RFM Corporate Center, Pioneer corner Sheridan Streets, Mandaluyong City 1550, Philippines			
5. Company's telephone number: (02) 8631 9285 to 86			
6. Company's official website: reliable-insurance.ph			
7. Former name, former address and former fiscal year, if changed since last report: N/A			
	COMPLIANT/NON-COMPLIANT	ADDITIONAL INFORMATION	EXPLANATION
The Board's Governance Responsibilities			
Principle 1: The company should be headed by a competent, working board to foster the long-term success and sustainability of the corporation in a manner consistent with its corporate objectives and the long-term best interests of its shareholders and other stakeholders.			
Recommendation 1.1			
1. Board is composed of directors with collective working knowledge, experience or expertise that is relevant to the company's industry/sector.	COMPLIANT	• As reflected in resumes of Board of Directors (uploaded to website). • Qualification standards as per section 2.2.2.1 of Manual on Corporate Governance (uploaded to website).	
2. Board has an appropriate mix of competence and expertise.	COMPLIANT		
3. Directors remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the organization.	COMPLIANT		
Recommendation 1.2			
1. Board is composed of a majority of non-executive directors.	COMPLIANT	• Board is composed of 3 executive directors, 3 non-executive directors, and 1 vacancy reserved for non-executive director.	
Recommendation 1.3			
1. Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors.	COMPLIANT	• As per section 4 of Manual on Corporate Governance (uploaded to website). Also see Certificates of Training & Topics attached.	
2. Company provides in its Board Charter or Manual on Corporate Governance an orientation program for first time directors.	COMPLIANT		
3. Company has relevant annual continuing training for all directors.	NON-COMPLIANT		During the year, some members of the Board attended training relevant to their roles, but not all directors completed the annual continuing corporate governance training. The Company acknowledges the importance of continuous director education and will put measures in place to achieve full compliance with the annual training requirement in the succeeding period.
Recommendation 1.4			

1. Board has a policy on board diversity.	COMPLIANT	As per Section 2.2.1.4 of the Manual on Corporate Governance. The Board is composed of three (3) male and three (3) female directors.	
Recommendation 1.5			
1. Board is assisted in its duties by a Corporate Secretary.	COMPLIANT	• As per section 5 of By-Laws, and Section 2.3.3 of Manual on Corporate Governance (uploaded to website).	
2. Corporate Secretary is a separate individual from the Compliance Officer.	COMPLIANT	Ms. Susan N. Konig (Assistant Corporate Secretary) is separate from the Compliance Officer, Ms. Jocelyn O. Santillan.	
3. Corporate Secretary is not a member of the Board of Directors.	COMPLIANT	• Ms. Susan N. Konig is not a member of the Board of Directors.	
4. Corporate Secretary attends training/s on corporate governance.	NON-COMPLIANT		The Corporate Secretary was not able to attend a formal corporate governance training program during the reporting period. The Company acknowledges the importance of continuous professional development for the Corporate Secretary and will ensure participation in relevant corporate governance training programs in the succeeding period.
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	COMPLIANT	As per Section 2.1 of the Manual on Corporate Governance. The Compliance Officer is Ms. Jocelyn O. Santillan.	
2. Compliance Officer has a rank of Vice President or an equivalent position with adequate stature and authority in the corporation.	COMPLIANT	The Compliance Officer is Ms. Jocelyn O. Santillan, Vice President and Head of Accounting and Compliance.	
3. Compliance Officer is not a member of the board.	COMPLIANT	Ms. Jocelyn O. Santillan, the Compliance Officer, is not a member of the Board of Directors (per the minutes of the Organizational Meeting of the Board, June 29, 2026).	
4. Compliance Officer attends training/s on corporate governance annually.	NON-COMPLIANT		The Compliance Officer was not able to attend a formal annual corporate governance training program during the reporting period. The Company acknowledges the importance of continuous professional development and will ensure the Compliance Officer's participation in relevant corporate governance training programs in the succeeding period.
Principle 2: The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the company's articles and by-laws, and other legal pronouncements and guidelines should be clearly made known to all directors as well as to stockholders and other stakeholders.			
Recommendation 2.1			
1. Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the company.	COMPLIANT	As recorded in the Board resolutions and minutes of the Board meetings for 2025 (ratified at the June 29, 2026 Annual Stockholders' Meeting).	
Recommendation 2.2			

1. Board oversees the development, review and approval of the company's business objectives and strategy.	COMPLIANT	As recorded in the minutes of the Board meetings for 2025 (ratified at the June 29, 2026 Annual Stockholders' Meeting); review of business objectives and strategy is undertaken at Board meetings.	
2. Board oversees and monitors the implementation of the company's business objectives and strategy in order to sustain the company's long-term viability and strength.	COMPLIANT	As recorded in the minutes of the Board meetings for 2025 (ratified at the June 29, 2026 Annual Stockholders' Meeting), where the Board monitors implementation of the business objectives and strategy.	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	COMPLIANT	• Chairperson is Felicisimo Nacino Jr., a UP-MBA graduate with over 40 years management experience. • See attached Resume.	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	COMPLIANT	As per Section 2.2.1.2 of the Manual on Corporate Governance, which requires the Board to adopt and oversee a succession plan for directors, key officers and the heads of control functions.	
2. Board adopts a policy on the retirement for directors and key officers.	COMPLIANT	As per Section 2.2.1.5 of the Manual on Corporate Governance, and the Company's retirement plan.	
Recommendation 2.5			
1. Board formulates and adopts a policy specificying the relationship between remuneration and performance of key officers and board members.	COMPLIANT	As per Section 2.2.2.2 of the Manual on Corporate Governance (Remuneration and Compensation Committee).	
2. Board aligns the remuneration of key officers and board members with long-term interests of the company.	COMPLIANT		
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	COMPLIANT		
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	COMPLIANT	• As per section 2.2.2.1 of Manual on Corporate Governance (uploaded to website).	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	COMPLIANT		
3. Board nomination and election policy includes how the company accepts nominations from minority shareholders.	COMPLIANT	Any shareholder, including a minority shareholder, may submit nominations for election to the Board to the Corporate Governance and Nomination Committee, which pre-screens and shortlists all candidates, as provided in Section 6 and Section 2.2.2.1 of the Manual on Corporate Governance.	

4. Board nomination and election policy includes how the board reviews nominated candidates.	COMPLIANT	• As per section 2.2.2.1 of Manual on Corporate Governance (uploaded to website).	
5. Board nominations and election policy includes an assessment of the effectiveness of the Board's processes in the nomination, election or replacement of a director.	COMPLIANT		
6. Board has a process for identifying the quality of directors that is aligned with the strategic direction of the company.	COMPLIANT		

Recommendation 2.7			
1. Board has overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occuring transactions.	COMPLIANT	As per the Related Party Transactions Policy (2025), uploaded to the website, which establishes a Company-wide policy and system governing related party transactions.	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	COMPLIANT	As provided in Section 4 of the Related Party Transactions Policy (2025): material RPTs are reviewed by the Audit Committee, approved by the Board, and confirmed by the stockholders.	
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	COMPLIANT	As provided in Section 3 (Scope and Coverage) of the Related Party Transactions Policy (2025), which covers the Company and all entities within its group.	
Recommendation 2.8			
1. Board is primarily responsible for approving the selection of Management led by the chief Executive Officer (CEO) and the heads of the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	COMPLIANT	As per the minutes of the Organizational Meeting of the Board (May 2026).	
2. Board is primarily responsible for assessing the performance of Management led by the Chief Executive Officer (CEO) and the other control functions (Chief Risk Officer, Chief Compliance Officer and Chief Audit Executive).	NON-COMPLIANT		As a small, closely-held company with fewer than ten employees, the assessment of Management — led by the CEO and the heads of control functions — is undertaken directly by the Chairman/CEO and the Board through regular meetings and the review of the Annual Business Plan, rather than through a separate formal evaluation framework.
Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management, including the Chief Executive Officer performance is at par with the standards set by the Board and Senior Management.	COMPLIANT	• The Board approves the Annual Business Plan which sets Targets and Directions for the year. • Every Board meeting, the Board conducts performance management review against these standards, as recorded in the attached minutes.	
2. Board establishes an effective performance management framework that ensures that personnel's performance is at par with the standards set by the Board and Senior Management.	COMPLIANT		
Recommendation 2.10			
1. Board oversees than an appropriate internal control system is in place.	COMPLIANT	• As per attached Reliable Internal Audit Charter, and section 2.3.5 of Manual on Corporate Governance (uploaded to website).	

2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	COMPLIANT	The internal control system includes a mechanism for monitoring and managing potential conflicts of interest, as provided in Section 7.2 of the Manual on Corporate Governance and the Conflict-of-Interest Policy (2025).	
3. Board approves the Internal Audit Charter.	COMPLIANT		
Recommendation 2.11			
1. Board oversees that the company has in place a sound enterprise risk management (ERM) framework to effectively identify, monitor, assess, and manage key business risks.	COMPLIANT	As per Section 7 of the Manual on Corporate Governance (Enterprise Risk Management and Internal Control).	
2. The risk management framework guides the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.	COMPLIANT		
Recommendation 2.12			
1. Board has a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties.	COMPLIANT	The Board Charter is provided by Article III of the Amended By-Laws, Section 2.2.1 of the Manual on Corporate Governance, and the Company's dedicated Board Charter (2025), all uploaded to the website.	
2. Board Charter serves as a guide to the directors in the performance of their functions.	COMPLIANT		
3. Board Charter is publicly available and posted on the company's website.	COMPLIANT		
Principle 3: Board committees should be set up to the extent possible to support the effective performance of the Board's functions, particularly with respect to audit, risk management, related party transactions, and other key corporate governance concerns, such as nomination and remuneration. The composition, functions, and responsibilities of all committees established should be contained in a publicly available Committee Charter.			
Recommendation 3.1			
1. Board establishes board committees that focus on specific board functions to aid in the optimal performance of its roles and responsibilities.	COMPLIANT	• As per section 2.2.2 of the Manual on Corporate Governance (uploaded to website).	
Recommendation 3.2			
1. Board establishes an Audit Committee to enhance its oversight capability over the company's financial reporting, internal control system, internal and external audit processes, and compliance with applicable laws and regulations.	COMPLIANT	As per Section 2.2.2.3 of the Manual on Corporate Governance, and the Audit Committee Charter (2025).	

2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	NON-COMPLIANT		As a small, closely-held insurance brokerage with a limited number of directors, the Company currently has one (1) independent director, who sits on the Audit Committee. Given the Company's size and structure, a majority-independent composition is not practicable at this time.
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	COMPLIANT	• As reflected in resume of Board of Directors who are members of the Audit Committee.	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	COMPLIANT	• As per attached minutes of the Organizational Meeting of Reliable.	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.	COMPLIANT	As per Section 2.2.2.1 of the Manual on Corporate Governance and the Corporate Governance and Nomination Committee Charter (2025), uploaded to the website; and the minutes of the Organizational Meeting of the Board (June 29, 2026).	
2. Corporate Governance Committee is composed of at least three members, majority of whom should be independent directors.	NON-COMPLIANT		As a small, closely-held insurance brokerage with a limited number of directors, the Company currently has one (1) independent director, who sits on and chairs the Corporate Governance and Nomination Committee. Given the Company's size and structure, a majority-independent composition is not practicable at this time.
3. Chairman of the Corporate Governance Committee is an independent director.	COMPLIANT	As per the Corporate Governance and Nomination Committee Charter (2025) and the minutes of the Organizational Meeting of the Board (June 29, 2026).	
Recommendation 3.4			
1. Board establishes a separate Board Risk Oversight Committee (BROC) that should be responsible for the oversight of a company's Enterprise Risk Management system to ensure its functionality and effectiveness.	COMPLIANT	The Company has established a Board Risk Oversight Committee as provided in Section 2.2.2.4 of the Manual on Corporate Governance and the Risk Oversight Committee Charter (2025), uploaded to the website.	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	NON-COMPLIANT		The risk-oversight function is performed under the Risk Oversight Committee Charter (2025). As a small, closely-held brokerage with one (1) independent director, a majority-independent composition is not practicable at this time.
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	NON-COMPLIANT		Owing to the Company's size and limited number of directors, certain chairmanship roles are necessarily held by the same directors. The Company will separate these roles as the Board expands.

4. At least one member of the BROC has releveant thorough knowledge and experience on risk and risk management.	NON-COMPLIANT		The members performing the risk-oversight function have relevant business, finance and insurance-brokerage experience. The Company will further strengthen dedicated risk expertise as the Board expands.

Recommendation 3.5			
1. The Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	NON-COMPLIANT		As a small, closely-held brokerage, the Company has not established a separate Related Party Transactions Committee. Under the Related Party Transactions Policy (2025), the Audit Committee performs the RPT review function.
2. RPT Committee is composed of at least three non-executive directors, majority of whom should be independent, including the Chairman.	NON-COMPLIANT		No separate RPT Committee is maintained; the Audit Committee performs this function under the Related Party Transactions Policy (2025).
Recommendation 3.6			
1. All established committees have a Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	COMPLIANT	The Company’s committees are governed by their respective 2025 Charters — Board, Audit, Risk Oversight, Remuneration/Compensation and Internal Audit — each stating the committee’s purpose, membership, structure, operations and reporting process; all uploaded to the website.	
2. Committee Charters provide standards for evaluating the performance of the Committees.	COMPLIANT	Each Committee Charter (2025) includes provisions for evaluating the performance of the committee.	
3. Committee Charters were fully disclosed on the company's website.	COMPLIANT	The Committee Charters and Board Charter (2025) are disclosed on the Company’s website.	
Principle 4: To show full commitment to the company, the directors should devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the corporation's business.			
Recommendation 4.1			
1. The Directors attends and actively participates in all meetings of the Board, Committees and shareholders in person or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission.	COMPLIANT	• Please refer to minutes of the Reliable Board meetings for the year 2025 (attached).	
2. The directors review meeting materials for all Board and Committee meetings.	COMPLIANT		
3. The directors asks the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	COMPLIANT		

Recommendation 4.2			
1. Non-executive directors concurrently serve as directors to a maximum of five Insurance Commission Regulated Entities (ICREs) and publicly-listed companies to ensure that they have sufficient time to fully prepare for meetings, challenge Management's proposals/views, and oversee the long-term strategy of the company.	COMPLIANT	• The three (3) non-executive directors do not serve concurrently as director in any other ICRE or any publicly-listed company.	
Recommendation 4.3			
1. The directors notify the company's board where he/she is an incumbent director before accepting a directorship in another company.	COMPLIANT	• The directors have not accepted a directorship in another company other than what they had at the start.	
Principle 5: The board should endeavor to exercise an objective and independent judgment on all corporate affairs.			
Recommendation 5.1			
1. The Board is composed of at least twenty percent (20%) independent directors.	NON-COMPLIANT		The Board has seven (7) authorized seats, of which six (6) are filled and one (1) is held vacant; one (1) of the incumbent directors is independent (Mr. Butch Prieto). Given the Company's size and closely-held structure, this does not yet meet the recommended twenty percent (20%) threshold, and the vacant seventh seat is kept reserved so a second independent director may be elected as and when a suitably qualified candidate is identified. Pending that election, the incumbent independent director continues to provide objective, independent judgment and oversight in the Board and its committees.
Recommendation 5.2			
1. The independent directors possess all the necessary qualifications and none of the disqualifications to hold the position.	COMPLIANT	• As reflected in the resume of the independent director (Philip V. Prieto) as uploaded to website.	

Recommendation 5.3			
1. The independent directors serve for a maximum cumulative term of nine years. As far as Insurance Companies are concerned, the foregoing term limit shall be reckoned from 02 January 2015 while the reckoning date for the Pre-Need Companies and Health Maintenance Organizations shall be from 21 September 2016. For other covered entities, all previous terms served by existing Independent Directors prior to the effectivity of this Circular shall not be included in the application of the term limit prescribed in this item.	COMPLIANT	• The maximum cumulative term of nine years will end in 2025 yet.	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	COMPLIANT	• As per Section 2.2.2.1 of the Manual on Corporate Governance.	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board submits to the Insurance Commission a formal written justification and seek shareholders' approval during the annual shareholders' meeting.	COMPLIANT	• No such instance to date.	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	NON-COMPLIANT		As a small, closely-held company with fewer than ten employees, it is not yet economically viable to separate the positions of Chairman and Chief Executive Officer. Their respective responsibilities are defined in Article IV of the By-Laws, and the independent director provides objective oversight.
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	COMPLIANT	• As defined in Article IV of the company's By-Laws.	
Recommendation 5.5			
1. If the Chairman of the Board is not an independent director or where the roles of Chairman and CEO are being held by one person, the Board should designate a lead director among the independent directors.	NON-COMPLIANT		With one (1) independent director, the designation of a lead independent director is not applicable at this time.
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation should abstain from taking part in the deliberations for the same.	COMPLIANT	• No such instance to date.	

Recommendation 5.7			
1. The non-executive directors (NEDs) have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the corporation.	NON-COMPLIANT		As a small, closely-held brokerage, the non-executive directors have not held separate periodic meetings with the external auditor and the heads of control functions; the Board as a whole meets with the external auditor. The Company will adopt separate sessions as it grows.
2. The meetings are chaired by the lead independent director.	NON-COMPLIANT		**There is currently no lead independent director (see Rec 5.5), as the Company has one (1) independent director; this recommendation is therefore not applicable at this time.**
Principle 6: The best measure of the Board's effectiveness is through an assessment process. The Board should regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.			
Recommendation 6.1			
1. The Board conducts an annual assessment of its performance as a whole.	NON-COMPLIANT		The Manual on Corporate Governance (Section 8.2) now establishes a system for assessing the performance of the Board, its members and its committees. Pending full implementation, performance has been assessed by the Chairman through regular Board meetings; the Company will conduct the formal annual assessment going forward.
2. The performance of the Chairman is assessed annually by the Board.	NON-COMPLIANT		The performance of the Chairman has been assessed informally by the Board through regular meetings; the Company will incorporate the Chairman's assessment into the annual Board self-assessment under Section 8.2 of the Manual.
3. The performance of the individual member of the Board is assessed annually by the Board.	NON-COMPLIANT		Individual director performance has been assessed informally; the Company will include individual assessments in the annual self-assessment under Section 8.2 of the Manual.
4. The performance of each committee is assessed annually by the Board.	NON-COMPLIANT		Committee performance will be assessed annually under Section 8.2 of the Manual and the respective Committee Charters, which provide for self-assessment.
5. Every three years, the assessments are supported by an external facilitator.	NON-COMPLIANT		As a small, closely-held company, the Company has not engaged an external facilitator for Board assessment; it will consider doing so as warranted by its size and complexity.
Recommendation 6.2			
1. Board has in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, individual directors and committees.	COMPLIANT	As per Section 8.2 of the Manual on Corporate Governance, which establishes the criteria and process for assessing the performance of the Board, its individual members and its committees.	
2. The system allows for a feedback mechanism from the shareholders.	COMPLIANT	• Shareholders are all internal -- either directors, officers or employees of the company.	

Principle 7: Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders			
Recommendation 7.1			
1. Board adopts a Code of Business Conduct and Ethics, which provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of the company.	COMPLIANT	• As per Reliable Code of Business Principles (uploaded to website).	
2. The Code is properly disseminated to the Board, senior management and employees.	COMPLIANT		
3. The Code is disclosed and made available to the public through the company website.	COMPLIANT		
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	COMPLIANT	• As discussed regularly and monitored in regular meetings of the staff.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	COMPLIANT		
Disclosure and Transparency			
Principle 8: The company should establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations:			
Recommendation 8.1			
1. Board establishes corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that gives a fair and complete picture of a company's financial condition, results and business operations.	COMPLIANT	• As per Section 5 of the Manual on Corporate Governance (uploaded to website).	
Recommendation 8.3			
1. Board fully discloses all relevant and material information on individual board members to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	• All resumes of members of the board of Directors are disclosed and uploaded to website.	

2. Board fully discloses all relevant and material information on key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.	COMPLIANT	• All resumes of key executives are disclosed and uploaded to website.	
Recommendation 8.4			
1. Company provides a clear disclosure of its policies and procedure for setting Board remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.	COMPLIANT	• As per Section 2.2.2.1.5. of Manual on Corporate Governance (uploaded to website).	
2. Company provides a clear disclosure of its policies and procedure for setting Executive remuneration, including the level and mix of the same in the Annual Corporate Governance Report consistent with ASEAN Corporate Governance Scorecard (ACGS) and the Revised Corporation Code.	COMPLIANT	• As per Section 2.2.2.1.5. of Manual on Corporate Governance (uploaded to website).	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	COMPLIANT	• Director's per diem: ₱ 3,000 per meeting • CEO salary: ₱ 120K/month	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occuring transactions.	COMPLIANT	As per the Related Party Transactions Policy (2025), uploaded to the website.	
2. Company discloses material or significant RPTs in its Annual Company Report or Annual Corporate Governance Report, reviewed and approved by the Board, and submitted for confirmation by majority vote of the stockholders in the annual stockholders' meeting during the year.	COMPLIANT	Material related party transactions are disclosed in Note 12 of the Audited Financial Statements (SGV) and in this Annual Corporate Governance Report; reviewed and approved by the Board and confirmed by the stockholders at the Annual Stockholders' Meeting, per the Related Party Transactions Policy (2025).	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	COMPLIANT	The Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance, which is posted on the Company's website at reliable-insurance.ph.	
2. Company's MCG is posted on its company website.	COMPLIANT		

Principle 9: The company should establish standards for the appropriate selection of an external auditor, and exercise effective oversight of the same to strengthen the external auditor's independence and enhance audit quality.			
Recommendation 9.1			
1. Audit Committee has a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditors.	COMPLIANT	As per Section 2.2.2.3 of the Manual on Corporate Governance, and the Audit Committee Charter (2025).	
2. The appointment, reappointment, removal, and fees of the external auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.	COMPLIANT	• 100% of shareholders ratified the appointment of external auditor (Reliable is a privately-held corp.)	
3. For removal of the external auditor, the reasons for removal or change are disclosed to the regulators and the public through the company website and required disclosures.	COMPLIANT	• No such instance to date.	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: i. assessing the integrity and independence of external auditors; ii. exercising effective oversight to review and monitor the external auditor's independence and objectivity; and. iii. exercising effective oversight to review and monitor the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements.	COMPLIANT	The Audit Committee's responsibilities concerning the external auditor are set out in Section 2.2.2.3 of the Manual on Corporate Governance and the Audit Committee Charter (2025).	
2. Audit Committee Charter contains the Committee's responsibility on reviewing and monitoring the external auditor's suitability and effectiveness on an annual basis.	COMPLIANT	The Audit Committee's responsibility to review and monitor the external auditor's suitability and effectiveness on an annual basis is set out in Section 2.2.2.3 of the Manual and the Audit Committee Charter (2025).	
Recommendation 9.3			
1. Company discloses the nature of non-audit services performed by its external auditor in the Annual Report to deal with the potential conflict of interest.	COMPLIANT	• No such instance to date.	

2. Audit Committee stays alert for any potential conflict of interest situations, given the guidelines or policies on non-audit services, which could be viewed as impairing the external auditor's objectivity.	COMPLIANT	• As per section 2.2.2.3.2 of the Manual on Corporate Governance.	
Principle 10: The company should ensure that the material and reportable non-financial and sustainability issues are disclosed.			
Recommendation 10.1			
1. Board has a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability.	NON-COMPLIANT		As a small insurance brokerage with fewer than ten employees operating from a single leased office, the Company does not have material environmental, social or governance (EESG) or other non-financial impacts warranting a formal sustainability-reporting framework. It observes responsible and ethical business practices under its Code of Business Conduct and Ethics.
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	NON-COMPLIANT		Given its size and the absence of material non-financial impacts, the Company has not adopted a globally recognized sustainability-reporting standard; it will reassess as the business grows.
Principle 11: The company should maintain a comprehensive and cost-efficient communication channel for disseminating relevant information. This channel is crucial for informed decision-making by investors, stakeholders and other interested users.			
Recommendation 11.1			
1. The company should have a website to ensure a comprehensive, cost efficient, transparent, and timely manner of disseminating relevant information to the public.	COMPLIANT	The Company's website may be accessed at reliable-insurance.ph.	
Internal Control System and Risk Management Framework			
Principle 12: To ensure the integrity, transparency and proper governance in the conduct of its affairs, the company should have a strong and effective internal control system and enterprise risk management framework.			
Recommendation 12.1			
1. Company has an adequate and effective internal control system in the conduct of its business.	COMPLIANT	• The company has engaged the services of a senior audit executive as its Treasurer.	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	COMPLIANT	• As an insurance brokerage, Reliable considers the following as its main risks: 1. Credit risk 2. Liquidity risk Management of these risks is disclosed in the audited financial statements.	
Recommendation 12.2			

1. Company has in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations.	COMPLIANT	• In-house internal audit.	
Recommendation 12.3			
1. The company has a qualified Chief Audit Executive (CAE) appointed by the Board.	COMPLIANT	• The company's Chief Audit Executive is Mr. Ariel de Guzman (see resume). He is responsible for overseeing the internal audit activity in the Company.	
2. CAE oversees and is responsible for the internal audit activity of the organization, including that portion that is outsourced to a third party service provider.	COMPLIANT		
3. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel is assigned the responsibility for managing the fully outsourced internal audit activity.	COMPLIANT	• No such instance to date as the company does not have a fully-outsourced internal audit.	
Recommendation 12.4			
1. The company has a separate risk management function to identify, assess and monitor key risk exposures.	NON-COMPLIANT		As a small insurance brokerage with fewer than ten employees, the Company does not maintain a separate risk management function. Enterprise risk management is overseen by the Risk Oversight and Audit Committees and managed by senior management, consistent with the Company's size and risk profile (principally credit and liquidity risk).
Recommendation 12.5			
1. In managing the company's Risk Management System, the company has a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM).	NON-COMPLIANT		Given its size, the Company has not appointed a separate Chief Risk Officer. The risk-oversight role is performed by the Risk Oversight Committee, with senior management and the Treasurer/CFO responsible for day-to-day risk management.
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	NON-COMPLIANT		As there is no separate Chief Risk Officer, this recommendation is not applicable; risk-management authority resides with the Risk Oversight Committee and senior management.
Cultivating a Synergic Relationship with Shareholders			
Principle 13: The company should treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.			
Recommendation 13.1			
1. Board ensures that basic shareholder rights are disclosed in the Manual on Corporate Governance.	COMPLIANT	• As per section 6 of Manual on Corporate Governance (uploaded to website).	
2. Board ensures that basic shareholder rights are disclosed on the company's website.	COMPLIANT		

Recommendation 13.2			
1. Board encourages active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least 21 days before the meeting.	COMPLIANT	• Notice and agenda of stockholders meeting are sent out 30 days before the meeting.	
Recommendation 13.3			
1. Board encourages active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day.	COMPLIANT	• As a privately-held insurance brokerage company, voting is not by polling but unanimously.	
2. Minutes of the Annual and Special Shareholders' Meetings are available on the company website within five business days from the end of the meeting.	COMPLIANT	• As per minutes of Annual Shareholders Meeting on May 30, 2025. (uploaded to website)	
Recommendation 13.4			
1. Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	NON-COMPLIANT		The Company is small and closely-held, with shareholders limited to its directors, officers and employees. Intra-corporate concerns are addressed directly among the parties and through the Board, and statutory remedies before the Insurance Commission and the courts remain available; a separate formal alternative dispute resolution mechanism has not been adopted.
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	NON-COMPLIANT		For the reasons stated in Rec 13.4.1, the Company has not included a formal alternative dispute mechanism in its Manual on Corporate Governance.
Duties to Stakeholders			
Principle 14: The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders should have the opportunity to obtain prompt effective redress for the violation of their rights.			
Recommendation 14.1			
1. Board identifies the company's various stakeholders and promotes cooperation between them and the company in creating wealth, growth and sustainability.	COMPLIANT	• As an insurance brokerage company, Reliable promotes cooperation among its stakeholders identified as follows: 1. Customers/clients 2. Insurance companies 3. Employees 4. Suppliers/service providers 5. Stockholders	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	COMPLIANT	• As per Section 6 of the Manual on Corporate Governance (uploaded to website).	
Recommendation 14.3			

1. Board adopts a transparent framework and process that allows stakeholders to communicate with the company and to obtain redress for the violation of their rights.	COMPLIANT	• Contact details for communicating with relevant contact persons of the company are specified in the company's website.	

Principle 15: A mechanism for employee participation should be developed to create a symbiotic environment, realize the company's goals and participate in its corporate governance processes.			
Recommendation 15.1			
1. Board establishes policies, programs and procedures that encourage employees to actively participate in the realization of the company's goals and in its governance.	COMPLIANT	• Employees participate in Annual Business Planning and monthly reviews. • Employees given stock ownership.	
Recommendation 15.2			
1. Board sets the tone and makes a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct.	COMPLIANT	• As per Reliable Code of Business Principles, disseminated to all employees and uploaded to website	
2. Board disseminates the policy and program to employees across the organization through trainings to embed them in the company's culture.	COMPLIANT		
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns aboout illegal or unethical practices, without fear of retaliation.	COMPLIANT	The Company has adopted a Whistleblowing & Non-Retaliation Policy (2025), disseminated to staff and uploaded to the website, establishing a framework for reporting concerns about illegal or unethical practices without fear of retaliation.	
2. Board estabishes a suitable framework for whistleblowing that allows employees to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns.	COMPLIANT	The Whistleblowing & Non-Retaliation Policy (2025) provides reporting channels, including escalation to a designated board-level/independent recipient.	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	COMPLIANT	Under the Whistleblowing & Non-Retaliation Policy (2025), the Board oversees and ensures the enforcement of the framework.	
Principle 16: The company should be socially responsible in all its dealings with the communities where it operates. It should ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.			
Recommendation 16.1			
1. Company recognizes and places importance on the interdependence between business and society, and promotes a mutually beneficial relationship that allows the company to grow its business, while contributing to the advancement of the society where it operates.	COMPLIANT	• As per Reliable Code of Business Principles (uploaded to website). Please note Reliable operates only from one small office in the 4th floor of a building in Mandaluyong City.	