

<b>B.</b>		<b>Equitable Treatment of Shareholders</b>			
<b>B.1</b>	<b>Shares and voting rights</b>	<b>Y/ N</b>	<b>Reference/Source document</b>	<b>Remarks</b>	
B.1.1	Do the company's ordinary or common shares have one vote for one share?	Y	<a href="#">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</a>	Every KMBA member is entitled to one vote only.	
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>B.2</b>		<b>Y/ N</b>	<b>Reference/Source document</b>	<b>Remarks</b>
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	<a href="#">2017 Minutes of Annual General Meeting: Agenda No. 7 Approval &amp; Ratification of Board &amp; Management Actions P. 8-9</a>	Summary of Board resolutions are also posted at KMBA website under Notice of AGM
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	<a href="#">KMBA website: Disclosure Notice of Annual General Meeting</a>	

<b>Does the notice of AGM/circulars have the following details:</b>					
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?	<p><b>OECD Principle II</b> (A) All shareholders of the same series of a class should be treated equally. (4) Impediments to cross border voting should be eliminated.</p> <p><b>ICGN 8.3.2 Shareholder participation in governance</b> Shareholders should have the right to participate in key corporate governance decisions, such as the right to nominate, appoint and remove directors in an individual basis and also the right to appoint external auditor.</p> <p><b>ICGN 8.4.1 Shareholder ownership rights</b> 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	<a href="#">KMBA website: Disclosure Board Profile</a>	
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?		Y	<a href="#">Notice of 12th AGM: Agenda item 8 Confirmation on the Appointment of External Auditor P 3</a>	
B.2.5	Has an explanation of the dividend policy been provided?		N/A	<a href="#">2017 Annual Report: Policy on Dividends</a>	However, we give members benefits in the form of re-insurance, scholarship and other financial assistance instead of giving individual dividend.
B.2.6	Is the amount payable for final dividends disclosed?		N/A	<a href="#">2017 Annual Report: Policy on Dividends</a>	KMBA is a non-stock, not for profit, mutual aid organization, and thus not pay dividends
B.2.7	Were the proxy documents made easily available?		Y	<a href="#">KMBA Website: Downloadable Forms Proxy Voting Forms</a>	Filled-up Proxy voting forms are kept in the KMBA head office

<b>B.3</b>	<b>Insider trading and abusive self-dealing should be prohibited.</b>		<b>Y/ N</b>	<b>Reference/Source document</b>	<b>Remarks</b>
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><b>OECD Principle III</b> <b>(B) Insider trading and abusive dealing should be prohibited</b></p> <p><b>ICGN 3.5 Employee share dealing</b> Companies should have clear rules regarding any trading by</p>	N/A		Default

B.3.2	Are the directors / commissioners required to report their dealings in company shares within 3 business days?	directors and employees in the company's own securities. Among other issues, these must seek to ensure individuals do not benefit from knowledge which is not generally available to the market.	N/A		Not Applicable Items
<b>B.4</b>	<b>Related party transactions by directors and key executives.</b>		<b>Y/ N</b>	<b>Reference/Source document</b>	<b>Remarks</b>
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><b>OECD Principle III</b> (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><b>ICGN 2.11.1 Related party transactions</b> 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>	Y	<a href="#">KMBA Website: Policy on Related Party transaction</a>  <a href="#">Revised CGM: Governance Policies &amp; Structure: Disclosure of RPT's &amp; Other Conflict of Interest item 2.1.10 P. 10-11; Transparency &amp; Disclosure item 5.2.1 Information for Public Disclosure, b. Related Party Transaction;</a>	Policy on Related party Transaction are posted on KMBA website
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?	<p><b>ICGN 2.11.2 Director conflicts of interest</b> 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	<a href="#">Revised CGM: Stakeholders item 4.3 Review of Related Party Transaction P. 31-32</a>	The Audit Committee, which reviews RPTs, have an Independent Trustee as Chairperson
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	<a href="#">KMBA Code of Ethics: Item 3.3 Procedure for Handling Complaints and Violations P. 6-7</a>	
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 have a policy since we don't practice giving loans to our Trustees

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?	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?	Y	<a href="#">Report on 2017 Audited Financial Statement Note 19 Related Party Transaction; Minutes of 2nd Regular Board Meeting_04.28.17 Audit Committee Report on Related Party Transaction; Revised CGM: Disclosure &amp; Transparency item 5.2.1 b</a>	