



WESTERN GUARANTY CORPORATION

11th Floor, ETY Building, 484 Quintin Paredes St., Binondo, Manila

Tel. Trunkline 241-74-01

Email: customer-care@westernguaranty.ph • Website: www.westernguaranty.ph

CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company Annual Corporate Governance Report are true, complete and correct.

May 23, 2025

Ref Acctg 202-08



Honorable Reynaldo A. Regalado
Insurance Commissioner
Insurance Commission
United Nations Avenue
Manila

Dear Commissioner Regalado,

With reference to IC Circular Letter 2020-72 dated June 13, 2020, we submit herewith the duly accomplished Annual Corporate Governance Report (ACGR) covering the period 2024 together with its attachment

We hope you will find everything in order

Thank you

Very truly yours

NAME	ID NO.	DATE/PLACE ISSUED
1. Atty. Levy Edwin C. Ang	SSS # 08-0936596-2	
2. Atty. ...	SSS # 03-1246515-5	
3. Atty. Elsa R. Reblora	SSS # 03-4009356-0	
4. Clarita H. Chua	SSS # 03-1213629-3	
5. Atty. Caesar R. Cortez	TIN # 148-046-128	
6. Atty. Gerardo ...	TIN # 141-782-947	

CARMELITA M. PESTANIO

Vice President – Accounting Department

ATTY. NESTOR C. ...
NOTARY PUBLIC FOR CITY OF MANILA
COMMISSION NO. ... UNTIL DEC. 31, 2025
RM. 422A MHI PLAZA VI AZA-ETA, CRUZ MLA
TEL. NO. 8733733 / ROLL OF ATTY. NO. 30411
JEP NO. 480345 - 3-09-24
PTR NO. 2074450 - 1-2-2023
MCLE VII-0017737 - 12-18-24

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Page No. 99
Book No. 253
Series of 2025.

MAY 22 2025

TY. LEVY EDWIN E. AN


HOA SIU TIN

TY. ELSA R. REE

Ch...e

ATTY. CAESAR R. CERTEZA
INDEPENDENT DIRECTOR

COMPLIANCE OFFICER



ATTY GERONIMO B. HAILU

MAY 22 2025

NAME

1. Atty. Levy Edwin C. Ang
2. Choa Siu Tin
3. Atty. Elsa R. Reblora
4. Clarita N. Chua
5. Atty. Caesar R. Certeza
6. Atty. Geronimo B. Halili

Doc. No. 493;
Page No. 99;
Book No. 256;
Series of 2025.

ATTY NESTOR C. JAMRICO

ANNUAL CORPORATE GOVERNANCE REPORT OF WESTERN GUARANTY CORPORATION

1. For the fiscal year ended **2024**
2. SEC Identification Number **2025/58-R**
3. **Manila, Philippines**
Province, Country or other jurisdiction of incorporation or organization
4. **11th Floor ETY Building, 484 Quintin Paredes Street, Binondo, Manila** **1009**
Address of principal office Postal Code
5. **(02) 8241-7401**
Company's telephone number, including area code
6. **www.westernguaranty.ph**
Company's official website
7. **N/A**
Former name former address, and former fiscal year, if changed since last report.

ANNUAL CORPORATE GOVERNANCE REPORT			
	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	Western Guaranty Corporation is a family corporation lead by Atty, Levy Edwin C. Ang as Chairman with various professional and academic backgrounds and experience. Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/BOD-Key-Officers-Profiles.pdf Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf – Section V: Qualifications of the Members of the Board	
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	The Board is composed of seven (7) members, four (4) is non-executive directors Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-General-Information-Sheet.pdf	
Recommendation 1.3			
1. Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors.	Compliant	Our policy on training of Directors is included in our Corporate Governance Manual Section VIII - Trainings of the Members of the Board	

		Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf	
2. Company provides in its Board Charter or Manual on Corporate Governance an orientation program for first time directors.	Compliant	None of our directors in 2024 is a first-time director. All Directors have attended the training related to Corporate Governance.	
3. Company has relevant annual continuing training for all directors.	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/List-of-Training-Certificates.pdf	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	Our policy on Board Diversity is included in our Corporate Governance Manual Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf In 2024, The Board is composed of two (2) female Directors and five (5) male Directors. Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-General-Information-Sheet.pdf	
Recommendation 1.5			
1. Board is assisted in its duties by a Corporate Secretary.	Compliant	Atty. Elsa R. Reblora is the appointed Corporate Secretary	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	Duties & responsibilities of Corporate Secretary is provided in our Amended By-Laws and Corporate Governance Manual – Section 1	
3. Corporate Secretary is not a member of the Board of Directors.	Compliant		

		<p>The Corporate Secretary is Atty Elsa R. Reblora while the Compliance Officer are Ms Clarita Chua and Ms Carmelita M. Pestanio.</p> <p>Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-General-Information-Sheet.pdf</p>	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	<p>Atty, Reblora has attended the corporate governance training conducted by Insurance Institute for Asia and the Pacific, Inc. last August 23, 2021.</p> <p>Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/List-of-Training-Certificates.pdf</p>	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	<p>Ms Clarita Chua and Ms Carmelita M. Pestanio are the appointed Compliance Officer</p> <p>Ms. Chua has a position equivalent to that of a rank of EVP & GM while Ms Pestanio has a position equivalent to that of a rank of VP-Accounting, both with adequate stature and authority in the Corporation.</p> <p>Ms Chua and Ms Pestanio are not a member of the Board</p> <p>Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-General-Information-Sheet.pdf</p>	
2. Compliance Officer has a rank of Senior Vice President or an equivalent position with adequate stature and authority in the corporation.	Compliant		
3. Compliance Officer is not a member of the board.	Compliant		
4. Compliance Officer attends training/s on corporate governance annually.	Compliant	Ms Chua and Ms Pestanio have attended the corporate governance training conducted by Insurance	

		Institute for Asia and the Pacific, Inc. last August 23, 2021 Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/List-of-Training-Certificates.pdf	
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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-Minutes-of-the-Annual-Stockholders-Meeting.pdf	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-Minutes-of-the-Annual-Stockholders-Meeting.pdf	
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	Special meeting and annual review of business objectives and strategy were taken up by the board. Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Amended-By-Laws.pdf	
Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson.	Compliant	Our Chairman of the Board is Atty. Levy Edwin C. Ang. Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-General-Information-Sheet.pdf https://westernguaranty.ph/wp-content/uploads/2025/05/BOD-Key-Officers-Profiles.pdf	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management.	Compliant	Our company's succession planning is provided in our Corporate Governance Manual	

2. Board adopts a policy on the retirement for directors and key officers.	Compliant	<p>The company's retirement plan for directors, officers and employees is provided in WGC Retirement Plan</p> <p>Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf</p> <p>https://westernguaranty.ph/wp-content/uploads/2025/05/WGC-Retirement-Plan.pdf</p>	
Recommendation 2.5			
1. Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members.	Compliant	Our policy on board remuneration and performance of key officers is provided in our Corporate Governance Manual.	
2. Board aligns the remuneration of key officers and board members with long-term interests of the company.	Compliant	Directors do not participate in discussions and deliberations involving his/her own remuneration.	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	<p>Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf</p> <p><u>Section IX - Remuneration & Section X – Performance Evaluation.</u></p>	
Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	Our policy on board nomination and election is disclosed in our Corporate Governance Manual.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	<p>Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf</p> <p>Section IV - Board Committees & Section V - Qualifications of the Members of the Board</p>	
3. Board nomination and election policy includes how the company accepts nominations from minority shareholders.	Compliant	The Corporate Governance, Compensation & Remuneration and	

4. Board nomination and election policy includes how the board reviews nominated candidates.	Compliant	Nomination Committee ensures that only those qualified nominees that have all the qualification of directorship to be elected to the Board.	
5. Board nomination 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 occurring transactions.	Compliant	Our policy on Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions is disclosed in our Corporate Governance Manual and we have no related party transactions. Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-Audited-FS.pdf	
2. RPT policy includes appropriate review and approval of material RPTs, which guarantee fairness and transparency of the transactions.	Compliant		
3. RPT policy encompasses all entities within the group, taking into account their size, structure, risk profile and complexity of operations.	Compliant		

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	The Board is primarily responsible for appointing and approving the selection of management team. Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf Section IV - Board Committees.	
2. Board is primarily responsible for assessing the performance 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	The Board is primarily responsible for assessing the performance of Management Team conducted on annual basis.	
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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Performance-Review-Development-Report.pdf	
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 that an appropriate internal control system is in place.	Compliant	The Board establishes the Audit Committee with Duties and Responsibilities	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf Section IV	

3. Board approves the Internal Audit Charter.	Compliant	The Audit Committee meets with the Board at least every quarter with other management team members and periodically meets with the head of the internal audit.	
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	Our policy on Risk Management Framework is disclosed in our Corporate Governance Manual Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf	
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.	Non-Compliant		Board Charter still on progress
2. Board Charter serves as a guide to the directors in the performance of their functions.	Non-Compliant		Board Charter still on progress
3. Board Charter is publicly available and posted on the company's website.	Non-Compliant		Board Charter still on progress
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	<p>The Board establishes different board committees that focus on specific board functions.</p> <p>Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf Section IV – Board Committees.</p>	
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	One of the responsibilities of Audit Committee is to recommend the appointment and removal of the company's external auditor.	
2. Audit Committee is composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman is independent.	Compliant	<p>The Audit Committee is composed of five (5) and chaired by Ms Choa Siu Tin</p> <p>Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/List-of-Committee.pdf</p>	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/BOD-Key-Officers-Profiles.pdf	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant	<p>The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee</p> <p>Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/List-of-Committee.pdf</p>	
Recommendation 3.3			
1. Board establishes a Corporate Governance Committee tasked to assist	Compliant	Our policy on Corporate Governance Committee is disclosed	

the Board in the performance of its corporate governance responsibilities, including the functions that were formerly assigned to a Nomination and Remuneration Committee.		on our Corporate Governance Manual Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf Section IV – Board Committees	
2. Corporate Governance Committee is composed of at least three members, majority of whom should be independent directors.	Compliant	The Corporate Governance Committee is composed of three (3) members	
3. Chairman of the Corporate Governance Committee is an independent director.	Compliant	The Chairman of the Corporate Governance is Atty. Caesar Certeza, who is an Independent Director Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-General-Information-Sheet.pdf	
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	Our policy on Risk Management Framework is disclosed on our Corporate Governance Manual Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf	
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	Our BROC is composed of three (3) members and chaired by Ms Ma Joselita L. Ang Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/List-of-Committee.pdf https://westernguaranty.ph/wp-content/uploads/2025/05/BOD-Key-Officers-Profiles.pdf	

3. The Chairman of the BROC is not the Chairman of the Board or of any other committee.	Compliant	The Chairman of the BROC is not the Chairman of the Board of any other committee	
4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	Mr. Johnson M. Kwan is one of the committee members who has a relevant thorough knowledge and experience on risk management https://westernguaranty.ph/wp-content/uploads/2025/05/BOD-Key-Officers-Profiles.pdf https://westernguaranty.ph/wp-content/uploads/2025/05/List-of-Training-Certificates.pdf	
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.	Compliant	Our policy on Related Party Transaction is included on our Corporate Governance Manual Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf	
2. RPT Committee is composed of at least three non-executive directors, majority of whom should be independent, including the Chairman.	Compliant	Our RPT Committee is composed of four (4) members including the Head Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/List-of-Committee.pdf	
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.	Non-Compliant		Preparation of Committee Charter is still on process
2. Committee Charters provide standards for evaluating the performance of the Committees.	Non-Compliant		Preparation of Committee Charter is still on process

3. Committee Charters were fully disclosed on the company's website.	Non-Compliant		Preparation of Committee Charter is still on process
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	Our policy on Stockholders meeting is disclosed on our Corporate Governance Manual and Amended By-laws Article II – Stockholders' Meetings Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-Minutes-of-the-Annual-Stockholders-Meeting.pdf	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant	Our policy on Board Committee meetings is disclosed on Amended By-laws Article III – Board of Directors	
3. The directors ask the necessary questions or seek clarifications and explanations during the Board and Committee meetings.	Compliant	No occurrence during the Board and Committee meetings	
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	Our policy on multiple board seats is provided in our Corporate Governance Manual The BOD directorships are provided in the Directors and Key Officers' Profiles	
Recommendation 4.3			
1. The directors notify the company's board where he/she is an incumbent director	Compliant	There are no directors serving as directors in another company	

before accepting a directorship in another company.			
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.	Compliant	<p>During the 2024 Annual Stockholders Meeting, two (2) Independent Directors were elected.</p> <p>Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-Minutes-of-the-Annual-Stockholders-Meeting.pdf</p> <p>https://westernguaranty.ph/wp-content/uploads/2025/05/2024-General-Information-Sheet.pdf</p>	
Recommendation 5.2			
1. The independent directors possess all the necessary qualifications and none of the disqualifications to hold the position.	Compliant	The qualifications and disqualifications of an Independent Directors are provided in our Corporate Governance Manual or Exhibit I	
Recommendation 5.3			
<p>1. The independent directors serve for a maximum cumulative term of nine years.</p> <p>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.</p> <p>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</p>	Compliant	<p>Our Independent Directors are:</p> <ol style="list-style-type: none"> 1. Atty. Caesar Certeza – Director since 2014 2. Atty. Geronimo Halili – Director since 2017 <p>Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-Minutes-of-the-Annual-Stockholders-Meeting.pdf</p>	

application of the term limit prescribed in this term.			
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf Section III – Independent Directors	
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 occurrence	
Recommendation 5.4			
1. The positions of Chairman of the Board and Chief Executive Officer are held by separate individuals.	Compliant	The Chairman of the Board is Mr. Levy Edwin C. Ang while the President is Ms Choa Siu Tin.	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant	The roles of the Chairman of the Board and the President are provided in our Amended By-Laws and Corporate Governance Manual	
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.	Compliant	The Chairman of the Board and the President are held by separate individuals. The Chairman of the Board is not an Independent Director. Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-General-Information-Sheet.pdf	
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	One of the responsibilities of the Board is to desist from all transaction with his/her material interest. Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf	
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		Meetings between non-executive directors with external auditor and heads of internal audit is still to be scheduled.
2. The meetings are chaired by the lead independent director.	Non-Compliant		No meetings were done as of the moment.
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. Board conducts an annual self-assessment of its performance as a whole.	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf Section X – Performance Evaluation	
2. The performance of the Chairman is assessed annually by the Board.	Compliant		
3. The performance of the individual member of the Board is assessed annually by the Board.	Compliant		
4. The performance of each committee is assessed annually by the Board.	Compliant		

5. Every three years, the assessments are supported by an external facilitator.	Non-Compliant		Still for compliance
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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf Section VII – Conduct of Board of Directors Meetings	
2. The system allows for a feedback mechanism from the shareholders.	Compliant		
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	Written code of Business Conduct and Ethics was disseminated to all officers and employees for information, guidance and compliance.	
2. The Code is properly disseminated to the Board, senior management and employees.	Compliant	Part of the orientation of the newly hired employee.	
3. The Code is disclosed and made available to the public through the company website.	Compliant	Company's website: https://westernguaranty.ph	
Recommendation 7.2			
1. Board ensures the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics.	Compliant	Issuance of Memorandum to remind employees to comply to Code of Business Conducts & Ethics.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant	All officers and employees are required to comply with the Code of Business Conduct and Ethics	

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	Our policy on Disclosure and Transparency is provided on our Corporate Governance Manual Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf - Disclosure and Transparency	
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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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/BOD-Key-Officers-Profiles.pdf	
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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/BOD-Key-Officers-Profiles.pdf	

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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf : Disclosure and Transparency & Section IV – Board Committees	
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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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf : Disclosure and Transparency & Section IV – Board Committees	
3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Compliant	For privacy purposes, the company discloses only the policy on remuneration.	
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	Our policy on Related Party Transactions is provided on our Corporate Governance Manual No director has conflict of interest on any transactions happened or during Board Meetings.	
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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-Audited-FS.pdf No RPT's transaction occurred for the year 2024	
Recommendation 8.7			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf	
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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf Section IV – Board Committees	
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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf Section IV – Board Committees	
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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf Section IV – Board Committees	
Recommendation 9.2			
1. Audit Committee Charter includes the Audit Committee's responsibility on: <ul style="list-style-type: none"> 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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf 1. Section IV – Board Committees 2. Auditors Section II – External Auditors	

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	Our policy on Audit Committee Charter including Committees responsibility is disclosed on our Corporate Governance Manual Reference: Corporate Governance Manual Section IV – Board Committees	
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	There are no non-audit services performed by the external auditor.	
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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf Section IV – Board Committees	
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.	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf – Sustainability and Social Responsibility	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf – Sustainability and Social Responsibility	

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	Company website, FB Page, Emails, Circulars, Short Message Services (SMS), Video Conferencing and Viber.	
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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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf / The Board of Directors; Section IV – Audit Committee	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf / Risk Management Framework	

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	Our company has an in-house internal audit.	
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Recommendation 12.3

1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Compliant	Our Chief Audit Executive appointed by the Board is Ms Teresita N. Vergara Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/2024-General-Information-Sheet.pdf	
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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	The duties of CAE are disclosed in our Corporate Governance Manual Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf / The Board of Directors Section IV – Audit Committee	
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	Not Applicable	
Recommendation 12.4			
1. The company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf / Risk Management Framework	
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).	Compliant	Our company's chief risk officer is Mr Johnson M. Kwan.	
2. CRO has adequate authority, stature, resources and support to fulfill his/her responsibilities.	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/BOD-Key-Officers-Profiles.pdf	
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	Our Manual on Corporate Governance discloses the basic shareholder rights and the same is posted on our company website.	

2. Board ensures that basic shareholder rights are disclosed on the company's website.	Compliant	Our Company's Website: https://westernguaranty.ph	
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	Our company doesn't have any shareholders other than the members of the Board.	
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	No occurrence during the last Annual Stockholders' Meeting.	
2. Minutes of the Annual and Special Shareholders' Meetings were available on the company website within five business days from the end of the meeting.	Compliant	No occurrence during the last Annual Stockholders' Meeting.	
Recommendation 13.4			
1. Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Compliant	There was no instance where our policy on alternative dispute resolution was required to resolve intra-corporate disputes.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf – Risk Management Framework	
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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf - The Management Team & Risk Management Framework	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf - Whistleblower Policy.	
Recommendation 14.3			
1. Board adopts a transparent framework and process that allow stakeholders to communicate with the company and to obtain redress for the violation of their rights.	Compliant	Whistleblowing reports or concerns may be sent via the email address at customercare@westernguaranty.ph or through phone at 82417401.	
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	The Board establishes policies and procedures that encourage employees to participate by conducting an annual performance evaluation.	
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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/WGC-Employee-Code-of-Conduct.pdf	
2. Board disseminates the policy and program to employees across the	Compliant	The Board disseminates the policy and programs to employee by way	

organization through trainings to embed them in the company's culture.		of memorandum, meetings and chat group.	
Recommendation 15.3			
1. Board establishes a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation	Compliant	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf - Whistleblower Policy	
2. Board establishes 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	Reference: https://westernguaranty.ph/wp-content/uploads/2025/05/Corporate-Governance-Manual.pdf - Whistleblower Policy	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	Whistleblowing reports or concerns may be sent via the email address at customercare@westernguaranty.ph or through phone at 82417401.	
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	Our company conducted a blood letting activity which participated by majority of our people, western guaranty employee.	