

| E. Responsibilities of the Board | | | | |
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| E.1 Board Duties and Responsibilities | | | Y/ N | Reference/ Source document |
| <i>Clearly defined board responsibilities and corporate governance policy</i> | | | | |
| E.1.1 | Does the company disclose its corporate governance policy / board charter? | OECD PRINCIPLE V: Disclosure and Transparency (A) Disclosure should include, but not be limited to, material information on: 8. Governance structures and policies, in particular, the content of any corporate governance code or policy and the process by which it is implemented. | Y | Code of Corporate Governance downloadable from our website |
| E.1.2 | Are the types of decisions requiring board of directors/commissioners' approval disclosed ? | OECD PRINCIPLE VI (D) | Y | Code of Corporate Governance & By-laws are downloadable from our website |
| E.1.3 | Are the roles and responsibilities of the board of directors/commissioners clearly stated ? | | Y | Code of Corporate Governance & By-laws are downloadable from our website |
| <i>Corporate Vision/Mission</i> | | | | |
| E.1.4 | Does the company have a vision and mission statement? | OECD PRINCIPLE 6 (P58) ICGN:3.2 Integrity ICGN:3.2 Integrity The board is responsible for overseeing the implementation and maintenance of a culture of integrity. The board should encourage a culture of integrity permeating all aspects of the co., and secure that its vision, mission and objectives are ethically sound. | Y | Mission Vision accessible from our website |
| E.1.5 | Has the board review the vision and mission/strategy in the last financial year? | | Y | Code of Corporate Governance downloadable from our website |
| E.1.6 | Does the board of directors monitor/oversee the implementation of the corporate strategy? | | Y | Code of Corporate Governance downloadable from our website |
| E.2 Board structure | | | | |
| <i>Code of Ethics or Conduct</i> | | | | |

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| E.2.1 | Are the details of the code of ethics or conduct disclosed? | OECD PRINCIPLE VI (C) The board should apply high ethical standards. It should take into account the interests of stakeholders. The board has a key role in setting the ethical tone of a company, not only by its own actions, but also in appointing and overseeing key executives and consequently the management in general. High ethical standards are in the long term interests of the company as a means to make it credible and trustworthy, not only in day-to-day operations but also with respect to longer term commitments. To make the objectives of the board clear and operational, many companies have found it useful to develop company codes of conduct based on, <i>inter alia</i> , professional standards and sometimes broader codes of behaviour. The latter might include a | Y | MAPFRE CODE OF ETHICS & CONDUCT downloadable from our website |
| E.2.2 | Does the company disclose that all directors/commissioners, senior management and employees are required to comply with the code? | | Y | Code of Corporate Governance downloadable from our website |
| E.2.3 | Does the company disclose how it implements and monitors compliance with the code of ethics or conduct? | | Y | MAPFRE CODE OF ETHICS & CONDUCT downloadable from our website |
| <i>Board Structure & Composition</i> | | | | |
| E.2.4 | Do independent directors/commissioners make up at least 50% of the board of directors/commissioners? | OECD PRINCIPLE VI (E) In order to exercise its duties of monitoring managerial performance, preventing conflicts of interest and balancing competing demands on the corporation, it is essential that the board is able to exercise objective judgement. In the first instance this will mean independence and objectivity with respect to management with important implications for the composition and structure of the board. Board independence in these circumstances usually requires that a sufficient number of board members will need to be independent of management. The ASX Code recommends at least a majority of independent directors, while the UK Code recommends at least half of the board, excluding the Chairman, be independent directors. The minimum of three independent directors is to ensure that companies with small boards have enough independent directors (note that stock exchange rules often require at least two independent directors). | N | |
| E.2.5 | Are the independent directors/commissioners independent of management and major/substantial shareholders? | OECD PRINCIPLE VI (E) In order to exercise its duties of monitoring managerial performance, preventing conflicts of interest and balancing competing demands on the corporation, it is essential that the board is able to exercise objective judgement. In the first instance this will mean independence and objectivity with respect to management with important implications for the composition and structure of the board. Board independence in these | Y | Under Corporate Governance (on our website) the Company's Code of Good Governance Article 3 Section 3 states the functions of Independent Directors |

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| E.2.6 | Does the company have a term limit of nine years or less for its independent directors/commissioners? | <p>composition and structure of the board. Board independence in these circumstances usually requires that a sufficient number of board members will need to be independent of management.</p> <p>The variety of board structures, ownership patterns and practices in different countries will thus require different approaches to the issue of</p> | N | |
| E.2.7 | Has the company set a limit of five board seats that an individual independent/non-executive director/commissioner may hold simultaneously? | UK CODE (JUNE 2010): Non-executive directors should be appointed for specified terms subject to re-election and to statutory provisions relating to the removal of a director. Any term beyond six years for a non-executive director should be subject to particularly rigorous review, and should take into account the need for progressive refreshing of the board and to succession for appointments to the board and to senior management, so as to maintain an appropriate balance of skills and experience within the company and on the board. | N | |
| E.2.8 | Does the company have any independent directors/commissioners who serve on a total of more than five boards of publicly-listed companies? | <p>OECD PRINCIPLE VI (E)</p> <p>(3) Board members should be able to commit themselves effectively to their responsibilities.</p> <p>Service on too many boards can interfere with the performance of board members. Companies may wish to consider whether multiple board memberships by the same person are compatible with effective board performance and disclose the information to shareholders.</p> | Y | |
| E.2.9 | Does the company have any executive directors who serve on more than two boards of listed companies outside of the group? | | Y | |
| <i>Nominating Committee</i> | | | | |
| E.2.10 | Does the company have a Nominating Committee (NC)? | <p>OECD PRINCIPLE II (C)</p> <p>(3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated. Shareholders should be able to make their views known on the remuneration policy for board members and key executives. The equity component of compensation schemes for board members and employees should be subject to shareholder approval.</p> | N | |
| E.2.11 | Does the Nominating Committee comprise of a majority of independent directors/commissioners? | <p>With respect to nomination of candidates, boards in many companies have established Nominating Committees to ensure proper compliance with</p> | N | |
| E.2.12 | Is the chairman of the Nominating Committee an independent director/commissioner? | This item is in most codes of corporate governance. | N | |

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| E.2.13 | Does the company disclose the terms of reference/ governance structure/charter of the Nominating Committee? | OECD PRINCIPLE VI (E) (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board. | N | |
| E.2.14 | Did the Nominating Committee meet at least twice during the year? | While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is <i>particularly important in an increasing number of jurisdictions where</i> | N | |
| E.2.15 | Is the attendance of members at Nominating Committee meetings disclosed? | | N | |
| <i>Remuneration Committee/ Compensation Committee</i> | | | | |
| E.2.16 | Does the company have a Remuneration Committee? | OECD PRINCIPLE VI (D) (4) Aligning key executive and board remuneration with the longer term interests of the company and its shareholders. | N | |
| E.2.17 | Does the Remuneration Committee comprise of a majority of independent directors/commissioners? | It is considered good practice in an increasing number of countries that remuneration policy and employment contracts for board members and key executives be handled by a special committee of the board comprising either wholly or a majority of independent directors. There are also calls for a Remuneration Committee that excludes executives that serve on each others' Remuneration Committees, which could lead to conflicts of interest. | N | |
| E.2.18 | Is the chairman of the Remuneration Committee an independent director/commissioner? | | N | |
| E.2.19 | Does the company disclose the terms of reference/ governance structure/charter of the Remuneration Committee? | OECD PRINCIPLE VI (E) (2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board. | N | |
| E.2.20 | Did the Remuneration Committee meet at least twice during the year? | While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of | N | |

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| E.2.21 | Is the attendance of members at Remuneration Committee meetings disclosed? | <p>also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in an increasing number of jurisdictions where boards are establishing independent Audit Committees with powers to oversee the relationship with the external auditor and to act in many cases independently. Other such committees include those dealing with nomination and compensation. The accountability of the rest of the board and the board as a whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions</p> | N | |
| <i>Audit Committee</i> | | | | |
| E.2.22 | Does the company have an Audit Committee? | <p>OECD PRINCIPLE VI (E) (1) Boards should consider assigning a sufficient number of non-executive board members capable of exercising independent judgement to tasks where there is a potential for conflict of interest. Examples of such key responsibilities are ensuring the integrity of financial and non-financial reporting, the review of related party transactions, nomination of board members and key executives, and board remuneration.</p> | Y | Under Corporate Governance (on our website) the Company's Code of Good Governance Article 4 states the functions of Audit Committee; Attendance Sheet of Audit Com meetings is downloadable from our website; |

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| E.2.23 | Does the Audit Committee comprise entirely of non-executive directors/commissioners with a majority of independent directors/commissioners? | <p>OECD PRINCIPLE VI (E)</p> <p>(2) When committees of the board are established, their mandate, composition and working procedures should be well defined and disclosed by the board.</p> <p>While the use of committees may improve the work of the board they may also raise questions about the collective responsibility of the board and of individual board members. In order to evaluate the merits of board committees it is therefore important that the market receives a full and clear picture of their purpose, duties and composition. Such information is particularly important in the increasing number of jurisdictions where boards are establishing independent Audit Committees with powers to oversee the relationship with the external auditor and to act in many cases independently. Other such committees include those dealing with nomination and compensation. The accountability of the rest of the board and the board as a whole should be clear. Disclosure should not extend to committees set up to deal with, for example, confidential commercial transactions.</p> | Y | Under Corporate Governance (on our website) Audit Com's attendance sheet is downloadable from our website |
| E.2.24 | Is the chairman of the Audit Committee an independent director/commissioner? | | Y | Under Corporate Governance (on our website) the Minutes of the 2014 Organizational Meeting showing that Audit Com Chairman is an independent director is downloadable from our website |
| E.2.25 | Does the company disclose the terms of reference/governance structure/charter of the Audit Committee? | | Y | Under Corporate Governance (on our website) the Internal Audit Charter is downloadable from our website |
| E.2.26 | Does the Annual Report disclose the profile or qualifications of the Audit Committee members? | Most codes specify the need for accounting/finance expertise or experience. | N | |

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| E.2.27 | Does at least one of the independent directors/commissioners of the committee have accounting expertise (accounting qualification or experience)? | <p>UK CODE (JUNE 2010)</p> <p>C.3.1. The board should satisfy itself that at least one member of the Audit Committee has recent and relevant financial experience.</p> <p>As many of the key responsibilities of the Audit Committee are accounting-related, such as oversight of financial reporting and audits, it is important to have someone specifically with accounting expertise, not just general financial expertise.</p> | Y | |
| E.2.28 | Did the Audit Committee meet at least four times during the year? | | Y | Under Corporate Governance (on our website) audit Com's |
| E.2.29 | Is the attendance of members at Audit Committee meetings disclosed? | | Y | Under Corporate Governance (on our website) Audit Com's attendance sheet is downloadable from our website |
| E.2.30 | Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor? | <p>UK CODE (JUNE 2010)</p> <p>C.3.6 The Audit Committee should have primary responsibility for making a recommendation on the appointment, reappointment and removal of the external auditor. If the board does not accept the Audit Committee's recommendation, it should include in the Annual Report, and in any papers recommending appointment or re-appointment, a statement from the Audit Committee explaining the recommendation and should set out reasons why the board has taken a different position.</p> | Y | Under Corporate Governance(on our website), our Code of Good Governance Art 4 Section 2 provides for the responsibilities of Internal Audit |
| E.3 Board Processes | | | | |
| <i>Board meetings and attendance</i> | | | | |
| E.3.1 | Are the board of directors meeting scheduled before the start of financial year? | Scheduling board meetings before or at the beginning of the year would allow directors to plan ahead to attend such meetings, thereby helping to maximise participation, especially as non-executive directors often have other commitments. Additional ad hoc meetings can always be scheduled if and when necessary. It is common practice for boards in developed markets to schedule meetings in this way. | Y | 2014 Proposed Schedule of Meetings downloadable from our website, under Corporate Governance |

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| E.3.2 | Does the board of directors/commissioners meet at least six times during the year? | <p>WORLDBANK PRINCIPLE 6 (VI.I.24) Does the board meet at least six times per year?</p> <p>INDO SCORECARD</p> <p>E.10. How many meetings were held in the past year? If the board met more than six times, the firm earns a 'Y' score. If four to six meetings, the firm was scored as 'fair', while less than four times was scored as 'N'</p> | Y | Under Corporate Governance (on our website) the Directors Attendance Sheet that they meet more than 6 times a year is downloadable from our website |
| E.3.3 | Has each of the directors/commissioners attended at least 75% of all the board meetings held during the year? | <p>OECD PRINCIPLE VI (E) (3) Board members should be able to commit themselves effectively to their responsibilities.</p> <p>Specific limitations may be less important than ensuring that members of the board enjoy legitimacy and confidence in the eyes of shareholders. Achieving legitimacy would also be facilitated by the publication of attendance records for individual board members (e.g. whether they have missed a significant number of meetings) and any other work undertaken on behalf of the board and the associated remuneration.</p> | Y | Under Corporate Governance (on our website) the Directors Attendance Sheet that they meet more than 6 times a year is downloadable from our website |
| E.3.4 | Does the company require a minimum quorum of at least 2/3 for board decisions? | <p>WORLDBANK PRINCIPLE 6 (VI.I.28) Is there a minimum quorum of at least 2/3 for board decisions to be valid?</p> | Y | Our By-Laws, Article II Section 7 provides that a majority of the entire number of directors shall constitute a quorum for the transaction of corporate business downloadable from our website |
| E.3.5 | Did the non-executive directors/commissioners of the company meet separately at least once during the year without any executives present? | <p>WORLDBANK PRINCIPLE 6 (VI.E.1.6) Does the corporate governance framework requires or encourages boards to conduct executive sessions?</p> | N | |
| <i>Access to information</i> | | | | |

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| E.3.6 | Are board papers for board of directors/commissioners meetings provided to the board at least five business days in advance of the board meeting? | <p>OECD PRINCIPLE VI</p> <p>(F) In order to fulfil their responsibilities, board members should have access to accurate, relevant and timely information.</p> <p>Board members require relevant information on a timely basis in order to support their decision-making. Non-executive board members do not typically have the same access to information as key managers within the company. The contributions of non-executive board members to the company can be enhanced by providing access to certain key managers within the company such as, for example, the company secretary and the internal auditor, and recourse to independent external advice at the expense of the company. In order to fulfil their responsibilities, board members should ensure that they obtain accurate, relevant and timely information.</p> <p>WORLDBANK PRINCIPLE 6</p> <p>(VI.F.2) Does such information need to be provided to the board at least five business days in advance of the board meeting?</p> | Y | One week before scheduled Board Meeting, Board Meeting Folder is sent via email to the Directors by the Assistant Corp. Sec |
| E.3.7 | Does the company secretary play a significant role in supporting the board in discharging its responsibilities? | <p>OECD PRINCIPLE VI (F)</p> <p>ICSA Guidance on the Corporate Governance Role of the Company Secretary</p> | Y | Under Corporate Governance (on our website) our Corp Sec supports the board in discharging its responsibilities as evidenced by the Directors Attendance Sheet; Minutes of the AGM downloadable from our website |
| E.3.8 | Is the company secretary trained in legal, accountancy or company secretarial practices? | <p>WORLDBANK PRINCIPLE 6</p> <p>(VI.D.2.12) Do company boards have a professional and qualified company secretary?</p> | Y | 2014 Annual Report & website provides that our Corp Sec is a lawyer |

Board Appointments and Re-Election

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| E.3.9 | Does the company disclose the criteria used in selecting new directors/commissioners? | <p>OECD PRINCIPLE II (C) (3)</p> <p>To further improve the selection process, the Principles also call for full disclosure of the experience and background of candidates for the board and the nomination process, which will allow an informed assessment of the abilities and suitability of each candidate.</p> <p>OECD Principle VI (D)</p> <p>(5) Ensuring a formal and transparent board nomination and election process.</p> <p>These Principles promote an active role for shareholders in the nomination and election of board members. The board has an essential role to play in ensuring that this and other aspects of the nominations and election process are respected. First, while actual procedures for nomination may differ among countries, the board or a nomination committee has a special responsibility to make sure that established procedures are transparent and respected. Second, the board has a key role in identifying potential members for the board with the appropriate knowledge, competencies and expertise to complement the existing skills of the board and thereby improve its value-adding potential for the company. In several countries there are calls for an open search process extending to a broad range of people.</p> | Y | Under Corporate Governance (on our website) the Code of Good Governance mentions the criteria under Article 3, Section thereof |
| E.3.10 | Does the company disclose the process followed in appointing new directors/commissioners? | | Y | Under the Corporate Governance (on our website) the Code of Good Governance mentions the procedure of appointment to the Board under Article 2 section 3 |