ANNUAL CORPORATE GOVERNANCE REPORT OF

GALLAGHER INSURANCE BROKERS (PHILIPPINES), INC.
doing business under the name and style of GALLAGHER

1. For the fiscal year ended December 31, 2025

2. Certificate Authority Number IB-03-2025-R, RB-05 -2025-R and HMOB-03-2025-R

   Cebu, Philippines

   Province, Country or other jurisdiction of incorporation or organization

3. 2F Centro Maximo II Bldg., D. Jakosalem Street, cor. Ranudo St., Cogon Ramos, Cebu City

   Address of principal office

   6000

   Postal Code

4. +632 254 6781 to 85

   Company's telephone number, including area code

5. https://www.ajg.com/ph/

   Company's official website

6. Formerly: PhilPacific Insurance Brokers & Managers, Inc.

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 of the corporation, and to sustain its competitiveness and profitability 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	The Company's Board is composed of eight (8) directors with experience and expertise in the field of insurance (local and international) and other major businesses.	
2. Board has an appropriate mix of competence and expertise.	Compliant	The Company has a balanced composition consisting of competent directors.	
3. Directors remain qualified for their positions individually and collectively to enable them to fulfil their roles and responsibilities and respond to the needs of the organization.	Compliant	Directors are competent individuals with respective track records in their own fields. There have been no events that would disqualify them to remain as directors.	
Recommendation 1.2			
1. Board is composed of a majority of non- executive directors.	Non-Compliant	The Company's Board is composed of four (4) non-executive directors and four (4) executive directors, namely the President and three (3) top-level managers.	Although there is no majority, there exists an equal representation of non-executive directors which include two (2) independent directors. No director can dominate the decision-making process of the Board.
Recommendation 1.3			

1. Company provides in its Board Charter or Manual on Corporate Governance a policy on training of directors.	Compliant	The Company has an existing practice of providing and facilitating directors' training and continuing education. The relevant governance framework was embodied in the Company's existing Manual on Corporate Governance as of CY 2025. A more detailed policy was later adopted through the Revised Manual in May 2026.	
2. Company provides in its Board Charter or Manual on Corporate Governance an orientation for first time directors.	Compliant	The Corporation has been conducting orientation programs of newly elected directors as part of the governance practice. The relevant governance framework was embodied in the Company's existing Manual on Corporate Governance as of CY 2025. A more detailed policy was later adopted through the Revised Manual in May 2026.	
3. Company has relevant annual continuing training for all directors.	Compliant	The Company provides continuing education/training programs for Directors thru various third-party providers which includes the Institute of Corporate Directors.	
Recommendation 1.4			
1. Board has a policy on board diversity.	Compliant	The Corporation's Board is composed of a mix of competent and qualified directors with diverse expertise and extensive experience in business leadership, corporate governance, finance, risk management and industry operations. The relevant governance framework of the Company's Board Diversity Policy was embodied in the Manual on Corporate Governance during the covered period. The same was subsequently enhanced through the Revised Manual on Corporate Governance approved in May 2026.	
Recommendation 1.5			
1. Board is assisted by a Corporate Secretary.	Compliant	The Board is assisted by Corporate Secretary, Atty. Rizza Marie Mangubat Gariando.	
2. Corporate Secretary is a separate individual from the Compliance Officer.	Compliant	The Company has a separate Compliance Officer who is a separate individual from the Corporate Secretary.	

3. Corporate Secretary is not a member of the Board of Directors.	Compliant	The Corporate Secretary is not a shareholder and not a member of the Company's Board of Directors.	
4. Corporate Secretary attends training/s on corporate governance.	Compliant	The Corporate Secretary attended trainings on Corporate Governance, Corporate Secretary as Corporate Governance Professional, as well as related topics such as revised Corporation Code and other SEC and BIR updates.	
Recommendation 1.6			
1. Board is assisted by a Compliance Officer.	Compliant	The Company had a duly appointed Compliance Officer throughout CY 2025. Following the resignation of the compliance officer in January 2026, an interim compliance officer was designated. The Board approved the appointment of the Compliance Officer with effectivity on June 1, 2026. In line with the company's training policy, the Compliance Officer attends trainings on corporate governance.	
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.	Compliant		
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	Directors act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Company. All significant matters concerning the Board are discussed and approved by all members.	
Recommendation 2.2			
1. Board oversees the development, review and approval of the company's business objectives and strategy.	Compliant	The Board, in coordination with key management of the Company, prepares its long-term strategic plans and objectives. This contains major trade secrets that are confidential.	
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	The 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.	

Recommendation 2.3			
1. Board is headed by a competent and qualified Chairperson	Compliant	The Corporation's Board was led by a competent and qualified Chairperson throughout CY 2025, Oscar Chua. Following his resignation in February 2026, the Board elected Peter Charles Searson as Chairperson. He serves as Chairperson of Gallagher for the Asia-Pacific region and has extensive experience in leadership, corporate governance, and regional business operations.	
Recommendation 2.4			
1. Board ensures and adopts an effective succession planning program for directors, key officers and management	Compliant	The Board has adopted an effective succession planning program for directors, key officers, and management to ensure growth and continued increase in the shareholders' value. This includes adopting a policy on the retirement age for directors and key officers as part of the management succession and to promote dynamism in the Company.	
2. Board adopts a policy on the retirement for directors and key officers.	Compliant		
Recommendation 2.5			
1. Board formulates and adopts a policy specifying the relationship between remuneration and performance of key officers and board members.	Compliant	The Board formulated and adopted the remuneration framework through board deliberations and established corporate practice, during Board and Committee meetings, considering the Company's business objectives, individual performance, industry practices, and long-term corporate goals, corporate performance, and market standards. It is the responsibility of the CGPTPC (based on the charter) to oversee the remuneration Policy for Directors and Officers.	
2. Board aligns the remuneration of key officers and board members with long term interests of the company.	Compliant	The Board considers the long-term interests, sustainability, industry practice, and financial condition of the Corporation in determining the remuneration of directors and key officers.	
3. Directors do not participate in discussions or deliberations involving his/her own remuneration.	Compliant	Directors abstain from participating in discussions and deliberations involving their own remuneration.	

Recommendation 2.6			
1. Board has a formal and transparent board nomination and election policy.	Compliant	The Corporate Governance and Related Parties Committee review the qualifications, competence, experience, integrity of the nominees including independent directors, prior to their election or appointment and endorses qualified candidates to the Board. The election of directors is conducted in accordance with the corporation's Articles of Incorporation, By-laws, and relevant corporate governance charters and policies.	
2. Board nomination and election policy is disclosed in the company's Manual on Corporate Governance.	Compliant	The Revised Manual on Corporate Governance is available in the Company's website. https://www.ajg.com/ph/-/media/files/gallagher/philippines/corporate-governance/manual-on-corporate-governance.pdf	
3. Board nomination and election policy includes how the company accepts nominations from minority shareholders.	Compliant		
4. Board nomination and election policy includes how the board reviews nominated candidates.	Compliant		
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 are a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	The Company follows the Gallagher Group's Corporate Policy on Related Party Transactions.	
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 the selection, appointment and oversight of Management, including the Chief Executive Officer, and ensures that Management possesses the appropriate qualifications, integrity, competence and experience consistent with the Company's objectives. The Company does not maintain a separate Chief Risk Officer and Chief Audit Executive position as these functions are performed at the parent company level through established group-wide risk management and internal audit structures, with oversight exercised by the Board and the appropriate 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 assesses Management, led by the Chief Executive Officer, through regular reporting, performance discussions, operational updates, and oversight during Board and Committee meetings.	

Recommendation 2.9			
1. Board establishes an effective performance management framework that ensures that Management, including the Chief Executive Officer's performance is at par with the standards set by the Board and Senior Management.	Compliant	The Corporation adopts a Key Result Areas (KRA) Plan as its effective performance management framework to measure individual performance against standards established by Management and Board. In this assessment, the employees are evaluated by their respective team leaders as part of the performance assessment process.	
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	All employees are assessed using pre-defined KRA, relative to the employees' functions and responsibilities	
Recommendation 2.10			
1. Board oversees that an appropriate internal control system is in place.	Compliant	The Board oversees the establishment and maintenance of the internal control system. The formal oversight framework was subsequently incorporated in the Audit and Board Risk Oversight Committee (ABROC) Charter and the Board Charter formally approved in April 2026. The Corporation maintains an internal control and enterprise risk management framework covering key business processes and operational controls. The system adopts Gallagher's group wide internal audit framework and processes for the monitoring and management of potential conflict of interest involving management, directors and shareholders.	
2. The internal control system includes a mechanism for monitoring and managing potential conflict of interest of the Management, members and shareholders.	Compliant		
3. Board approves the Internal Audit Charter.	Compliant	The Board approved the ABROC Charter, which provides that, the company shall utilize the Global Internal Audit function of the Gallagher Group to perform internal audit review	

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	The ABROC assists the Board in overseeing the Company's enterprise risk management (ERM) framework to ensure effective identification, evaluation, monitoring and management of business risks, as well as the adequacy of the Company's internal control and risk management systems.	
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	As the Company is a wholly owned subsidiary, the Board is guided by the Gallagher group-wide risk management framework adopted across the global network in identifying business unit and enterprise risk exposures, as well as in assessing the effectiveness of risk management strategies and controls. The company is also assisted by its own subsidiary, Environmental & Risk Management Services Philippines in its ERM functions.	
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 has been observing and adhering to its roles, responsibilities and accountabilities in carrying out its fiduciary duties during CY 2025. These governance practices were subsequently and formally incorporated into the Board Charter approved by the Board in April 2026. The Board Charters are publicly available and posted on the company's 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	The Board established committees that are relevant to the Company's size, organization structure and business operations.	
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	The Board established the ABROC to assist the Board in its oversight functions and to help ensure the integrity of the Company's financial reporting process, the effectiveness of internal controls and risk management systems, and the performance and independence of the external auditor and the internal audit function.	
2. Audit Committee is composed of at least three appropriately qualified non- executive directors, the majority of whom, including the Chairman is independent.	Compliant	The ABROC is composed of the following members: 1. Independent Director Karen Batungbacal (Chairperson) 2. Independent Director John Alcordo 3. Non-executive Director Oscar Chua replaced by Peter Charles Searson in February 2026 4. Non-executive Director John Cullis	
3. All the members of the committee have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.	Compliant	The Chairperson and the members of the Committee have relevant experience in the areas of accounting, auditing, and finance acquired through executive leadership roles in multinational financial services, corporate and investment-related organizations. The Chairperson of the ABROC is not a Chairperson of the Board or of any other committee.	
4. The Chairman of the Audit Committee is not the Chairman of the Board or of any other committee.	Compliant		

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	The Board established the Corporate Governance and the Related Party Transactions Committee (CGRPTC) in consideration of the Company's size, organizational structure, and operational requirements, as well as the fact, that it is a wholly owned subsidiary. The consolidated committee has the following members: 1. Independent Director John Alcordo (Chairman) 2. Independent Director Karen Batungbacal 3. Non-executive Director John Cullis 4. Non-executive Director Peter Charles Searson	
Corporate Governance Committee is composed of at least three members, majority of whom should be independent directors.	Compliant		
2. Chairman of the Corporate Governance Committee is an independent director.	Compliant		
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.	Non-Compliant		The functions of the Board and Risk Oversight Committee are performed by a consolidated committee which is the ABROC pursuant to the Board's determination that the Company's size, organizational structure. The consolidation functions is more practical and efficient.
2. BROC is composed of at least three members, the majority of whom should be independent directors, including the Chairman.	Compliant	The ABROC is composed of two (2) independent and two (2) non-executive directors.	
3. The Chairman of the BROC is not the Chairman of the Board or of any other committee	Compliant	The chairperson of the ABROC is Independent Director Karen Batungbacal, who is not the Chairperson of the Board.	

4. At least one member of the BROC has relevant thorough knowledge and experience on risk and risk management.	Compliant	All the members of the ABROC are seasoned and experienced directors. For one, the Chairperson possesses relevant experience in risk management, internal controls, governance, finance, and operational oversight, acquired through her extensive executive leadership roles in banking, insurance and other multinational corporations.	
Recommendation 3.5			
1. Board establishes a Related Party Transactions (RPT) Committee, which is tasked with reviewing all material related party transactions of the company.	Compliant	The Board established and consolidated the functions of the Corporate Governance Committee with the Related Party Transactions Committee considering the limitations such as size of the Corporation, limited number of directors and independent directors, and the non-complexity of the operations of the Corporation. The consolidated committee is now called the "**Corporate Governance and Related Party Transactions Committee"**, with the following members: 1. Independent director John Alcordo (Chairman) 2. Independent Director Karen Batungbacal 3. Non-executive Director John Cullis 4. Non-Executive Director Peter Charles Searson	
2. RPT Committee is composed of at least three non-executive directors, two of whom should be independent, including the Chairman.	Compliant	The Committee is composed of two (2) independent directors and two (2) non-executive directors.	
Recommendation 3.6			
1. All established committees have a Committee Charter stating in plain terms their respective purposes, memberships, structures, operations, reporting process, resources and other relevant information.	Compliant	The committees were performing their respective functions and responsibilities during the covered period. Their respective Committee Charters were subsequently and formally approved by the Board in April 2026. The approved Charters have already been uploaded to the Company website following their formal approval.	
2. Committee Charters provide standards for evaluating the performance of the Committees.	Compliant		

3. Committee Charters were fully disclosed on the company's website.	Compliant		
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 attend and actively participate 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	Attendance of Board and Committee members is duly reflected in the Minutes of Meetings on file. The directors are expected to diligently prepare for meetings to enable them to effectively evaluate agenda items and actively participate in Board discussions and decision-making processes. The duty of the directors to attend meetings, actively participate in discussions, and diligently review meeting materials forms part of their duties, responsibilities, and functions, as provided in the Manual on Corporate Governance and the Revised Manual approved in May 2026.	
2. The directors review meeting materials for all Board and Committee meetings.	Compliant		
3. The directors ask 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 (ICRE's) and publicly-listed companies to ensure that they have sufficient time to fully prepare for minutes, challenge Management's proposals/ views, and oversee the long-term strategy of the company.	Compliant	The non-executive directors of the Board may only concurrently serve as directors to a maximum of five Insurance Commission Regulated Entities 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. He/she must notify the Board before accepting a directorship in another company.	
Recommendation 4.3			
2. The directors notify the company's board before accepting a directorship in another company.	Compliant	Section 9.3 of the Board Charter expressly requires Directors to notify the Board prior to accepting any directorship in another company. The Chairperson must notify the Board, while other non-executive Directors are required to notify the Chairperson in writing. In addition, Executive Directors are	

		required to secure prior Board approval before accepting such appointments. This ensures that potential conflicts of interest and time commitments are properly evaluated.	
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	The Board is composed of two (2) independent directors, equivalent to 25% of the total count of the eight (8) directors.	
Recommendation 5.2			
1. The independent directors possess all the qualifications and none of the disqualifications to hold the positions.	Compliant	The qualifications specified in the Revised Corporation Code (RCC), and the company's Bylaws were considered in the election of the independent directors.	

Recommendation 5.3			
1. The independent directors serve for a cumulative term of nine (9) years. **As far as the 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 the 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 independent directors have not yet reached the cumulative term of nine (9) years as they were just appointed in March 2025.	
2. The company bars an independent director from serving in such capacity after the term limit of nine years.	Compliant	The provision on the term limits of independent directors are provided for in 9.1 of the Board Charter which was formally approved in April 2026. The incumbent independent directors were appointed only in 2025; hence, the applicable term limits have not yet been reached.	
3. In the instance that the company retains an independent director in the same capacity after nine years, the board submits to the Insurance	Compliant	The Board Charter was formally approved by the Board in April 2026. The Charter provides that Independent directors shall be subject to rules and regulations governing their qualifications, disqualifications, voting requirements, duration	

Commission a formal written justification and seek shareholders' approval during the annual shareholders' meeting.		of term and term limit, maximum number of board membership and other requirements that the IC and/or Securities and Exchange Commission will prescribe to strengthen their independence and align with international best practices.	
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 for CY 2025, replaced by Peter Charles Searson in February 2026, while the Chief Executive Officer is Mr. Gordon Alan Joseph. Both of them have clearly defined responsibilities which are outlined in the Company's by-laws.	
2. The Chairman of the Board and Chief Executive Officer have clearly defined responsibilities.	Compliant		
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 designates a lead director among the independent directors.	Compliant	The Chairman is not an independent director but a non-executive director. The Board designated John Alcordo as lead director among the independent directors.	
Recommendation 5.6			
1. Directors with material interest in a transaction affecting the corporation abstain from taking part in the deliberations on the transaction.	Compliant	This provision is embodied in the CGPRT Charter under Section 4(k).	
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		During the covered period, the Non-executive Directors did not hold separate periodic meetings with the external auditors and the heads as contemplated in this provision. However, this provision is now expressly incorporated in the Board
2. The meetings are chaired by the lead independent director.	Non-compliant		

			Charter formally approved in April 2026.
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	The Board has set up an Appraisal Process for it to conduct annual evaluation of its performance including the performance of the Chairman, individual members and committees. A self-Assessment Score Card is accomplished to determine the score level of performance of the Board in terms of best governance practices. A Peer Evaluation is also undertaken to foster constructive review of individual performances. With the recent acquisition of the Corporation by Arthur J. Gallagher (Bermuda) Holding Partnership and the appointment of independent directors, the Corporation intends to revisit its appraisal process to align with Gallagher's standard assessment process.	
2. The Board assesses the performance of the Chairman annually.	Compliant		
3. The Board assesses the performance of the individual member of the Board annually	Compliant		
4. The Board assesses the performance of each committee annually.	Compliant		
5. Every three years, an external facilitator supports the assessments.	Non-compliant		The Board does not avail of external facilitator service; however, all directors are competent enough to perform their duty.
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	The Board, individual directors and committees are assessed based on their performance on the tasks/projects assigned to them. During the annual Board meeting, the stockholders decide on whether to retain them or not.	
2. The system allows for a feedback mechanism from the shareholders.	Compliant	During the annual shareholders' meeting, the shareholders decide whether to retain them or not as directors based on the outcome of the tasks/projects assigned to them.	

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	The Company established its Code of Conduct for all employees, officers, and directors. This can be accessed by stakeholders through a centralized shared folder. All new employees, officers, and directors are also oriented during their onboarding with the Company. https://www.ajg.com/ph/-/media/files/gallagher/philippines/corporate-governance/company-code-of-conduct.pdf	
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	The Human Capital and Corporate Engagements department is in-charge in the evaluation of the performance of officers and employees.	
2. Board ensures the proper and efficient implementation and monitoring of compliance with company internal policies.	Compliant		
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	Compliant	The Company has a single major shareholder. As such, shareholder interests are directly represented through established governance and reporting channels. Relevant corporate actions, financial performance, and operational matters are communicated to Gallagher group in a timely and transparent manner in accordance with corporate disclosure policies and applicable regulatory requirements.	

financial condition, results and business operations.			
Recommendation 8.3			
1. **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	In line with the Company's strategy, the members of the Board were properly screened and carefully selected. The background and reputation of the directors are also important factors in the selection process.	
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		
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		
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		

3. Company discloses the remuneration on an individual basis, including termination and retirement provisions.	Non-compliant		The Corporation currently discloses directors' and key officers' remuneration on an aggregate basis in its Audited Financial Statements and General Information Sheet (GIS), rather than on an individual basis. This approach is aligned with prevailing statutory reporting practices in the Philippines and reflects the Corporation's commitment to transparency within the bounds of regulatory requirements. At present, individual-level disclosure, including termination and retirement provisions, is not adopted due to considerations relating to confidentiality and data privacy. The Corporation will continue to evaluate enhancements to its disclosure practices in line with evolving regulatory expectations and global governance standards.
Recommendation 8.5			
1. Company discloses its policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions.	Compliant	The Corporation has adopted a formal RPT policy and is integrated in the Manual on Corporate Governance. Notwithstanding, the Board has agreed to consolidate the functions of the Corporate Governance Committee with the Related Party Transactions Committee considering the limitations such as size of the Corporation, limited number of directors and independent directors, and the non-complexity of the operations of the Corporation. The consolidated	

		committee is now called the "**Corporate Governance and Related Party Transactions Committee"**, with the following members: 1. John Alcordo (Chairman) 2. Karen Batungbacal 3. John Cullis 4. Peter Charles Searson	
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	As also required by the Philippine Financial Reporting Standards, the material or significant RPTs are disclosed in the notes to the Audited Financial Statements which are also reviewed and approved by the Board.	
Recommendation 8.6			
1. Company's corporate governance policies, programs and procedures are contained in its Manual on Corporate Governance (MCG).	Compliant	The Company's Manual on Corporate Governance is currently published in the Company's website.	
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	The appointment and reappointment, including the fees of external auditors are discussed and approved by the Board.	
2. The appointment, reappointment, removal, and fees of the external	Compliant		

auditor is recommended by the Audit Committee, approved by the Board and ratified by the shareholders.			
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	There were no changes of external auditors for the year.	
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	These provisions are included in the Company's ABROC Charter.	
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		
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.	N/A	The Company does not engage its external auditors for non-audit services.	
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		
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	The Company has just adopted the development of its sustainability report. This is currently being improved and on file with the Board.	
2. Company adopts a globally recognized standard/framework in reporting sustainability and non-financial issues.	Compliant		
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 is https://www.ajg.com/ph/	

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	Internal control issues are promptly addressed by the involved department in coordination with the audit committee and compliance officer especially those that are flagged by the external auditors.	
2. Company has an adequate and effective enterprise risk management framework in the conduct of its business.	Compliant		
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	The Company is subject to the Group's internal audit function, which is performed by the Group in accordance with its established internal audit framework. The Group internal audit provides independent and objective assurance and consulting services covering the Company's operations, governance, and internal controls, thereby supporting the improvement of risk management and operational effectiveness.	
Recommendation 12.3			
1. Company has a qualified Chief Audit Executive (CAE) appointed by the Board.	Non-compliant		The Corporation does not have its own Chief Audit Executive; however, it is subject to the internal audit being performed by the Gallagher Group.
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.	N/A		

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.	N/A		
Recommendation 12.4			
1. Company has a separate risk management function to identify, assess and monitor key risk exposures.	Compliant	The Company prudently manages the risks associated with its business and operations. It has in place an enterprise risk management framework designed to enhance risk management through a holistic and integrated framework so that all material risks faced by the Company are identified, measured, evaluated, mitigated, monitored and appropriately managed.	
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		The Company has currently no appointed CRO, however, the Company is subject to oversight of the Asia Risk and Compliance Director who eventually reports to the Group.
2. CRO has adequate authority, stature, resources and support to fulfil his/her responsibilities.	Non-Compliant		
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	The Manual on Corporate Governance provides the rights of the shareholders.	
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	All shareholders engage and participate in the shareholders meetings. Notices are prepared by the Corporate Secretary and are given to them prior to the actual meeting in accordance with the Company's by-laws.	
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	The results of the votes taken during the most recent annual or special Shareholder's meeting are available in the minutes posted in the Company's website.	
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		
Recommendation 13.4			
1. Board has an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.	Non-Compliant	These are provided under the Company's Manual on Corporate Governance. In reference to Section 181 of Republic Act 11232 or the Revised Corporation Code of the Philippines, the Company's by-laws will be amended to include a provision for alternative dispute resolution in case of intra-corporate disputes.	
2. The alternative dispute mechanism is included in the company's Manual on Corporate Governance.	Non-Compliant		

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	The Company's major stakeholders are its clients, employees, partner-insurers, service providers, counterparties, government, regulators, competitors, and communities in which the Company operates.	
Recommendation 14.2			
1. Board establishes clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.	Compliant	Contracts with suppliers are all reviewed by the management and the Board when appropriate.	
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	All the officers and employees can be easily contacted. The contact details of the Company's offices were also published 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	The Company has implemented various activities that boost the employees morale such as but not limited to kick-off meetings, outing and Christmas parties.	

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	The Company has adopted its Anti-corruption Policy and program which is integrated in its Code of Conduct. The same forms part of the Company's onboarding process for new hires.	
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 about illegal or unethical practices, without fear of retaliation	Compliant	The procedures and guidelines are on the Company's whistleblowing manual. Provision for protection of whistleblowers are also in the 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	The procedures and guidelines are on the Company's whistleblowing manual.	
3. Board supervises and ensures the enforcement of the whistleblowing framework.	Compliant	The Board and the top management set example in the observance of the Company's core values.	

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	The Company engages in various corporate social responsibility (CSR) activities such as scholarship programs, feeding programs and other humanitarian projects.	

CORPORATE SECRETARY'S ATTESTATION

I, ATTY. RIZZA MARIE MANGUBAT GARIANDO, of legal age, Filipino, and with principal address at First Street, Guadalupe Heights Village, Guadalupe, Cebu City, in my capacity as Corporate Secretary of GALLAGHER INSURANCE BROKERS (PHILIPPINES), INC., doing business under the name and style of GALLAGHER, hereby attest that:

- The Chairman of the Board, Mr. Charles Peter Searson, with address at 240 Charleton Street, Chandler, Queensland 4155, Australia, is residing outside the Philippines and, as such, is unable to personally sign the Annual Corporate Governance Report (ACGR).
- Nevertheless, the Annual Corporate Governance Report has been duly reviewed and approved by the Board of Directors, which is chaired by Mr. Searson, prior to its submission.

This Attestation is executed in accordance with Section 5(C)(3) of the Insurance Commission (IC) Circular Letter (CL) No. 2020-72, as amended by IC CL No. 2021-47, for whatever legal purpose it may serve.

09 JUN 2026

IN WITNESS WHEREOF, I have hereunto affixed my signature this _____ of ________, , in CEBU CITY ________, Philippines.

Ggariando

ATTY. RIZZA MARIE MANGUBAT GARIANDO
Corporate Secretary

09 JUN 2026

SUBSCRIBED AND SWORN to before me this___________ of_______20__________, by the following who are all personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me her respective identification document as follows:

Name	ID No.	Date/Place Issued
Atty. Rizza Marie Mangubat Gariando	UMID No. CRN 006-1499357-4	

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Series of 2026

MENELEE DANE J. SEVILLA
ROLL NO. 82889
NOTARY PUBLIC
CEBU CITY, PHILIPPINES

ATTY. MENELEE DANE J. SEVILLA
NOTARY PUBLIC FOR THE CITY OF CEBU
NOTARIAL COMMISSION NO. 006-22 UNTIL 12-31-2027
ROLL OF ATTORNEYS NO. 82889
PTR NO. 1577934, 11/26/2025 (FOR 2026) CEBU
IBP OR NO. 572106; 12/15/2025 (FOR 2026) / CEBU CITY
MCLE COMPLIANCE NO. VIII-0007822, VALID UNTIL APRIL 14, 2028
UNIT 2, 2ND FLR. JOSEFA ARCADE, 45 GEN. MAXILOM AVENUE
CEBU CITY | MENELEEDANE@GMAIL.COM

CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based on authentic records.

09 JUN 2026

Signed in the City of CEBU CITY on the ________ of __________ 20_____.

GORDON ALAN JOSEPH
President and CEO

09 JUN 2026

SUBSCRIBED AND SWORN to before me this__________ of______20_________, by the following who are all personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me their respective identification document as follows:

Name	ID No.	Date/Place Issued
Gordon Alan Joseph	P7319198C	June 19, 2024/ DFA Cebu

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Series of 2026

MENELEE DANE J. SEVILLA
ROLL NO. 82889
NOTARY PUBLIC
CEBU CITY, PHILIPPINES

ATTY. MENELEE DANE J. SEVILLA
NOTARY PUBLIC FOR THE CITY OF CEBU
NOTARIAL COMMISSION NO. 068-22 UNTIL 12-31-2027
ROLL OF ATTORNEYS NO. 82889
PTR NO. 1577931, 11/26/2025 (FOR 2026) CEBU
IBP OR NO. 572108; 12/25/2025 (FOR 2026) / CEBU CITY
MCLE COMPLIANCE NO. VIII-000/822, VALID UNTIL APRIL 14, 2028
UNIT 2, 2ND FLR. JOSEFA ARCADE, 46 GEN. MAXILOM AVENUE
CEBU CITY | MENELEEDANE@GMAIL.COM

CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based on authentic records.

Signed in the City of CEBU CITY on the 09 JUN 2026 of ____________ 20_____.

ATTY. RIZZA MARIE GARIANDO
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 09 JUN 2026 of_______20__________, by the following who are all personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me their respective identification document as follows:

Name	ID No.	Date/Place Issued
Atty. Rizza Marie Mangubat Gariando	UMID No. CRN 006-1499357-4	

MENELEE DANE J. SEVILLA
ROLL NO. 82889
NOTARY PUBLIC
CEBU CITY, PHILIPPINES

ATTY. MENELEE DANE J. SEVILLA
NOTARY PUBLIC FOR THE CITY OF CEBU
NOTARIAL COMMISSION NO. 068-22 UNTIL 12-31-2027
ROLL OF ATTORNEYS NO. 82889
PTR NO. 1577931, 11/26/2025 (FOR 2026) CEBU
IBP OR NO. 572108: 12/25/2025 (FOR 2026) / CEBU CITY
MCLE COMPLIANCE NO. VIII-0007822, VALID UNTIL APRIL 14, 2028
UNIT 2, 2ND FLR. JOSEFA ARCADE, 46 GEN. MAXILOM AVENUE
CEBU CITY | MENELEEDANE@GMAIL.COM

Doc No. : 274
Page No. : 56
Book No. : 4
Series of 2026

CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based on authentic records. JUN 2 3 2026

Signed in the City of CITY OF MAKATI on the ________ of ___________ 20_____.

ATTY. MARK FERDINAND B. LOPEZ
Compliance Officer

JUN 2 3 2026

SUBSCRIBED AND SWORN to before me this____________ of_______20__________, by the following who are all personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me their respective identification document as follows:

Name	ID No.	Date/Place Issued
Atty. Mark Ferdinand Lopez	N26-03-005594	2022/ QUEZON CITY

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Series 2026

ATTY. ROMEO M. MONFORT
Notary Public City of Makati
Until December 31, 2027
Appointment No. M-029 (2026-2027)
PTR No. 10765527 Jan. 3, 2026 Makati City
IBP No. 557367 issue on November 3, 2025
MCLE NO. VIII-0040638 Roll No.27932
Amorsolo Street, Legaspi Village
Makati City

CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based on authentic records.

Signed in the City of CITY OF MAKATI on the JUN 2 3 2026 of ________ 20____.

KAREN BATUNGBACAL
Independent Director

SUBSCRIBED AND SWORN to before me this JUN 2 3 2026 of ______ 20________, by the following who are all personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me their respective identification document as follows:

Name	ID No.	Date/Place Issued
Karen Batungbacal	DL# N-11-79-025586	LTO / 2-10-24

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ATTY. ROMEO M. MONFORT
Notary Public City of Makati
Until December 31, 2027
Appointment No. M-029 (2026-2027)
PTR No. 10765527 Jan. 3, 2026 Makati City
IBP No. 557367 issue on November 3, 2025
MCLE NO. VIII-0040638 Roll No.27932
Amorsolo Street, Legaspi Village
Makati City

CERTIFICATION

The undersigned certify that the responses and explanations set forth in the above Company's Annual Corporate Governance Report are true, complete and correct of our own personal knowledge and/or based on authentic records.

JUN 2 3 2026

Signed in the City of CITY OF MAKATI on the ______ of ______ 20____.

JOHN ALCORDO
Independent Director

JUN 2 3 2026

SUBSCRIBED AND SWORN to before me this______ of______ 20______, by the following who are all personally known to me (or whom I have identified through competent evidence of identity) and who exhibited to me their respective identification document as follows:

Name	ID No.	Date/Place Issued
John Alcordo	SSS# 03-9074207-8	

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Series 2026

ATTY. ROMEO M. MONFORT
Notary Public City of Makati
Until December 31, 2027
Appointment No. M-129 (2026-2027)
PTR No. 10765527 Jan. 3, 2026 Makati City
IBP No. 557367 issue on November 3, 2025
MCLE NO. VIII-0040638 Roll No.27932
Amorsolo Street, Legaspi Village
Makati City

Gallagher
Insurance | Risk Management | Consulting

Cebu • Davao • Makati • Ortigas
Cebu: (+6332) 254 6781 to 85 | Makati: (+632) 8822 9940
Davao: (+6382) 226 8377 / 8477 | Ortigas: (+632) 5310 0367
Email: we-care@ajg.com
www.ajg.com/ph

24 June 2026

HON. REYNALDO A. REGALADO
Commissioner
Insurance Commission
1071 United Nations Avenue
Manila

Attention: Corporate Governance Division

Subject: Submission of Annual Corporate Governance Report (ACGR)

Dear Hon. Regalado:

In compliance with the requirements of the Insurance Commission Circular Letter (CL) No. 2020-72 dated 13 June 2020, we respectfully transmit two (2) physical copies of the duly accomplished and notarized Annual Corporate Governance Report (ACGR) of GALLAGHER INSURANCE BROKERS (PHILIPPINES), INC. for the year ended 31 December 2025.

Thank you.

Very truly yours,

FERNANDO M. ALCANTARA
Senior Vice President and
Deputy Chief Finance Officer

INSURANCE COMMISSION
ADMINISTRATIVE DIVISION
RECORDS - RECEIVING
RECEIVED
JUN 25 2026
By: Time: 08:41

Enrico D. Cleofas
Administrative Division
Receiving Section