

# Fit and Proper Policy

**HOWDEN**

# Document Information & Control

**Document Title:** Fit and Proper Policy

---

**Version:** 1.0

---

**Effectivity Date:** 30 March 2026

---

**Document Control No:** HFPP-03-2026-R00

---

**Information Classification:** Level 1 (Limited)

---

**Review Due:** March 2027

---

# Contents

<b>Section</b>	<b>Page</b>
Document Information & Control	2
Contents	3
01 Purpose	4
02 Scope	4
03 Fit and Proper Criteria	4
04 Disqualifications	5
05 Required Disclosure and Documents	5
06 Evaluation Processes	5
07 Continuing Disclosure Obligations	5
08 Roles and Responsibilities	6
09 Remedial Actions	6
10 Recordkeeping	6
11 Reporting and Regulatory Compliance	6
12 Review and Amendments	6
13 Effectivity	6
14 Appendix	7
Appendix A – Fit and Proper Declaration Form	8
Version Control	9

# 01 Purpose

**HOWDEN INSURANCE & REINSURANCE BROKERS (PHIL), INC.** (“HIRBPI” or the “Company”) has formalized and adopted this Fit and Proper Policy, which sets out the standards and procedures to ensure that the directors, officers, and key management personnel of the Company are at all times fit and capable to discharge their respective roles, consistent with:

- The Insurance Commission’s Code of Corporate Governance;
- Applicable Insurance Commission circulars and advisories, and
- Relevant Philippine laws and regulations.

The objective of this Policy is to promote sound governance, integrity, competence, and accountability within the Company, and protect the interest of the insuring public.

# 02 Scope

This Policy applies to:

- Members of the Board of Directors;
- Senior Management/Executive Officers;
- Key Management Personnel performing critical control, fiduciary or risk-sensitive functions; and
- Such other positions as the Board may determine should be covered by fit and proper requirements.

# 03 Fit and Proper Criteria

In assessing whether a covered individual is fit and proper, the Company shall consider the following criteria:

a. Integrity and Moral Character

The individual must demonstrate honesty, probity, and fairness, and must not have:

- Been convicted of any offense involving fraud, dishonesty, or moral turpitude;
- Been found by a regulator or court to have engaged in improper or unethical conduct;
- Willfully violated laws, rules, or regulations applicable to financial institutions.

b. Competence and Experience

The covered individual must possess the necessary:

- Education, training, and professional qualifications;
- Relevant experience appropriate to the position;
- Ability to perform the duties and responsibilities of the role effectively and independently.

c. Financial Soundness

The covered individual must be financially responsible and must not:

- Have been declared insolvent or bankrupt;
- Have unresolved material financial obligations that could impair independent judgment;

d. Time Commitment

The covered individual must be committed to:

- Devote sufficient time and attention to effectively discharge the duties and responsibilities of the position;
- Refrain from holding multiple positions or engage in activities that would materially impair job performance.

## 04 Disqualifications

Without prejudice to other grounds under applicable laws and regulations, a covered individual shall be disqualified or deemed not fit and proper if he or she:

- Fails to meet the Fit and Proper Criteria;
- Withholds or misrepresents material information relevant to the fit and proper assessment;
- Have been removed or sanctioned by a regulatory authority for governance or compliance failures.

## 05 Required Disclosure and Documents

All covered individuals shall execute and submit such declarations, disclosures, clearances, and supporting documents as may be required to establish and maintain compliance with this Policy, including but not limited to the following:

- Signed Fit and Proper Declaration Form (with statement of no disqualification);
- Personal Information Sheet containing personal details, educational background, professional qualifications, and business experience/employment history;
- Proof of Qualification/Competence e.g., diplomas, professional license, training certificates;
- NBI Clearance;
- Signed Conflict of Interest Disclosure/Declaration Form.

## 06 Evaluation Processes

### a) Initial Assessment

Prior to appointment or election, covered individuals shall:

- Provide relevant information and submit the requisite documentation;
- Undergo evaluation by the Board or Management as may be delegated by the Board.

### b) Continuing Assessment

Fit and proper status shall be assessed on a continuing basis:

- Annually;
- Upon material changes in role or responsibilities; or
- Upon occurrence of material events that may affect a covered individual's fitness or propriety.

## 07 Continuing Disclosure Obligations

All covered individuals are required to:

- Promptly disclose any information that may affect their fit and proper status;
- Submit an annual attestation that they remain compliant with the Fit and Proper standards.
- Update declarations as necessary;
- Cooperate fully in any review or investigation related to this Policy.

Failure to disclose relevant information shall be ground for disciplinary action or may result in disqualification and/or removal from position.

## 08 Roles and Responsibilities

- Board of Directors – Has ultimate responsibility for ensuring compliance with this Policy and approving appointments of directors and key officers ensuring that the mix of competence and expertise on the Board and the Company remains qualified for the industry.
- Compliance Officer – Monitors compliance and reports material issues to the Board.
- HR – Maintains records and documentation related to fit and proper requirements and assessments.

## 09 Remedial Actions

If a covered individual is found to be no longer fit and proper, the Company may take appropriate action, including:

- Imposition of conditions or corrective measures;
- Suspension or removal from position, subject to applicable laws;
- Reporting to the Insurance Commission where required.

## 10 Recordkeeping

All fit and proper requirements, assessments, declarations, and related records shall be:

- Properly organized and maintained;
- Retained in accordance with the Company's Record Retention Policy;
- Made available to the Insurance Commission upon request.

## 11 Reporting and Regulatory Compliance

Material findings under this Policy shall be:

- Reported to the Board; and
- Disclosed in the Annual Corporate Governance Report (ACGR) or to the Insurance Commission, as required.

## 12 Review and Amendments

This Policy shall be reviewed periodically and updated as necessary to ensure continued compliance with applicable laws and regulatory issuances. Any material amendments thereto shall be subject to Board approval.

## 13 Effectivity

This Fit and Proper Policy was approved by the Board on 30 March 2026, as evidenced by Board Resolution dated 30 March 2026, and shall take effect immediately thereafter.

# 14 Appendix

---

Appendix A – Fit and Proper Declaration Form

---



## Appendix A

### Fit and Proper Declaration Form

I, the Undersigned, hereby declare under oath that I possess the necessary integrity, competence and experience required by the Insurance Commission to serve as \_\_\_\_\_ of Howden Insurance and Reinsurance Brokers (Phil) Inc. I am not disqualified by law or regulation, have no relevant criminal convictions, and have no conflicts of interest that would impede my duties; and that all the information I have provided to the Company is true, complete, and accurate. I understand that any false or misleading statement may result in disciplinary, civil, or criminal liability and/or removal from office as may be provided by law.

I authorize the Insurance Commission or the Company to verify the information provided to assess my fitness and propriety.

Signed this \_\_\_\_ day of \_\_\_\_\_, 20 at \_\_\_\_\_.

**(Signature over Printed Name of Declarant)**

Subscribed and sworn to before me this \_\_\_\_ day of \_\_\_\_\_, 20 at \_\_\_\_\_, affiant exhibiting to me his/her \_\_\_\_\_ issued on \_\_\_\_\_ at \_\_\_\_\_.

#### NOTARY PUBLIC

Doc. No. \_\_\_\_;  
Page No. \_\_\_\_;  
Book No. \_\_\_\_;  
**Series of 20.**

# Version Control

Version:	Nature of Changes:	Prepared by:	Approved by:	Date:
1.0	First Issuance	Atty. Emmanuel G. Villanueva	Board of Directors	30 March 2026

The logo for Howden, featuring the word "HOWDEN" in a bold, blue, sans-serif font. The letters are closely spaced and have a slightly irregular, blocky appearance. The logo is positioned on the left side of the page, partially overlapping a large, light blue circular shape that extends from the left edge.