

TRIPLE-S MANAGEMENT CORP  
Form DEF 14A  
March 21, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities**  
**Exchange Act of 1934**

Filed by the Registrant  Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary proxy statement

**Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

**TRIPLE-S MANAGEMENT CORPORATION**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11. (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

March 21, 2014

Dear Shareholder:

I am pleased to invite you to our 2014 Annual Meeting of Shareholders, which will be held on Wednesday, April 30, 2014, at 9:00 a.m., Atlantic Time, at the Atlantic Room of the InterContinental Resort and Casino Hotel, 5961 Isla Verde Avenue, Carolina, Puerto Rico 00979.

At the meeting, we will ask you to elect three directors to our Board of Directors, ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the current year, vote on the advisory resolution to approve our executive compensation and act on any other business matter properly brought before the meeting.

This booklet, which includes a formal notice of the meeting and the proxy statement, provides additional information about us and the meeting that you should consider as you cast your vote. I appreciate the time and attention you devote to reading these materials and voting your shares.

We hope you will participate in the meeting. Please vote your shares as soon as possible even if you plan to attend the meeting. This will ensure your shares are represented at the meeting. You can vote over the Internet or by telephone according to the instructions in the proxy statement and the notice. As an alternative, if you received a printed copy of the proxy card by mail, you may complete, sign and date the proxy card in accordance with the instructions set forth in the proxy statement. You may also return the completed proxy card by fax or in the postage-paid envelope we have provided.

On behalf of the Board of Directors, thank you for your continued interest and support.

Sincerely,

Luis A. Clavell-Rodríguez, MD  
Chair of the Board

**TRIPLE-S MANAGEMENT CORPORATION**

**P.O. Box 363628**

**San Juan, Puerto Rico 00936-3628**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**to be held on Wednesday, April 30, 2014**

To our Shareholders:

NOTICE IS HEREBY GIVEN that the 2014 Annual Meeting of Shareholders will be held on Wednesday, April 30, 2014, at 9:00 a.m., Atlantic time, at the Atlantic Room of the InterContinental Resort and Casino Hotel, 5961 Isla Verde Avenue, Carolina, Puerto Rico 00979.

At the meeting, shareholders will be asked to consider and vote on the following matters:

1. The election of three Group 1 directors, each to serve for a three-year term;
  2. The ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the current year;
  3. An advisory resolution to approve the compensation of our named executive officers; and
  4. Any other business that may properly come before the meeting or any adjournment or postponement thereof.
- Only shareholders of record at the close of business on March 3, 2014 are entitled to receive notice of, attend, and to vote at, the meeting.

We urge all shareholders to attend the meeting in person or by proxy. Your vote is important no matter how many shares you own. Whether or not you plan to attend, you can vote your shares over the Internet or by telephone as we describe in the accompanying materials and the Notice of Internet Availability of Proxy Materials. As an alternative, if you received a printed copy of the proxy card by mail, you may complete, sign, and date the proxy card in accordance with the instructions set forth in the proxy statement. You may also return the completed proxy card by fax or in the postage-paid envelope we have provided. Your prompt response is necessary to ensure that your shares are represented at the meeting. You can change your vote and revoke your proxy at any time before the polls close at the meeting, as explained in the accompanying proxy statement.

By order of the Board of Directors,

Roberto García-Rodríguez  
Secretary

San Juan, Puerto Rico  
March 21, 2014

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**TRIPLE-S MANAGEMENT CORPORATION**

**P.O. Box 363628**

**San Juan, Puerto Rico 00936-3628**

**PROXY STATEMENT**

**Annual Meeting of Shareholders**

**April 30, 2014**

We are providing this proxy statement to our shareholders in connection with a solicitation of proxies by the Board of Directors (the Board) of Triple-S Management Corporation (Triple-S Management, the Company, we, us, or our) to be used at the 2014 Annual Meeting of Shareholders and at any adjournment or postponement of the meeting. We will hold the meeting on Wednesday, April 30, 2014, beginning at 9:00 a.m., Atlantic Time, in the Atlantic Room of the InterContinental Resort and Casino Hotel, 5961 Isla Verde Avenue, Carolina, Puerto Rico 00979.

We are furnishing the proxy materials over the Internet pursuant to the rules of the Securities and Exchange Commission (SEC). On or about March 21, 2014, we will mail a Notice of Internet Availability of Proxy Materials (the Notice) to holders of record of our Class B common stock at the close of business on March 3, 2014. On or about the same date we will mail to holders of our Class A common stock a printed copy of this proxy statement, our 2013 Annual Report and a proxy card. If you receive the Notice by mail, you will not receive a paper copy of the proxy materials unless you request one. The Notice will contain instructions on how to access the proxy materials over the Internet and vote online or by telephone. The Notice also contains instructions on how to request a paper copy of our proxy materials, free of charge.

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on April 30, 2014:** This proxy statement, our 2013 Annual Report, the form of proxy and voting instructions are being made available to shareholders of record of our Class B common stock on or about March 21, 2014, at [www.proxyvote.com](http://www.proxyvote.com). If you receive the Notice and would still like to receive a printed copy of the proxy materials or our 2013 Annual Report, including audited financial statements, for the year ended December 31, 2013, you may request a printed copy by: (a) telephone at 1-800-579-1639; (b) Internet at [www.proxyvote.com](http://www.proxyvote.com); or (c) e-mail at [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). Please make the request as instructed above on or before April 16, 2014 to facilitate timely delivery.

All proxies will be voted in accordance with the instructions they contain. If you do not provide voting instructions on your proxy card with respect to a particular matter, your shares will be voted in accordance with the recommendations of our Board.



**PROXY SUMMARY**

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider. Please read the entire proxy statement carefully before voting.

**Information about the 2014 Annual Meeting of Shareholders**

Time and date: Wednesday, April 30, 2014 at 9:00 a.m., Atlantic Time  
 Location: Atlantic Room of the InterContinental Resort and Casino Hotel, 5961 Isla Verde Avenue, Carolina, Puerto Rico 00979  
 Record Date: Monday, March 3, 2014  
 Voting: All shareholders as of the record date are entitled to vote. Each share of our common stock owned on the

record date entitles the shareholder to one vote on each proposal presented for consideration.

**Agenda of the 2014 Annual Meeting**

Election of three Group 1 directors for three-year terms  
 Ratification of the selection of PricewaterhouseCoopers LLP as independent registered public accounting firm  
 An advisory resolution to approve the compensation of our named executive officers  
 Act on any other business properly presented to the meeting or any adjournment or postponement thereof

<b>Voting Matters</b>	<b>Board Recommendation</b>	<b>Page Reference</b>
Election of three Group 1 directors	<b>FOR</b> each nominee	10
Ratification of the selection of PricewaterhouseCoopers LLP as independent registered public accounting firm	<b>FOR</b>	14
An advisory resolution to approve the compensation of our named executive officers	<b>FOR</b>	16
<b>Group 1 Director Nominees</b>		

Our license agreement with the Blue Cross Blue Shield Association ( BCBSA ) requires that our Board be divided into three groups, with one group being elected each year and members of each group holding office for a three-year term. The following table provides information about each nominee who, if elected, will serve until the 2017 annual meeting of shareholders or until his/her successor is elected or qualified. In 2013, each of the nominees attended at

least 75% of the Board meeting and committee meetings on which he or she sits. Our Board has determined that each nominee is independent pursuant to the independence criteria outlined by the New York Stock Exchange ( NYSE ).

<b>Name</b>	<b>Age</b>	<b>Director since</b>	<b>Experience/Qualification</b>	<b>Committee Memberships</b>
Adamina Soto-Martínez	66	2002	Financial; regulatory	Audit (chair), Compensation, and Executive
Jorge L. Fuentes-Benejam	65	2008	Public company; executive leadership	Governance (chair), Investment, and Executive
Francisco J. Toñarely-Barreto	56	2011	Marketing; international markets; strategic planning	Governance and Compensation

**2015 Annual Meeting of Shareholders**

Deadline for shareholders proposal for inclusion in the proxy statement: November 22, 2014

Period for submitting proposals and nominations for directors to be considered at the 2015 annual meeting: December 1, 2014 to December 31, 2014.

## Independent Registered Public Accounting Firm

As a matter of good corporate governance, our shareholders are being asked to ratify the selection of PricewaterhouseCoopers LLP as our independent registered accounting firm for 2014. Below is a summary of the fees that we paid or accrued in connection with services provided by PricewaterhouseCoopers LLP in 2013 and 2012.

Type of Fees	2013	2012
Audit Fees	\$ 2,477,636	\$ 2,218,807
Audit-Related Fees	\$ 726,791	\$ 256,929
Tax Fees	\$ 0	\$ 0
All Other Fees	\$ 0	\$ 0
<b>Total</b>	<b>\$ 3,204,427</b>	<b>\$ 2,475,736</b>

## Executive Compensation Components

Components of our compensation plan are summarized below. Some components are inapplicable to certain executives, as further described in this proxy statement.

Element	Form	Description
Cash	Base salary	Base salary increases are based on several factors, including individual performance, Company's financial performance and ability to pay, and competitive analysis
	Performance-based annual incentive	Incentive payout may range from zero to 150% of the target opportunity Financial results account for 80% of each named executive officer's evaluation and individual performance accounts for the remaining 20% Performance is reviewed on an annual basis
Long-Term Incentive Equity Awards	Performance shares	75% of total equity award value is tied to specific operating performance measures
	Restricted shares	Remaining 25% of award earned if the executive remains employed with the Company over the vesting period

Retirement program	Non-contributory defined-benefit pension plan	Only union employees and executives hired before December 19, 2006 and non-union employees hired before September 30, 2007 are eligible for the defined-benefit plans; all other employees and executives are eligible for a defined contribution savings plan
	Supplemental defined-benefit retirement plan	
	Defined contribution savings plan	
Other	Benefits and perquisites	Non-qualified deferred compensation plan Health insurance Life insurance Vehicle allowance

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**Other Information Related to our Executive Compensation Program**

Recoupment of incentive compensation

Stock ownership requirements

Equity award grant policy

Insider trading and anti-hedging policy

No trigger on change of control in equity plan

Double trigger on change of control in CEO employment contract

**2013 Compensation Summary**

The compensation of our named executive officers for 2013 is summarized below. For more information, see the narrative and notes accompanying the 2013 Summary Compensation Table set forth on page 41.

Name and Position	Salary	Bonus	Stock Awards	Incentive Plan Compensation	Change in Pension Value and Non-Qualified		All Other Compensation	Total
					Deferred Compensation	Non-Equity Plan		
Ramón M. Ruiz-Comas <i>President and CEO</i>	\$ 820,615	\$ 0	\$ 2,000,004	\$ 0	\$ 190,000	\$ 30,000	\$ 3,040,619	
Amílcar L. Jordán-Pérez <i>Vice President of Finance and CFO</i>	\$ 439,615	\$ 0	\$ 299,981	\$ 0	\$ 0	\$ 0	\$ 739,596	
Pablo Almodóvar-Scalley <i>President of Triple-S Salud, Inc.</i>	\$ 537,307	\$ 0	\$ 399,990	\$ 0	\$ 315,000	\$ 28,200	\$ 1,280,497	
Arturo Carrión-Crespo <i>President of Triple-S Vida, Inc.</i>	\$ 318,443	\$ 0	\$ 209,987	\$ 175,340	\$ 0	\$ 47,450	\$ 751,310	

Eva G. Salgado-Micheo <i>President of Triple-S Propiedad, Inc.</i>	\$ 378,842	\$ 0	\$ 224,998	\$ 0	\$ 70,000	\$ 28,200	\$ 702,040
Susan Rawlings-Molina <i>Former president of Triple-S Advantage Solutions, Inc.</i> <b>Compensation Mix</b>	\$ 409,712	\$ 600	\$ 374,996	\$ 0	\$ 0	\$ 211,192	\$ 996,500

The compensation mix of our named executive officers for 2013 is graphically illustrated below and is based on the information presented in the compensation summary table.

## INFORMATION ABOUT VOTING, SOLICITATION AND THE ANNUAL MEETING

### Who can vote?

To be able to vote, you must have been a holder of record of our common stock at the close of business on March 3, 2014. This date is the record date for the annual meeting. Shareholders of record on the record date are entitled to receive notice of, to attend, and to vote on each proposal at the annual meeting or on any postponement or adjournment of the meeting. As of the close of business on the record date, there were 27,373,747 shares of our common stock outstanding, consisting of 2,377,689 issued and outstanding shares of Class A common stock ( Class A shares ) and 24,996,058 issued and outstanding shares of Class B common stock ( Class B shares ). Class A shares and Class B shares are sometimes referred to collectively in this proxy statement as common stock. In addition to shareholder of record of our common stock, beneficial owners of shares held in street name as of the record date can vote using the methods described below.

### How many votes do I have?

You are entitled to one vote per each share of our common stock that you owned on the record date on each matter that is presented for consideration. All shares of our common stock will vote together as a single class on all matters brought before the meeting.

### How do I vote if I am the holder of record of my shares?

If your shares of common stock are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, and not through a brokerage firm, bank, broker-dealer or other similar organization, you are considered the shareholder of record with respect to those shares. We have sent the Notice or the printed proxy materials directly to you. If you are the shareholder of record or record holder of your shares, you may vote in one of the following five ways:

*Through the Internet.* Vote by following the instructions on the Notice or going to the Internet address stated on your proxy card.

*By telephone.* Call the telephone number on your proxy card.

*By fax.* Complete and sign your proxy card and fax both sides of the completed proxy card to (787) 749-4148.

*By mail.* Complete and sign your proxy card and mail it in the enclosed postage-prepaid envelope. You do not need to affix a stamp on the enclosed envelope if you mail it within the United States. If you do not have the postage-prepaid envelope, please mail your completed proxy card to the following address: Triple-S Management Corporation c/o Broadridge Financial Solutions, Inc. at 51 Mercedes Way, Edgewood, NY 11717.

*In person.* Attend the annual meeting and vote in person or by submitting a proxy at the meeting.

If you only receive the Notice, you may follow the instructions outlined in the Notice to request a proxy card in order to submit your vote by fax or mail. **If you vote via the Internet, by phone, or by fax, do not return the proxy card.** You may request a printed copy of the proxy materials by: (a) telephone at 1-800-579-1639; (b) Internet at [www.proxyvote.com](http://www.proxyvote.com); or (c) e-mail at [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). Please make the request on or before April 16, 2014 to facilitate timely delivery.

The Internet and telephone voting facilities will close at 11:59 p.m., Eastern Daylight Time, on April 29, 2014. If you plan to vote by fax or by mail, your proxy card must be received no later than 12:00 p.m., Eastern Daylight Time, on April 29, 2014.

In order to ensure that your proxy is voted according to your instructions and to avoid delays in ballot taking and counting, we request that you provide your full title when signing a proxy as attorney-in-fact, executor, administrator, trustee, guardian, authorized officer of a corporation, or on behalf of a minor. If shares are registered in the name of more than one record holder, all record holders must sign the proxy card.



**How do I vote if my shares are held in street name ?**

If your shares are held in an account at a stock brokerage firm, bank, broker-dealer or other similar organization, then you are the beneficial owner of shares held in street name. Such organization is considered to be the shareholder of record with respect to those shares. If you hold your shares of common stock in street name you will receive the Notice from that organization with instructions on how to vote your shares. The organization that holds your shares will allow you to deliver your voting instructions via the Internet and may also permit you to submit your voting instructions by telephone. In addition, you may request paper copies of our proxy statement and proxy card by following the instructions on the Notice provided by the organization.

**If you are a beneficial owner of shares held in street name and wish to vote in person at the annual meeting, you must present a legal proxy, issued in your name by the organization that holds your shares to be admitted to the meeting. A legal proxy is a document that will authorize you to vote your shares held in street name at the meeting. Please contact the organization that holds your shares for instructions to obtain a legal proxy.** You must bring a copy of the legal proxy to the annual meeting and ask for a ballot from an usher when you arrive. In order for your vote to be counted, you must hand both the copy of the legal proxy and your completed ballot to an usher to be provided to the inspector of election.

**Can I change or revoke my vote after I have voted?**

Yes. You can change your vote or revoke your proxy at any time before the taking of votes at the annual meeting by:

delivering a written notice of revocation to our Secretary at or before the meeting;

submitting another proxy by telephone or via the Internet prior the applicable cutoff time;

submitting another proxy by fax or mail prior to the applicable cutoff time;

presenting to our Secretary, before or at the meeting before polls close, a later dated proxy executed by the person who executed the prior proxy; or

voting in person at the meeting.

If you provide more than one proxy, the properly signed proxy having the latest date will revoke any earlier proxy. Attendance at the meeting will not automatically revoke a proxy unless you properly vote at the meeting or specifically request that your prior proxy be revoked. Any written notice of revocation or delivery of a subsequent proxy by a shareholder of record may be sent to our Secretary at Triple-S Management Corporation, 1441 F.D. Roosevelt Avenue, 6th Floor, San Juan, Puerto Rico 00920, or hand delivered to our Secretary at or before the voting at the annual meeting.

If your shares are held in street name by an organization, you must contact that organization to change your vote or, if you intend to be present and vote at the meeting, bring the legal proxy issued in your name by such organization to the meeting.

**What should I do if I receive more than one set of voting materials?**

You may receive more than one set of voting materials, including multiple copies of this proxy statement and proxy card. For example, (i) if you hold your Class B shares in more than one brokerage account, you may receive a separate Notice for each brokerage account in which you hold shares, and (ii) if you hold both Class A shares and Class B shares, you may receive paper copies of the proxy materials with respect to your Class A shares and a Notice with respect to your Class B shares. Please vote each proxy card that you receive.

**Who may be present at the meeting?**

Only shareholders of record and beneficial owners with a legal proxy issued in their name by their respective organization holding their shares may be present at the meeting. No other person, including persons accompanying a

shareholder, will be allowed at the meeting. Please bring a valid form of photo identification such as a driver's license or passport to corroborate your identity as one of our shareholders.

No cameras, mobile phones, computers, tablets, recording equipment, electronic devices, large bags, briefcases or packages will be permitted in the meeting.

### **What constitutes a quorum for the meeting?**

The presence at the beginning of the meeting, in person or by proxy, of one third (1/3) of the shares entitled to vote will constitute a quorum for the meeting. As of the record date, 27,373,747 shares of common stock were issued and outstanding. Shares of common stock represented in person or by proxy, broker non-votes, as discussed below, and shares that abstain or do not vote with respect to a particular proposal, will be treated as shares that are present for purposes of determining whether a quorum exists at the meeting.

We urge you to vote by proxy even if you plan to attend the meeting so that we will know as soon as possible that enough shares will be present to constitute a quorum in order for us to hold the meeting. If a quorum is not present, we may propose to adjourn the meeting to solicit additional proxies.

### **What happens if I do not give specific voting instructions?**

If you are a shareholder of record and you indicate when voting on the Internet or by telephone that you wish to vote as recommended by the Board, or sign and return a proxy card without giving specific voting instructions, then the persons named as proxy holders will vote your shares in the manner recommended by the Board on all matters presented in this proxy statement and as the proxy holders may determine in their discretion with respect to any other matters properly presented for a vote at the meeting and at any postponement or adjournment thereof.

If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions then, under applicable rules, the organization that holds your shares may generally vote on routine matters but cannot vote on non-routine matters unless the organization receives voting instructions from you. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization will inform the inspector of election that it does not have the authority to vote on this matter with respect to your shares. This is generally referred to as a broker non-vote. In order to minimize the number of broker non-votes, the Company encourages you to vote or provide voting instructions with respect to each proposal to the organization that holds your shares by carefully following the instructions provided in the Notice or voting instruction form.

### **Which proposals are considered routine or non-routine?**

The election of directors (Proposal 1) and the advisory resolution to approve the compensation of our named executive officers (Proposal 3) are considered non-routine matters under applicable rules. A broker or other nominee cannot vote without instructions on non-routine matters, and therefore broker non-votes may exist in connection with Proposals 1 and 3. The ratification of the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the current year (Proposal 2) is considered a routine matter under applicable rules. A broker or other nominee may generally vote on routine matters, and therefore it is likely that no broker non-votes will exist in connection with Proposal 2.

### **What vote is required to approve each proposal?**

Proposal 1 Election of Directors. A nominee must be elected to our Board by the affirmative vote of a majority of votes cast with respect to such nominee by the shares of common stock entitled to vote and present at the meeting or

represented by proxy. If shareholders do not elect a director nominee who is already serving as a director, Puerto Rico corporation law provides that the director will continue to serve on our Board as a holdover director until his or her successor is elected.

Proposal 2 Ratification of the Selection of the Independent Registered Public Accounting Firm. The approval of this proposal requires the affirmative vote of a majority of votes cast with respect to this proposal by the shares of common stock entitled to vote and present at the meeting or represented by proxy.

Proposal 3 An Advisory Resolution to Approve the Compensation of Our Named Executive Officers. The approval of this proposal requires the affirmative vote of a majority of votes cast with respect to this proposal by the shares of common stock entitled to vote and present at the meeting or represented by proxy.

An affirmative vote of a majority of votes cast on a proposal means that the votes cast for the proposal exceeds the votes cast against such proposal. Abstentions and broker non-votes will not count as a vote for or against the proposal and thus will have no effect in determining whether the proposal has received the affirmative vote of a majority of the votes cast at the meeting.

**Who will count the votes?**

Representatives of Broadridge Financial Solutions, Inc., an independent third party, will act as inspectors of the election and tabulate the votes cast by proxy or in person at the meeting.

**What are the Board's recommendations?**

The Board's recommendation for each proposal is set forth below.

*Election of Directors (page 10).*

**The Board recommends a vote FOR each nominee.**

*Ratification of the Selection of the Independent Registered Public Accounting Firm (page 14)*

**The Board recommends a vote FOR this proposal.**

*Advisory Resolution to Approve the Compensation of Our Named Executive Officers (page 16)*

**The Board recommends a vote FOR this proposal.**

**Will any other business be conducted on at this meeting?**

We do not know of any other business that may come before the meeting other than as described in the notice of meeting. The chair of the meeting will declare out of order and disregard the conduct of any business not properly presented. However, if any new matter requiring the vote of our shareholders is properly presented before the meeting, proxies may be voted with respect thereto at the discretion of the proxy holders. The affirmative vote of a majority of votes cast by the shares of common stock entitled to vote and present, in person or by proxy, at the meeting with respect to any other item properly presented at the meeting will be required for approval of such item, unless a greater percentage is required by law, our articles of incorporation or our bylaws.

**Where can I find the voting results of the meeting?**

We will publish the voting results in a Current Report on Form 8-K, which the Company is required to file with the SEC, within four business days following the meeting.

**What is the cost and method of soliciting these proxies?**

We will bear the costs of soliciting proxies. In addition, our directors, officers and employees may solicit proxies on the Company's behalf in person, by telephone, facsimile or email without additional compensation. We also will reimburse banks, brokers or other custodians, nominees and fiduciaries representing beneficial owners of shares held in street name for their reasonable out-of-pocket expenses incurred in distributing proxy materials to shareholders and obtaining their votes.

**How and when may I submit a shareholder proposal, including a shareholder nomination for director, for the 2015 annual meeting of shareholders?**

If you are interested in submitting a proposal for inclusion in the proxy statement for the 2015 annual meeting of shareholders, you need to follow the procedures outlined in Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the Exchange Act ). To be eligible for inclusion, we must receive your shareholder proposal for our proxy

statement for the 2015 annual meeting of shareholders at our principal corporate offices in San Juan, Puerto Rico, at the address below no later than November 22, 2014.

In addition, our bylaws require that we be given advance written notice of director nominations for election to our Board and other matters that shareholders wish to present for action at an annual meeting, other than those to be included in our proxy statement under Rule 14a-8 of the Exchange Act. The Secretary must receive such notice from a shareholder of record at the address noted below not less than 120 days or more than 150 days before the first anniversary of the preceding year's annual meeting. However, if the date of our annual meeting is advanced by more than 30 days, or delayed by more than 60 days, from the anniversary date, then we must receive such notice at the address noted below not later than the close of business on the tenth day after the day on which public disclosure of the meeting was made. Assuming that the 2015 annual meeting is not advanced by more than 30 days nor delayed by more than 60 days from the anniversary date of the 2014 annual meeting, you would need to give us appropriate notice at the address noted below no earlier than the close of business on December 1, 2014, and no later than the close of business on December 31, 2014. If a shareholder of record does not provide timely notice of a nomination or other matters to be presented at the 2015 annual meeting, it will not appear in the notice of meeting. If you are a beneficial owner of shares held in street name, you can contact the organization that holds your shares for information about how to register your shares directly in your name as a shareholder of record.

Our bylaws also specify requirements relating to the content of the notice that shareholders of record must provide to our Secretary for any matter, including a shareholder proposal or nomination for director, to be properly presented at a shareholder meeting. A copy of the full text of our bylaws is on file with the SEC and available on our Internet website, [www.triplesmanagement.com](http://www.triplesmanagement.com).

Any proposals, nominations or notices should be sent to:

Roberto García-Rodríguez

Secretary

Triple-S Management Corporation

1441 F.D. Roosevelt Avenue, 6<sup>th</sup> Floor

San Juan, Puerto Rico 00920

**What happens if the meeting is postponed or adjourned?**

Your proxy will still be valid and may be voted at the postponed or adjourned meeting. You will still be able to change or revoke your proxy at any time before it is voted.

## PROPOSAL 1 ELECTION OF DIRECTORS

Our Board is divided into three groups, with one group being elected each year and members of each group holding office for a three-year term. This classified board structure is required by the terms of our license agreement with the BCBSA. Our Board currently consists of eleven members; three Group 1 directors (with terms expiring at the 2014 annual meeting), three Group 2 directors (with terms expiring at the 2015 annual meeting), and four Group 3 directors (with terms expiring at the 2016 annual meeting). Our president and chief executive officer is an *ex-officio* member of our Board and is excluded from the three director groups. At the meeting, shareholders will have the opportunity to vote for three (3) nominees to serve as Group 1 directors, who will serve for a three-year term until the 2017 annual meeting or until a successor is elected and qualified. All nominees are current directors. The affirmative vote of a majority of the votes cast by the shares of common stock entitled to vote and present or represented by proxy at the meeting, is required to elect each nominee.

The persons named as proxies in the proxy card will vote for each of these nominees unless you instruct otherwise on the proxy card. Each nominee has indicated her or his willingness and ability to serve, if elected. However, if any or all of the nominees should be unable or unwilling to serve, the proxies may be voted for a substitute nominee designated by our Board or our Board may reduce the number of directors. We have no knowledge that any nominee will become unavailable for election.

### Director Qualifications

The following candidates for election have been nominated by the Board based on the recommendation of the Corporate Governance and Nominating Committee. The information presented below includes information the nominees and directors whose terms in office will continue after the annual meeting have given us about their age, positions held, their principal occupation, business experience and directorships (including positions held in our Board's committees, if any) for at least the past five years. In addition, we have included information regarding each nominee's and director's specific experience, qualifications, attributes and skills that led our Board to conclude that the nominees and directors should serve as members of the Board. We believe that all of our nominees and directors have a reputation for integrity, honesty and adherence to high ethical standards. Also, they each have demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment of service to the Company, which taken as a whole, enable the Board to satisfy its oversight responsibilities in light of our business and structure.

The information presented about each nominee for election and director is as of the date of this proxy statement. Information about the number of shares of common stock beneficially owned by each director appears below under the heading Security Ownership of Certain Beneficial Owners and Management. See also Other Relationships, Transactions and Events. There are no family relationships among any of our directors and executive officers.

### Nominees for Election

**ADAMINA SOTO-MARTÍNEZ, CPA, VICE CHAIR OF THE BOARD, DIRECTOR SINCE 2002.**

Ms. Soto-Martínez, age 66, is a certified public accountant and a founding partner of the accounting firm of Kevane Grant Thornton, LLP, where she worked from 1975 until her retirement in October 2009. She was the managing partner of the firm during the last sixteen years of her professional career. She is the chair of the Board's Audit Committee, and member of the Compensation and Talent Development Committee and the Executive Committee. Ms. Soto-Martínez is a NACD Board Leadership Fellow. We believe Ms. Soto-Martínez's profound knowledge of public accounting and financial auditing, as well as her experience in advising complex business organizations over the last thirty years, make her a skilled advisor to the Company and qualify her to sit on the Board.



JORGE L. FUENTES-BENEJAM, PE, *DIRECTOR SINCE APRIL 2008*. Mr. Fuentes-Benejam, age 65, was chair of the board, president and chief executive officer from 1986 until 2010, and is currently chair and CEO of Gabriel Fuentes Jr. Construction Co. Inc, a heavy and marine construction business, and of Fuentes Concrete Pile Co. Inc., a precast concrete pile manufacturing business, and related entities. Currently, Mr. Fuentes-Benejam is a member of the board of trustees of Interamerican University, Puerto Rico's largest private university. He is the chair of the Board's Corporate Governance and Nominating Committee, and member of the Investment and Financing Committee and the Executive Committee. Mr. Fuentes-Benejam is a NACD Board Leadership Fellow. We believe Mr. Fuentes-Benejam's qualifications to sit on our Board include his knowledge of the Puerto Rico business environment, particularly in the construction industry one of the key industries we serve as well as his management and board

experience, which includes serving as a director on the board of Puerto Rico Cement Company, Inc., a company whose shares were publicly traded, for eighteen years, as chairperson of its compensation committee, and as a director of a bank in Puerto Rico.

FRANCISCO J. TOÑARELY-BARRETO, *DIRECTOR SINCE 2011*. Mr. Toñarely-Barreto, age 56, is president of Brand Equity Partners, Inc., a consulting firm specializing in strategy and brand development. He was president and chief executive officer of Stock Spirits Group USA, Inc. from 2009 to 2012, a spirits production and distribution company. From 2000 to 2002, he was the senior vice president and global head group for the Tequila division of Seagram Spirits and Wine Group. From 1994 to 1996, and from 1993 to 1994, he was vice president of marketing for Bacardi International for Latin America and Spain. Also, from 1986 to 1993, he was marketing director of Latin America, Caribbean and Puerto Rico for Pepsi-Cola International. He has particular expertise in brand strategy development, brand introductions, product development and innovation, and domestic and international marketing. Mr. Toñarely-Barreto is a NACD Board Leadership Fellow. He is a member of the Corporate Governance and Nominating Committee and the Compensation and Talent Development Committee. We believe Mr. Toñarely-Barreto's extensive strategic planning, marketing and international experience, his service in several international companies and his understanding of global markets are valuable to the branding and market expansion strategies of the Company.

We believe these three nominees have particular skills and characteristics that complement those already represented on the Board, as illustrated in the table below:

Nominee	Qualifications
Adamina Soto- Martínez.	Financial experience; regulatory experience
Jorge L. Fuentes-Benejam	Public company experience; executive leadership experience
Francisco J. Toñarely-Barreto	Marketing experience; international markets experience; strategic planning experience

We encourage our shareholders to read the Corporate Governance and Nominating Committee Director Nominations Process section of this proxy, at page 21, for further details.

During 2013, Mr. Toñarely-Barreto changed his primary employment and offered to resign as a member to the board, as required by our Corporate Governance Guidelines. The Board determined Mr. Toñarely-Barreto's change in primary employment did not and does not impair his service to the Board and declined to accept his resignation.

**Our Board of Directors recommends a vote FOR each of these nominees.**

### Directors Continuing in Office

#### *Group 2 Directors (Terms expire at the 2015 annual meeting)*

LUIS A. CLAVELL-RODRÍGUEZ, MD, *CHAIR OF THE BOARD, DIRECTOR SINCE 2006*. Dr. Clavell-Rodriguez, age 63, is chief medical officer and president of the Professional Board at San Jorge Children's Hospital in San Juan, Puerto Rico. He is the principal investigator for the Children's Oncology Group and the Dana Farber Acute Lymphoblastic Leukemia Consortium at said institution. He is a NACD Board Leadership Fellow. He was a professor of pediatrics and pathology from 1980 to 1994, and director of pediatric hematology oncology from 1984 to 1994, at the University of Puerto Rico's School of Medicine. He has particular expertise in clinical investigation. He is the chair

of the Board's Executive Committee and member of the Investment and Financing Committee. We believe Dr. Clavell-Rodriguez's qualifications to sit on our Board include his more than thirty years of experience as a medical doctor and medical service provider, and his successful record of leadership during more than twenty years as an administrator of medical facilities and related organizations, which provide valuable insight for our managed care business.

JESÚS R. SÁNCHEZ-COLÓN, DMD, *DIRECTOR SINCE 2000*. Dr. Sánchez-Colón, age 58, is currently the Assistant Secretary of our Company. He is a dentist in private practice since 1982. He currently serves as chair of

the board of directors of B. Fernández & Hermanos, Inc., a corporation dedicated to the importation and distribution of grocery products and liquors for the retail and food service trade in Puerto Rico, and is a member of the board of directors of B. Fernández Holding Co. since 2007 and of Pan Pepin, Inc. since 2006. He is a NACD Board Leadership Fellow. He also served as the chair of the board of directors of Delta Dental Plan of Puerto Rico from 1997 to 2000. He is a member of the Investment and Finance Committee. We believe Dr. Sánchez-Colón's qualifications to sit on our Board include his thirty years of experience as a provider within the healthcare industry, service on the boards of privately-owned companies, and extensive knowledge of both the local insurance industry and the Company's operation through his many years of service on our Board.

**CARI M. DOMINGUEZ, PHD. DIRECTOR SINCE 2012.** Mrs. Dominguez, age 65, serves as a director of Manpower Group, Inc., a global workforce provider, since 2007, and is a member of its executive compensation and human resources committee. She was the chair of the U.S. Equal Employment Opportunity Commission from 2001 to 2006. She is president of Dominguez & Associates, a management consulting firm, which she founded in 1999. She is member of the board of directors of NACD since 2013 and is a NACD Board Leadership Fellow. From 1995 to 1998, she was a partner at Heidrick & Struggles, an international executive search firm. From 1993 to 1995, she was a director at Spencer Stuart, a consulting firm. From 1989 to 1993 she was Assistant Secretary for the Employment Standards Administration and Director of the Office of Federal Contract Compliance Programs at the U.S. Department of Labor. Before then, Mrs. Dominguez held senior management positions with Bank of America. She is member of the Corporate Governance and Nominating Committee and the Compensation and Talent Development Committee. We believe Mrs. Dominguez's qualifications to sit on our Board include her extensive leadership, executive and governmental experience and her knowledge of human resources management and policy in the public and private sectors.

***Group 3 Directors (Terms expire at the 2016 annual meeting)***

**DAVID H. CHAFEY, JR., DIRECTOR SINCE 2013.** Mr. Chafey, age 60, has served as the chair of the board of directors of the Government Development Bank of Puerto Rico since January 2013. From 2009 to 2010, he was president and chief operations officer of Popular, Inc., a publicly traded financial holding company, and president of Banco Popular de Puerto Rico, a subsidiary of Popular, Inc., from 2004 to 2010. From 1996 to 2009 he served as executive vice president of Popular, Inc. Previously, he served in various senior executive positions, including as chief financial officer, within Popular, Inc. He also has served in several boards of directors, including Popular, Inc., VISA Latin American and Caribbean, and VISA International. He is member of the Audit Committee and the Investment and Financing Committee. We believe Mr. Chafey's extensive experience within the banking and financial industry, financial expertise, and executive leadership in a publicly traded company qualify him to sit on the Board.

**ANTONIO F. FARÍA-SOTO, DIRECTOR SINCE MAY 2007.** Mr. Faría-Soto, age 65, was chair of the board of directors and CEO of Doral Bank, the main operating subsidiary of Doral Financial Corporation, a publicly traded company, and president of Doral Money, a subsidiary of Doral Bank, from 2005 to 2006. From 2003 to 2004, he served as president of the Government Development Bank for Puerto Rico and as an *ex-officio* member of the boards of directors of several government entities dedicated to the economic development of Puerto Rico. From 2002 to 2003, he served as president of the Economic Development Bank for Puerto Rico. Before that, he was Commissioner of the Office of Financial Institutions of Puerto Rico. Additionally, he has occupied various senior positions within the commercial and investment banking industries with responsibilities that covered countries in Central and South America. He is a NACD Board Leadership Fellow. He is the chair of the Board's Investment and Financing Committee and member of the Audit Committee and the Executive Committee. We believe Mr. Faría-Soto's qualifications to sit on our Board include his broad understanding of the banking and financial industry, government regulation and public affairs, as well as his proven executive leadership.

**MANUEL FIGUEROA-COLLAZO, PE, PHD, DIRECTOR SINCE 2004.** Mr. Figueroa-Collazo, age 62, is the president of VERNET, Inc., an educational software development company, since 1999. He has over thirty years of

experience in senior management positions and over twenty-five years of exposure at all management levels in the computer, information and telecommunications industries. He was CEO for Lucent Technologies, Mexico and a department head at AT&T Bell Laboratories. He is a NACD Board Leadership Fellow. He is the chair of the Compensation and Talent Development Committee, and member of the Corporate Governance and Nominating Committee and the Executive Committee. We believe Mr. Figueroa-Collazo's experience in information technology and international markets is critical to our business and brings a unique perspective to our Board.

JOSEPH A. FRICK, *DIRECTOR SINCE 2013*. Mr. Frick, age 61, is the vice chair and managing partner of Diversified Search, a national executive search firm, since May 2011. He is also the vice chair of the board of directors of Independence Blue Cross, a health insurance company, and where he previously served as president and chief executive officer from 2005 to 2010 and senior vice president of human resources and administration from 1993 to 2005. He is member of the board of directors of BioTelemetry, Inc., a publicly-traded company, since October 2013. Before serving in Independence Blue Cross, he worked in various management positions within the publishing and the electronics industries. He also served on the boards of directors of BCBSA and America's Health Insurance Plans, among others. He is member of the Audit Committee and the Compensation and Talent Development Committee. He is a NACD Board Leadership Fellow. We believe Mr. Frick's broad experience as an executive and director, as well as his in-depth understanding of the national managed care market will significantly contribute to the Company's strategic objectives and qualify him to sit in our Board.

***Management Director (Ex-Officio)***

RAMÓN M. RUIZ-COMAS, CPA, *PRESIDENT AND CHIEF EXECUTIVE OFFICER, DIRECTOR SINCE MAY 2002*. Mr. Ruiz-Comas, age 57, has served as our president and chief executive officer since May 2002. He is a member of the board of directors of the BCBSA and chair of its audit and finance committee. Mr. Ruiz-Comas is also chair of the board of trustees of Universidad del Sagrado Corazón. He is a NACD Board Leadership Fellow. Mr. Ruiz-Comas served as our executive vice president from November 2001 to April 2002 and as our senior vice president and chief financial officer from February 1999 to October 2001. From 1995 to 1999, Mr. Ruiz-Comas served as our managed care subsidiary's senior vice president of finance and from 1990 to 1995 he was its vice president of finance. We believe Mr. Ruiz-Comas' qualifications to sit on our Board include his more than 30 years of experience in the insurance industry, along with his various leadership positions at the Company and his extensive experience in financial and accounting matters.

Pursuant to our articles of incorporation, Mr. Ruiz-Comas is a director of the Company by virtue of being our president and chief executive officer. Mr. Ruiz-Comas is not included in the three groups into which our Board is divided. As an *ex-officio* director, Mr. Ruiz-Comas' membership in our Board is not subject to shareholder approval and the shareholders may not remove him from office while he is our president and chief executive officer.

**PROPOSAL 2 RATIFICATION OF THE SELECTION OF THE  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has selected PricewaterhouseCoopers LLP as our independent registered public accounting firm for the current year. Although current law, rules, and regulation, as well as the charters of the Audit Committee, require the Audit Committee to engage, retain, and supervise our independent registered accounting firm, our Board considers the selection of the independent registered public accounting firm to be an important matter of shareholder concern and is submitting the selection of PricewaterhouseCoopers LLP for ratification by shareholders. If shareholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain PricewaterhouseCoopers LLP. Even if the selection is ratified, the Audit Committee in its discretion may select a different registered public accounting firm at any time during the year if it determines that such a change would be in our best interests and those of our shareholders. Representatives of PricewaterhouseCoopers LLP are expected to attend the meeting and will be given an opportunity to make a statement if so desired and to respond to appropriate questions.

The affirmative vote of a majority of votes cast with respect to this proposal by the shares of common stock entitled to vote and present or represented by proxy at the meeting is required to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the current year.

**Our Board of Directors recommends a vote FOR the proposal.**

**Independent Registered Public Accounting Firm Fees and Other Matters**

The following is a description of the fees we paid or accrued for the professional services rendered by PricewaterhouseCoopers LLP for the years ended December 31, 2013 and 2012, respectively:

**Audit Fees.** The audit fees for the year ended December 31, 2013 and 2012 were for professional services rendered by PricewaterhouseCoopers LLP for the integrated audits of our annual consolidated financial statements and system of internal control over financial reporting, reviews of the financial statements included in our quarterly reports on Form 10-Q, and statutory audits required of our subsidiaries. Total fees related to the audit of the financial statements as of and for the years ended December 31, 2013 and 2012 were \$2,477,636 and \$2,218,807, respectively. The audit fees for the year ended December 31, 2012 include \$369,100 of additional fees billed by the accounting firm after our submission of last year's proxy statement.

**Audit-Related Fees.** The audit-related fees for professional services rendered by PricewaterhouseCoopers LLP for the years ended December 31, 2013 and 2012 were 726,791 and \$256,929, respectively. The audit-related fees correspond to procedures performed for SSAE 16 (Statement of Standards for Attestation Engagements-Reporting on Controls at Service Organizations) audits amounting to \$270,891 and \$256,929, respectively. Fees for 2013 also include \$455,900 related to consents and comfort letters issued during the year, an Agreed Upon Procedure of the Federal Employees Health Benefit Plan, a SAP conversion assessment and for a special work in connection with Company's filing with the General Superintendent of Insurance of Costa Rica. The fees disclosed for the year ended December 31, 2012 include \$55,000 of additional fees billed following our submission of last year's proxy statement.

**Tax Fees.** No professional tax services were rendered by PricewaterhouseCoopers LLP for the year ended December 31, 2013 and 2012.

**All Other Fees.** No other services were rendered by PricewaterhouseCoopers LLP for the years ended December 31, 2013 and 2012.

**Audit Committee s Pre-Approval Policies and Procedures**

The Audit Committee must pre-approve all auditing and approve non-audit services rendered by our independent registered public accounting firm. Pre-approval, however, is not required for non-audit services if: (1) the aggregate dollar value of such services does not exceed five percent of the total fees paid by the Company to the external auditors during the fiscal year in which the non-audit services are provided; (2) we did not recognize such services as non-audit services at the time of the engagement to be non-audit services; and (3) such services are promptly brought to the attention of and approved by the Audit Committee prior to the completion of the audit. In



accordance with the foregoing, the Audit Committee pre-approved all audit and non-audit services provided by PricewaterhouseCoopers LLP in 2013.

**PROPOSAL 3 AN ADVISORY RESOLUTION TO APPROVE THE  
COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

**Background**

In 2011, our shareholders voted that the compensation of our NEOs be presented to our shareholders on an annual basis. Our Board accepted our shareholders' advisory vote, and in this proxy statement, we are asking our shareholders to provide advisory approval of the compensation of our NEOs, as such compensation is described in the section titled "Compensation Disclosure" beginning on page 28 of this proxy statement. Our executive compensation program is designed to enable us to attract, motivate and retain executive talent, which is critical to our success. We seek to accomplish this goal in a way that rewards performance and is aligned with our shareholders' long-term interests. The following is a summary of some of the key components of our executive compensation program. We encourage our shareholders to review the information in "Compensation Disclosure," "Compensation Discussion and Analysis" of this proxy statement, in the executive-related compensation tables, and the narrative disclosures that accompany the compensation tables for more detailed information on our executive compensation program and the decisions made by the Compensation and Talent Development Committee in 2013.

We provide competitive pay opportunities that reflect best practices and compare our total executive compensation with total compensation levels for equivalent positions at companies similar of size and complexity. The Compensation and Talent Development Committee periodically reviews our executive compensation program to ensure that total compensation, which includes base salary, short and long-term variable pay opportunities, benefits and perquisites, is generally between the 25<sup>th</sup> and 50<sup>th</sup> percentile of the comparable group of companies, and that a significant percentage of total compensation is delivered in the form of incentive compensation. Our performance-based bonus program, which focuses on profitably increasing our revenues, rewards short-term performance. Our 2014 equity award program specifically promotes a high performance culture by providing 75% of the equity award value in the form of performance shares and the remaining 25% in the form of time-based restricted stock. This emphasis on long-term risk-based pay aligns the interests of our executives with those of our shareholders and promotes long-term retention.

We are committed to having strong governance standards with respect to our compensation program, procedures and practices. As part of our commitment to strong corporate governance and best practices, the Compensation and Talent Development Committee has retained an independent compensation consultant and includes compensation analytical tools as part of its annual executive compensation review. In addition, our Compensation and Talent Development Committee oversees the management of claw-back provisions, stock ownership guidelines, an equity award grant policy, stock option exercise procedures, and an annual process to assess the risks related to our company-wide compensation programs.

At the Company's 2013 annual meeting of shareholders, our shareholders approved, on an advisory basis, the compensation of our NEOs. Pursuant to that vote, our board approved an executive compensation program for 2014 that is similar to the one presented to our shareholders in 2013.

**Recommendation**

Our Board believes our executive compensation program was designed appropriately and is working to ensure that management's interests are aligned with our shareholders' interests and support long-term value creation.

We are presenting the following resolution, which provides you the opportunity to endorse or not endorse our executive compensation program:

**RESOLVED**, that the shareholders approve, on an advisory basis, the compensation of our named executive officers, as disclosed in Compensation Disclosure Compensation Discussion and Analysis, the compensation tables and the narrative discussion contained in our 2014 proxy statement.

The affirmative vote of a majority of votes cast with respect to this proposal by all shares of common stock entitled to vote and present or represented by proxy at the meeting is required to approve this proposal.

While our Board intends to carefully consider the shareholder vote resulting from the proposal, the vote is advisory in nature and it is not binding on the Company, the Board or our Compensation and Talent Development Committee, or will create or imply any additional fiduciary duty for the Company, the Board or the Compensation and Talent Development Committee. Our shareholders' vote will not overrule any decision made by our Board nor require the Board to take any action. However, the Compensation and Talent Development Committee and the Board value the opinions expressed by our shareholders in their vote on this proposal and we will take into account the outcome of the vote when considering future executive compensation decisions regarding NEOs.

**Our Board recommends a vote FOR the proposal.**

## **CORPORATE GOVERNANCE**

### **General**

We believe good corporate governance ensures that we are managed for the long-term benefit of our shareholders. We periodically review our corporate governance policies and practices and compare them to those suggested by various authorities in corporate governance and the practices of other public companies. As a result, the Board has adopted policies and procedures that we believe are in our best interests and those of our shareholders, including corporate governance guidelines, charters for the standing committees of the Board, director independence standards and a code of business conduct and ethics.

### **Corporate Governance Practices**

Our Board is committed to fulfill its responsibilities guided by the highest standards of corporate governance, which we believe are essential to serve our shareholders and the Company. This commitment has led us to incorporate several practices, including the following:

Only independent directors serve on the Audit Committee, the Compensation and Talent Development Committee and the Corporate Governance and Nominating Committee.

Directors must notify the Board before accepting invitations to serve on another public company board.

A director must submit an offer to resign if his or her principal occupation changes substantially.

Our Board and its committees have the authority to retain independent advisors.

Our Board and its committees conduct annual performance reviews.

All directors are encouraged to complete a minimum level of director training annually.

### **Code of Business Conduct and Ethics**

The Company's Code of Business Conduct and Ethics (the Code of Ethics) applies to our employees, agents, independent contractors, consultants, officers and directors. Any waiver of the Code of Ethics may be made only by our Board. The Company intends to disclose any changes in, or waivers from, the Code of Ethics by posting such information on its website or as required by law or stock exchange rules or regulations. Our Board has not granted any waivers to the Code of Ethics. You can access the Code of Ethics, our corporate documents and additional corporate governance information on our website [www.triplesmanagement.com](http://www.triplesmanagement.com) in the Governance Documents section under Corporate Governance. Copies of these documents are also available to shareholders in print form at no charge by sending a request to Mrs. Eileen Pérez, Manager, Triple-S Management Corporation, P.O. Box 363628, San Juan, PR 00936-3628, or by calling (787) 749-4025.

### **Independence of Directors**

Our director independence standards conform to those required by the NYSE. Under these standards, a director qualifies as independent if our Board affirmatively determines that the director has no material relationship with us other than as a director. In assessing whether a director has a material relationship with us, directly or as a partner, shareholder or officer of an organization that has a relationship with us, the Board uses the criteria outlined in Section 303A.02 of the NYSE Listed Company Manual. For relationships not covered by the NYSE guidelines, the determination of whether a material relationship exists is made by the members of our Board who are independent under said guidelines. Our Board has reviewed the relationships between the Company, including our subsidiaries or affiliates, and each board member, including each such director's immediate family members.

The Board has affirmatively determined that all the directors are independent other than Messrs. Clavell-Rodríguez and Sánchez-Colón, because each receives compensation from Triple-S Salud, Inc. ( TSS ) for services as a healthcare provider, and Mr. Ruiz-Comas, because he is our president and chief executive officer. Each of the independent directors has no relationship with us, other than any relationship that is categorically not material under the guidelines indicated above and other than as disclosed in this proxy statement under Compensation Disclosure

Director Compensation and Other Relationships, Transactions and Events. The Board has determined that the relationships described in this proxy statement do not preclude a determination of independence because the relationships will not impair the applicable director's ability to render an independent judgment.

### Board Meetings and Committees

The Board has responsibility for establishing broad corporate policies and reviewing our overall performance rather than day-to-day operations. The Board's primary responsibility is to oversee our president and CEO and other senior management and, in so doing, serve the Company's and our shareholders' best interests. The Board selects, evaluates and provides for the succession of executive officers, nominates individuals to serve as directors of the Company for election at annual shareholder meetings and elects individuals to fill any vacancies on the Board. It reviews and approves corporate objectives and strategies, evaluates significant policies and proposed major commitments of corporate resources, and participates in decisions that have a potential major economic impact on us. Management keeps the directors informed of our activity through regular written reports and presentations at Board and committee meetings.

The Board met eleven times during 2013. Each of the incumbent directors attended at least 75% of meetings of the Board held when during the period for which such person has been a director during 2013. Directors are also kept informed of our business through personal meetings and other communications, including considerable telephone contact with our Board's Chair and Vice Chair and others regarding matters of interest and concern to us and our shareholders. Mr. Ruiz-Comas is the only director who is also an employee. He does not participate in any board or committee meeting at which his compensation is evaluated. Pursuant to BCBSA and NYSE requirements, neither non-independent directors nor our officers and employees, including those of our subsidiaries, are members of the Compensation and Talent Development, Audit or Corporate Governance and Nominating Committees.

While we encourage directors to attend our annual meeting of shareholders, we have not adopted a formal policy requiring director attendance at the annual meeting of shareholders. All of our then current members of the Board attended our 2013 annual meeting of shareholders.

Non-management directors meet regularly in executive sessions without management. Non-management directors are all our Board members who are not our officers and include directors, if any, who are not independent by virtue of the existence of a material relationship with us. It is our Board's policy that the Chair of the Board preside over these executive sessions, which are typically held in conjunction with each regularly scheduled meeting of our Board. Our independent directors also meet at least once per year in executive sessions without management or directors who are not independent. It is our Board's policy that the Vice Chair of the Board, who is an independent director, preside over these executive sessions.

Our Board has the following standing committees: Audit, Compensation and Talent Development, Corporate Governance and Nominating, Investment and Financing, and Executive. The specific functions and responsibilities of each committee are set forth in its charter, which has been approved by the Board. Each committee must review the appropriateness of its charter and perform a self-evaluation at least annually. Current copies of the charters of the Audit, Compensation and Talent Development and Corporate Governance and Nominating Committees are available to shareholders on our website at [www.triplesmanagement.com](http://www.triplesmanagement.com) in the Governance Documents section under Corporate Governance.

<b>Director</b>	<b>Audit</b>	<b>Compensation and Talent Development</b>	<b>Corporate Governance and Nominating</b>	<b>Investment and Financing</b>	<b>Executive Chair</b>
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Luis A. Clavell-Rodríguez				
David H. Chafey, Jr.*	ü\$			ü
Cari M. Dominguez*		ü	ü	
Antonio F. Faría-Soto*	ü			Chair ü
Manuel Figueroa-Collazo*		Chair	ü	ü
Joseph A. Frick*	ü	ü		
Jorge L. Fuentes-Benejam*			Chair	ü ü
Ramón M. Ruiz-Comas, <i>ex-officio</i>				
Jesús R. Sánchez-Colón				ü
Adamina Soto-Martínez*	Chair\$	ü		ü
Francisco J. Toñarely-Barreto*		ü	ü	

\* *Independent director*

\$ *Audit Committee Financial Expert*



### ***Audit Committee***

The members of our Audit Committee are Miss Soto-Martínez (chair) and Messrs. Chafey, Faría-Soto and Frick. The Board has determined that each of Ms. Soto-Martínez and Mr. Chafey qualify as an audit committee financial expert as defined under applicable SEC rules. All members of the committee have been determined by the Board to be independent under the NYSE guidelines and Rule 10A-3(b)(1) of the Exchange Act. In addition, our Board has determined that each member of the committee is financially literate and has accounting and/or related financial management expertise as required under the rules of the NYSE. None of the committee members serves on the audit committee of another listed public company. The committee has the authority to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The committee is empowered, without further action by the Board, to cause us to pay the compensation of such advisors as established by the committee.

The Audit Committee met eight times during 2013 and each member attended at least 75% of the total meetings of the committee held during the period when he or she was a member. The responsibilities of our Audit Committee and its activities during 2013 are described in the Audit Committee Report contained in this proxy statement.

### ***Compensation and Talent Development Committee***

The members of our Compensation and Talent Development Committee are Messrs. Figueroa-Collazo (chair), Frick and Toñarely-Barreto and Mmes. Soto-Martínez and Dominguez. The Board has determined that each member of the committee is independent under the NYSE guidelines. The committee evaluates and sets the compensation of our president and chief executive officer and our other NEOs, and makes recommendations to our Board regarding the compensation of our directors. The committee also evaluates the policies, program design and structure of, and reviews and approves annual performance objectives relevant to, the compensation of other executive officers of the Company. The committee oversees the administration of and compliance with the Company's incentive compensation plans, and makes recommendations to the Board with respect to awards under such plans. The committee has also the responsibility to oversee the Board's annual review of succession planning with respect to our chief executive officer and senior executives. The committee has the authority to engage such independent legal, accounting and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the committee.

In 2013, the Compensation and Talent Development Committee retained Pay Governance LLC ( Pay Governance ), an independent compensation consulting firm, to assist the committee on matters related to executive officer and director compensation. The Board has determined that Pay Governance is an independent consultant pursuant to Section 10C of the Exchange Act. Pay Governance reports exclusively to the Compensation and Talent Development Committee and does not provide any additional services to us.

For 2013, Pay Governance worked with the Compensation and Talent Development Committee to review our compensation peer group to ensure it remains appropriate for use in competitive market assessments of total compensation, provided an analysis of executive total compensation relative to market practices, reviewed our executive and director stock ownership guidelines to ensure they remain contemporary with prevailing market practice, assisted in the risk assessment of our compensation programs, and provided support for preparation of our disclosure in this proxy statement. The committee held ten meetings during 2013 and each member attended at least 75% of the total meetings of the committee held during the period while he or she was a member.

The responsibilities of our Compensation and Talent Development Committee and its activities during 2013 are described in Compensation Disclosure Compensation Discussion and Analysis below.

*Corporate Governance and Nominating Committee*

The members of our Corporate Governance and Nominating Committee are Messrs. Fuentes-Benejam (chair), Figueroa-Collazo and Toñarely-Barreto, and Mrs. Dominguez. The Board has determined that each member of the committee is independent under the NYSE guidelines. The purpose of the committee is to identify individuals qualified to become Board members consistent with criteria approved by the Board, recommend to the Board the persons to be nominated by the Board for election as directors at any meeting of shareholders, develop and recommend to the Board a set of corporate governance principles and oversee the evaluation of the Board. The responsibilities of

the committee also include oversight of the Code of Ethics. The committee has the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be our regular advisors. The committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the committee. The committee did not retain any such advisors during 2013.

Our Corporate Governance and Nominating Committee held six meetings during 2013 and each member attended at least 75% of the total meetings of the committee held during the period when he or she was a member. For information relating to nominations of directors by our shareholders, see [Director Nominations Process](#) below.

*Director Nominations Process.* As part of the nominations process, the Corporate Governance and Nominating Committee is responsible for determining the appropriate skills and characteristics required of new Board members in light of the current Board composition and identifying qualified candidates for Board membership. The process followed by the committee to identify and evaluate candidates includes requests to Board members, senior management and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates, and interviews of candidates identified by members of the committee and the Board.

In considering whether to recommend any candidate for inclusion in the Board's slate of recommended director nominees, the Corporate Governance and Nominating Committee applies the criteria set forth in our Corporate Governance Guidelines and its committee charter. Generally, the committee verifies that the selected individuals possess the following specific qualities or skills: experience or relevant knowledge, time availability and commitment, good reputation, analytical thinking, ability to work as a team, independent judgment, and ability to verbalize and present ideas in a rational and eloquent fashion. The committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. This process also takes into consideration our strategies, the annual peer and self-evaluations of each director, the fit between candidates qualifications and our needs, and applicable legal, regulatory and statutory requirements. The goal is to assemble a board that is strong in its collective knowledge and consists of individuals who possess a variety of complementary attributes that serve the Company and its shareholders well. The Board is responsible for the final approval of new director candidates, as well as the nomination of existing directors for reelection.

*Nominating Sub-Committee.* The Corporate Governance and Nominating Committee may appoint a Nominating Sub-Committee to make recommendations to the committee for director nominees when a member of the committee may be considered for a consecutive term, or any other relevant consideration. For 2013, Mr. Fuentes-Benejam and Toñarely-Barreto, currently serving in the committee, are being considered to serve for a consecutive term. Prior to making its recommendation to the Board of the slate of nominees for the 2013 annual meeting, the committee appointed Mr. Figueroa-Collazo, member of the committee, as chair of the Nominating Sub-Committee, and he appointed Mrs. Dominguez and Mr. Frick as members of the Nominating Sub-Committee. Mr. Fuentes-Benejam and Mr. Toñarely-Barreto abstained in all committee voting matters related to the appointment of the Sub-Committee and the approval of the slate of recommended nominees.

Shareholders may recommend individuals for the Corporate Governance and Nominating Committee to consider as potential director candidates in the Board's slate of nominees by submitting their names and background to Triple-S Management Corporation, Corporate Governance and Nominating Committee, at Triple-S Management Corporation, PO Box 363628, San Juan, PR 00936-3628. The committee will review the qualifications of recommended candidates if appropriate biographical information and background material is provided on a timely basis. Evaluation of such candidates will follow the same process, and apply the same criteria, as for director candidates submitted by Board members, senior management or others. If the Board decides to nominate a shareholder-recommended candidate and recommends his or her election as a director by the shareholders, the name will be included in our proxy card for the shareholders' meeting at which his or her election is recommended.

Shareholders also have the right to directly nominate director candidates, without any action or recommendation on the part of the Corporate Governance and Nominating Committee or the Board, by following the procedures set forth in the Company's bylaws and described in response to the question **How and when may I submit a shareholder proposal, including a shareholder nomination for director, for the 2015 annual meeting?** in the Information About Voting, Solicitation and the Annual Meeting section of this proxy statement.

*Criteria and Diversity.* In considering whether to recommend any candidate for inclusion in the Board's slate of recommended director nominees, including candidates recommended by shareholders, the Corporate Governance and Nominating Committee, in accordance with the Board's diversity policy, will review certain criteria to ensure we benefit from a broad diversity of director experience, thoughts, viewpoints and backgrounds. These criteria include the candidate's possession of competencies related to financial, legal, management, human resources, health care, insurance, and technology expertise. The committee will also consider a candidate's integrity, business acumen, age, experience, commitment, diligence, conflicts of interest and the ability to act in the interests of all shareholders. The committee recognizes the value of diversity on the Board and carefully considers the Board's diversity in the director identification and nomination process. The committee does not assign specific weights to particular criteria and no particular criterion is necessarily applicable to all prospective nominees. We believe that the backgrounds and qualifications of the directors, considered as a group, should provide a significant mix of experience, knowledge and abilities that will allow the Board to fulfill its responsibilities. We do not discriminate against nominees on the basis of race, religion, national origin, sexual orientation, disability or any other basis proscribed by law.

### ***Investment and Financing Committee***

The members of the Investment and Financing Committee are Messrs. Faría-Soto (chair), Clavell-Rodríguez, Fuentes-Benejam, Sánchez-Colón and Chafey. The Investment and Financing Committee oversees and provides advice and guidance to the Board with respect to our investment and corporate finance transactions, management, policies and guidelines. The committee also reviews investment performance, investment risk management exposure, and our capital structure. The committee is responsible for the overall strategic direction and review of our investment and financing activities. In 2013, the Investment and Financing Committee met six times. Each member attended at least 75% of the total meetings of the committee held during the period when he was a member.

### ***Executive Committee***

The members of the Executive Committee are Messrs. Clavell-Rodríguez (chair), Faría-Soto, Figueroa-Collazo, Fuentes-Benejam and Ms. Soto-Martínez. The purpose of the Executive Committee is to assist the Board in discharging its duties between meetings of the Board, especially when timing is critical. The committee reviews material policy, strategic and emerging issues of the Company, and has the authority to transact administrative matters on behalf of the Board. The Executive Committee met four times during 2013 and each member attended at least 75% of the total meetings of the committee held during the period when he or she was a member.

### **Board Leadership Structure**

The Board believes its current leadership structure best serves the objectives of the Board's oversight of management, the Board's ability to carry out its roles and responsibilities on behalf of the shareholders, and the Company's overall corporate governance. The Board believes that the current separation of the roles of president and chief executive officer and chair of the board reflects the differences between the two roles. The president and chief executive officer is responsible for executing our strategic plan and overseeing our day-to-day operations performance, while the chair of the Board provides guidance to the president and chief executive officer, sets the agenda for Board meetings and presides over meetings of the Board and executive sessions of non-management directors. The Board believes that it is not necessary or appropriate in serving our best interest to designate a lead director. Therefore, the chair, the chief executive officer and each director in our Board are free to call upon any director to provide leadership in a given situation. However, because Dr. Clavell-Rodríguez, our chair, is not independent, our Board has appointed the vice chair of our Board, Ms. Soto-Martínez, as presiding director at all executive sessions of independent directors. The Board holds executive sessions at least once a year. The Board periodically reviews the leadership structure and may make changes in the future.

### **Risk Oversight**

The Board has an active role, as a whole and through its committees, in overseeing the ways in which management deals with risks. The Board seeks to ensure that management has in place processes for dealing appropriately with risk. It is the responsibility of our senior management to develop and implement the Company's short and long-term objectives and to identify, evaluate, manage and mitigate the risks inherent in seeking to achieve those objectives. Management is responsible for identifying risk and risk controls related to significant business activities and Company objectives, and developing programs to determine the sufficiency of risk identification, the

balance of potential risk to potential reward, the appropriate manner in which to control risk, and the support of the risk-controlling behavior and the risk to the Company strategy.

The Board implements its risk oversight responsibilities primarily through the Audit Committee, which receives management reports on the potentially significant risks that the Company faces and how the Company is seeking to control risk where appropriate. The Audit Committee also oversees management of financial risks, including issues related to internal control over financial reporting, and our policies with respect to risk assessment and management. While the Audit Committee has primary responsibility for overseeing enterprise risk management, each of the other Board committees also considers risk within its area of responsibility. For example, the Corporate Governance and Nominating Committee annually reviews our corporate governance guidelines and their implementation, including risks associated with director independence and potential conflicts of interest. The Compensation and Talent Development Committee oversees the management of risks relating to our executive compensation structure. Our Investment and Financing Committee oversees risks related to our investment policy, financial strategies, and corporate acquisitions. While each of these committees is responsible for evaluating and overseeing the management of specific risks, the entire Board is regularly informed about such risks through committee reports. The Board also receives regular reports from members of senior management regarding areas of material risk to us, including operational, financial, legal, regulatory, strategic and reputational risks, and often discusses risk as part of its review of the ongoing business, financial performance, and other activities of the Company. In addition, the Board annually reviews our strategic plan which addresses, among other matters, the risks and opportunities we face. Its review of this information enables the Board to understand and assess our risk identification, management and mitigation strategies.

The Company has an enterprise risk management framework in place that integrates risk management functions from across our business units. As described above, different Board committees have oversight responsibility over our major risks. We also have a management-level risk committee that oversees the development and implementation of risk response plans for these major risks and for other risks across the business.

### **Communications from Shareholders and Other Interested Parties**

The Board will give appropriate attention to written communications on issues that are submitted by shareholders and other interested parties, and will respond as appropriate. Absent unusual circumstances or as contemplated by committee charters, the chair of the Board will, with the assistance of our Secretary, our General Counsel and our personnel responsible to assist the Board and Company with the relation with our investors, be primarily responsible for monitoring communications from shareholders and other interested parties and provide copies or summaries of such communications to the other directors as they considers appropriate.

Communications will be forwarded to all directors if they relate to substantive matters and include suggestions or comments that the chair of the Board considers to be important for the directors to review. In general, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to personal grievances and matters as to which we tend to receive repetitive or duplicative communications.

Shareholders and other interested parties who wish to send communications on any topic to the Board or to any individual member or members of the Board, should address such communications to the Company's Secretary at Triple-S Management Corporation, P.O. Box 363628, San Juan, Puerto Rico 00936-3628. All correspondence addressed to a director will be forwarded to that director.

Alternatively, a shareholder or other interested party may confidentially contact our Audit Committee by calling our EthicsPoint services at the toll-free number 1-866-384-4277 or electronically through [www.ethicspoint.com](http://www.ethicspoint.com). Communications received by EthicsPoint are completely confidential and allow for

shareholders, employees and other interested parties to report any violations or irregularities that could affect us. Communications will be reviewed by the Audit Committee, which may discretionally forward communications that are not related to accounting or auditing matters to other committees of the Board or management for review.



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**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table contains information regarding the beneficial ownership of our Class B shares as of December 31, 2013, except as otherwise indicated, by the shareholders we know to beneficially own more than 5% of our outstanding Class B shares. These shareholders do not own Class A shares. Additionally, no Class A shareholders owns more than 5% of our outstanding Class A shares.

Name and Address of Beneficial Owner(1)	Amount and Nature of Beneficial Ownership(2)	Percent of Class(3)
FMR LLC <sup>(4)</sup> Edward C. Johnson 3d Fidelity Management & Research Company Fidelity Low-Priced Stock Fund  245 Summer Street, Boston,  Massachusetts 02210 245	2,604,234	10.38
Dimensional Fund Advisors LP <sup>(5)</sup> Palisades West, Building One 6300 Bee Cave Road Austin, Texas 78746	1,671,080	6.66
T. Rowe Price Associates, Inc. <sup>(6)</sup> 100 E. Pratt Street Baltimore, MD 21202	1,532,579	6.11
Lakewood Capital Management, LP <sup>(7)</sup> Lakewood Capital Advisors, LLC Lakewood Capital Partners, LP Anthony T. Bozza  650 Madison Avenue, 25 <sup>th</sup> Floor  New York, New York 10022	1,449,600	5.8
Accipiter Capital Management, LLC <sup>(8)</sup> Accipiter Capital Management, LLC Gabe Hoffman  525 Washington Boulevard  33 <sup>rd</sup> Floor  Jersey City, New Jersey 07310	1,393,421	5.6
BlackRock, Inc. <sup>(9)</sup> 40 East 52nd Street New York, NY 10022	1,377,363	5.5

- (1) For purposes of this table, beneficial ownership is determined in accordance with Rule 13d-3 under the Exchange Act.
- (2) For each person, the Amount and Nature of Beneficial Ownership column may include shares of a class of common stock attributable to the person because of that person's voting or dispositive power or other relationship. The inclusion in the table of any shares, however, does not constitute an admission of beneficial ownership of those shares by the named shareholder.
- (3) Based on 25,090,375 Class B shares outstanding as of the December 31, 2013.
- (4) Based solely on a Schedule 13G/A filed by FMR LLC on February 14, 2014 reporting the above stock ownership as of December 31, 2013. FMR LLC reports that it has sole voting power with respect to 14,400 Class B shares and sole dispositive power with respect to 2,604,234, or 10.379% of the outstanding Class B shares. Edward C. Johnson 3d reports that has sole voting power with respect to zero Class B shares and sole power to dispose of 2,604,234 Class B shares. FMR LLC reports that the interest of Fidelity Low-Priced Stock Fund amounted to 2,479,834 shares or 9.884% of Class B shares. Fidelity Management & Research Company ( Fidelity ) reports that it is the beneficial owner of 2,479,834 shares or 9.884% of Class B shares. Edward C. Johnson 3d and FMR LLC, report that, through its control of Fidelity, each has sole power to dispose of the 2,479,834 shares owned by Fidelity.
- (5) Based solely on a Schedule 13G/A filed by Dimensional Fund Advisors LP ( Dimensional ) on February 10, 2014 reporting the above stock ownership as of December 31, 2013. Dimensional reports that it has sole voting power with respect to 1,625,101 Class B shares and sole dispositive power with respect to 1,671,080 Class B shares. These securities are owned by certain funds which Dimensional serves as investment advisor, sub-adviser and/or manager. For the purposes of the reporting requirements of the Exchange Act, Dimensional is deemed to be a beneficial owner of such securities; however, Dimensional expressly disclaims that it is, in fact, the beneficial owner of such securities.

- (6) Based solely on a Schedule 13G/A filed by T. Rowe Price Associates, Inc. ( Price Associates ) on February 14, 2014 reporting the above stock ownership as of December 31, 2013. Price Associates reports that it has sole voting power with respect to 558,279 Class B shares and sole dispositive power with respect to 1,532,579 Class B shares. These securities are owned by various individual and institutional investors which Price Associates serves as investment advisor with the power to direct investments and/or sole power to vote the securities. For the purposes of the reporting requirements of the Exchange Act, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.
- (7) Based solely on a Schedule 13G filed by Lakewood Capital Advisors, LLC, Lakewood Capital Partners, LP, and Anthony T. Bozza on November 8, 2013 reporting the above stock ownership as of February 14, 2014. Each of Lakewood Capital Advisors, LLC, Lakewood Capital Partners, LP, and Anthony T. Bozza reports that it has shared voting power with respect to 1,449,600 Class B shares and shared dispositive power with respect to 1,449,600 Class B shares.
- (8) Based solely on a Schedule 13D/A filed by Accipiter Capital Management, LLC and Gabe Hoffman on January 10, 2014 reporting the above stock ownership as of January 7, 2014. Each of Accipiter Capital Management, LLC and Gabe Hoffman reports that it has sole voting power with respect to 1,393,421 Class B shares and sole dispositive power with respect to 1,393,421 Class B shares. For the purposes of the reporting requirements of the Exchange Act, each of Accipiter Capital Management, LLC and Gabe Hoffman are deemed to be the beneficial owner of the total of Class B shares reported above; however, each of such reporting person expressly disclaims that it is, in fact, the beneficial owner of any share each such reporting person does not directly own.
- (9) Based solely on a Schedule 13G filed by BlackRock, Inc. on February 3, 2014 reporting the above stock ownership as of December 31, 2013. BlackRock, Inc. reports that it has sole voting power with respect to 1,308,957 Class B shares and sole dispositive power with respect to 1,377,363 Class B shares.

The following table contains information regarding the beneficial ownership of our common stock as of March 3, 2014 by each director and nominee for director named in this proxy statement, each executive officer named in the Summary Compensation Table included in this proxy statement and all of our directors and executive officers as a group.

Name and Address of Beneficial Owner(1)	Class A Shares		Class B Shares			
	Amount and Nature of Beneficial Ownership(2)	% of Ownership(3)	Amount and Nature of Beneficial Ownership(2)	Shares Acquirable Within 60 Days(4)	Total Shares Beneficially Owned	% of Class(3)
<i>Directors and Nominees:</i>						
Luis A. Clavell-Rodríguez	0	*	36,258	0	36,258	*
David H. Chafey, Jr.	0	*	7,543	0	7,543	*
Cari M. Dominguez			5,038	0	5,038	*
Antonio F. Faría-Soto	0	*	14,705	0	14,705	*
Manuel Figueroa-Collazo	0	*	18,171	0	18,171	*
Joseph A. Frick	0	*	2,543	0	2,543	*
Jorge L. Fuentes-Benejam	0	*	11,371	0	11,371	*
Jesús R. Sánchez-Colón(5)	0	*	17,785	0	17,785	*
Adamina Soto-Martínez	0	*	14,671	0	14,671	*
Francisco J. Toñarely-Barreto	0	*	6,722	0	6,722	*

*Named Executive Officers:*

Ramón M. Ruiz-Comas(6)	0	*	202,854	99,950	302,804	*
Amílcar L. Jordán-Pérez	0	*	6,596	0	6,596	*
Arturo Carrión-Crespo	0	*	23,367	29,052	52,419	*
Pablo Almodóvar-Scalley	0	*	17,686	11,724	29,410	*
Eva G. Salgado-Micheo	0	*	24,629	36,552	61,181	*
Susan Rawlings-Molina	0	*	1,253	0	1,253	*

*All our directors, nominees and executive officers*

<i>as a group (23 persons)</i>	0	*	427,556	190,599	619,536	1.71%
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\* *Less than 1% of outstanding common stock of such class.*

- (1) For purposes of this table, beneficial ownership is determined in accordance with Rule 13d-3 under the Exchange Act. Under this rule, a person is deemed to be the beneficial owner of securities that can be acquired by such person within 60 days of the record date upon the exercise of options or warrants or upon the vesting of deferred stock awards.
- (2) For each person, the Amount and Nature of Beneficial Ownership column may include shares of a class of common stock attributable to the person because of that person's voting or dispositive power or other relationship. Unless otherwise indicated, each person in the table has sole voting and investment power over the shares listed. The inclusion in the table of any shares, however, does not constitute an admission of beneficial ownership of those shares by the named shareholder.
- (3) Each beneficial owner's percentage ownership is determined by assuming that all options held by such persons that are exercisable within 60 days of the record date have been exercised, based on 2,377,689 Class A shares and 24,996,058 Class B shares outstanding as of the record date.
- (4) The number shown equals the stock options exercisable or that may become exercisable within 60 days of March 3, 2014.
- (5) Includes 4,150 Class B shares owned by the spouse of Dr. Sánchez-Colón, with respect to which he has shared voting and dispositive powers.
- (6) Mr. Ruiz-Comas is the president and chief executive officer. Pursuant to our articles of incorporation and our bylaws, the president is a member of our Board while acting in such capacity.

## SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who beneficially own more than 10% of a registered class of our equity securities ( 10% Beneficial Owners ) to file with the SEC initial reports of ownership of our common stock on a Form 3 and reports of changes in such ownership on a Form 4 or Form 5. Officers and directors are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. The Company believes, based solely on a review of our records and written representations by the persons required to file these reports, during the fiscal year ended December 31, 2013, that all Section 16(a) filing requirements were timely met during 2013.

### INFORMATION ABOUT EXECUTIVE OFFICERS

#### Executive Officers of Triple-S Management

The following table sets forth (i) the name, age and position of each of our executive officers as of December 31, 2013 and (ii) the business experience of each person named in the table during at least the past five years.

Executive Officer	Age	Position(s)	Business Experience
Ramón M. Ruiz-Comas	57	President and Chief Executive Officer	President and Chief Executive Officer since May 2002
Amílcar L. Jordán-Pérez	52	Vice President of Finance and Chief Financial Officer	Vice President and Chief Financial Officer since July 2012; Executive Vice President of Popular, Inc., the largest bank holding company in Puerto Rico, from 2004 to 2011
Roberto García-Rodríguez	50	Chief Operating Officer	Chief Operating Officer since December 2013; Secretary since May 2010; Vice President and General Counsel from May 2008 to December 2013
Pablo Almodóvar-Scalley	48	President and Chief Executive Officer of Triple-S Salud, Inc.	President and Chief Executive Officer of Triple-S Salud, Inc., our managed care subsidiary, since October 2012; Executive Vice President from 2000 to September 2012
Eva G. Salgado-Micheo	57	President of Triple-S Propiedad, Inc.	President of Triple-S Propiedad, Inc., our property and casualty insurance business, since July 2003
Arturo Carrión-Crespo	56	President of Triple-S Vida, Inc.	President of Triple-S Vida, Inc., our life insurance subsidiary, since 1998
Alan Cohen-Shoreman	48	Vice President and Chief Marketing and Communications	Vice President and Chief Marketing and Communications

Officer

Officer since July 2011; Senior Vice President of Marketing and Public Relations for First Bancorp from 2005 to 2011

<b>Executive Officer</b>	<b>Age</b>	<b>Position(s)</b>	<b>Business Experience</b>
Juan J. Díaz-Goitía	50	Chief Information Officer	Chief Information Officer of Interactive Systems, Inc., our technology service subsidiary, since October 2012. Executive Vice President of Triple-S Vida, Inc., our life insurance subsidiary, from 2010 to 2012; Principal of Advent-Morro Equity Partners, a private equity investment firm, from 2009 to 2010
Carlos A. Carrero	52	President of Triple-S Advantage Solutions, Inc.	President of Triple-S Advantage Solutions, Inc., our Medicare Advantage third party administrator subsidiary, since November 2013; Senior Vice President and Chief Operating Officer of Triple-S Advantage Solutions from 2011 to 2013; Executive Director of First Medical, a Puerto Rico health insurance company from March 2009 to 2010
Iraida Ojeda-Castro	59	Vice President Human Resources	Vice President of Human Resources since August 2004
Francisco Martorell-Basanta	51	Vice President of Corporate Development	Vice President of Corporate Development since April 2008
Carlos L. Rodríguez-Ramos	35	Acting General Counsel	Acting General Counsel since December 2013; Associate General Counsel of Triple-S Management Corporation from February 2013 to December 2013; Deputy Chief of Staff for Programmatic Affairs for the Governor of Puerto Rico from 2011 to 2012; Assistant Legal and Legislative Advisor for the Governor of Puerto Rico from 2010 to 2011; Law Clerk for the Chief Justice of the Supreme Court of Puerto Rico from 2007 to 2009

## COMPENSATION DISCLOSURE

### Compensation Discussion and Analysis

#### *Introduction*

The Board's Compensation and Talent Development Committee oversees the design and administration of our executive compensation program. The program is designed to support the attainment of our vision, financial and strategic goals and operating imperatives, support good corporate governance principles, and align our interests with those of our shareholders. We believe that an effective executive compensation program recognizes individual contributions as well as overall business results, rewards executives for achieving our annual and long-term goals, aligns executive and shareholder interests intended to ultimately improve shareholder value, and reflects responsible corporate governance practices.

This past year was characterized by challenging economic conditions in Puerto Rico. The Company met its overall expectations regarding revenue, premiums, service fees and membership levels; however, higher than expected operating expenses and medical and pharmacy costs adversely affected our managed care line of business. As a result, our operating income did not meet our expectations. We believe the compensation of our executive officers reflects our results and further promotes the attainment of our goals.

#### *Results of Advisory Vote on Say-on-Pay and Frequency of the Vote*

Rule 14a-21 of the Exchange Act enables our shareholders to vote to approve, on an advisory basis, the compensation of our NEOs. In 2013, 94.5% of our shareholders voted in favor of the compensation of our NEOs. Also, the rule enables our shareholders to advise the Company on the frequency of their vote on the compensation of our NEOs. Our shareholders voted that such compensation be presented for shareholder's advisory approval on an annual basis and the Board accepted the advice of our shareholders.

The next shareholder vote on the frequency of their vote on the compensation of our NEOs will be held no later than the 2017 annual meeting of our Company's shareholders, in accordance with Rule 14a-21 of the Exchange Act.

#### *Summary of Key Executive Compensation Decisions*

The following table summarizes the compensation-related decisions made by the Compensation and Talent Development Committee and ratified by our Board in 2013 and early 2014, and the rationale for each. These decisions considered the Company's executive compensation philosophy, the Company's operating performance for fiscal 2013, individual executive performance, and prevailing compensation trends in the external market.

<b>Compensation</b>	<b>Principal Contribution to</b>	<b>Description and 2013/2014 Highlights</b>
<b>Component</b>	<b>Compensation Objectives</b>	
<i>Base Salary</i>	Attracts, retains and rewards executives with an appropriate salary level that reflects the executives' scope and breadth of responsibility, individual performance against the objectives set for their positions and their relative value in the marketplace.	Base salaries are targeted at the median of the Comparable Group, which is described under the heading "Determining Executive Compensation" on page 31. Actual positioning varies above or below the median to reflect each executive's performance over time, experience and skill set relative to comparable positions at



our peer companies, and criticality to us.

The Compensation and Talent Development Committee approved merit increases for the NEOs and other executive officers on March 5, 2013. On average, base salaries of NEOs were increased by approximately 9.7%. Salary increases for individual executive officers were determined by the committee based on a review of individual performance, level of compensation provided for comparable positions in our identified peer groups, relative pay differences within the Company, and our overall

Compensation	Principal Contribution to	
Component	Compensation Objectives	Description and 2013/2014 Highlights
<i>Performance-Based Annual</i>	Focuses executives on achieving annual financial, operating, and individual objectives. Elements in the plan are directly linked to driving shareholder value. Total cash compensation of base salary plus the targeted incentive opportunity is established based on what is considered competitive in the marketplace, experience of each individual, value to the Company, and other relevant considerations. Actual compensation, however, varies above or below the competitive benchmark depending on actual Company and individual performance.	<p data-bbox="935 321 1318 346">budget for base salary increases.</p> <p data-bbox="935 464 1485 1398">Performance-based annual cash incentives are determined based on how well we perform against pre-established goals for premiums earned and net income, each adjusted to exclude non-budgeted items, and on individual objectives specific to each NEO. The Compensation and Talent Development Committee establishes a threshold, target and maximum performance goal for each financial metric. Each level represents a different performance expectation considering factors such as our annual operating budget for the year, our prior year performance, and the historical performance levels of our peer group. Target performance is set at a level that is considered to be challenging yet attainable, and the corresponding payout for achievement of target performance equates to what is considered competitive relative to our peer group. Threshold performance is set at a minimally acceptable level of performance and results in a payout that may vary from no payout to one that is below competitive standards. Maximum performance represents, in our estimation, superior performance for the year and corresponds to an above median compensation opportunity.</p>
<i>Cash Incentive</i>		<p data-bbox="935 1423 1517 1661">For 2013, the Compensation and Talent Development Committee determined to approve an annual incentive payout to one of our NEOs. The committee will determine the amount of the payment during 2014 based on the Company's 2013 operating performance and individual executive performance.</p>
<i>Long-Term</i>	Rewards the achievement of long-term business objectives that benefit our shareholders. Elements in the plan directly link compensation with share price improvement over a multi-year period. Supports the retention of a talented management team over time.	<p data-bbox="935 1686 1497 1921">The Compensation and Talent Development Committee has adopted an annual equity award program for executives under our 2007 Incentive Plan. Its design emphasizes long-term performance by delivering 75% of the annual award value in performance-based equity that may be earned only if specific</p>
<i>Equity Incentives</i>		

measures of operating performance are attained over a three-year period, with cliff vesting at the end of the third year. The remaining 25% of the annual award value is delivered in restricted stock, which vests over three years in increments of one third per year, to emphasize the retention of key executives.

For the three-year plan beginning in 2013, the Compensation and Talent Development Committee established three levels of goal attainment based on three-year cumulative premiums earned, operating income and earnings per share ( EPS ), and determined the corresponding award size for each performance level for each NEO. These goals were set based on what the committee believes to be minimally acceptable, challenging yet attainable, and exceptional performance in the context of our stated objectives for premiums earned, operating income and EPS.

Long-term incentives were granted to NEOs in 2013 as described in the Summary Compensation Table.

In summary, the Compensation and Talent Development Committee concluded that the 2013 performance based compensation together with 2013 base salary levels are well aligned with our performance for the year and that the linkage between pay and performance is strong.

### ***Compensation Policies***

During the year, the Compensation and Talent Development Committee oversaw management of the following compensation practices or policies:

a compensation philosophy that reflects the current state of our business, objectives for the executive compensation program, and best practices in corporate governance and executive compensation;

a compensation recoupment policy that permits the Company to recover incentive compensation paid based on erroneous financial results that were later the subject of an accounting restatement;

an equity award grant policy that establishes fixed grant dates for equity awards to protect the Company against the timing of awards to coincide with the release of information that could result in the delivery of a monetary benefit to executives;

executive share retention and ownership guidelines that emphasize executive stock ownership, focus executive attention on long-term shareholder value creation, and strengthen the alignment between executive and shareholder interests; and

a compensation risk assessment that led the Compensation and Talent Development Committee concluded that our compensation policies and practices for fiscal 2013 do not create risks that are reasonably likely to have a material adverse effect on us.

### ***Compensation Philosophy***

The executive compensation program is designed to achieve the following objectives:

reinforce our corporate values by combining our efforts to deliver superior business results with good governance, socially responsible business practices, and high ethical standards;

promote a high performance culture with clear emphasis on accountability and variable pay that is tied to both short and long-term results;

recover any incentive-based compensation that is based on erroneous financial results in the event of an accounting restatement due to material non-compliance with any financial reporting requirement of the securities laws;

attract, motivate and retain top talent cost-effectively by offering competitive total compensation opportunities;

require moderate levels of share ownership that increase with executives' scope of responsibilities;

emphasize uniformity of design features across corporate and business units to reinforce collaboration, limit program complexity, and increase the effectiveness of the entire executive team;

align executive and shareholder interests through long-term equity based plans;

maintain a clear and understandable framework for evaluating the effectiveness of the program's design features;

prohibit any activities by employees that hedge their economic risk of owning Company stock; and

provide a balanced total compensation program to ensure that management is not encouraged to take unnecessary and excessive risks that may harm the Company.

### ***Compensation Consultants***

The Compensation and Talent Development Committee has the sole authority to engage and terminate the services of outside consultants. In 2013, the committee retained Pay Governance to assist the committee on matters related to executive officer and director compensation. The Board has determined that Pay Governance is an independent compensation consultant pursuant to Section 10C of the Exchange Act. Pay Governance reports exclusively to the Compensation and Talent Development Committee and does not provide any additional services to us.

### ***Named Executive Officers***

The NEOs include our chief executive officer, our chief financial officer, the three other most highly compensated executive officers who served as executive officers during 2013, and one other individual who served as an executive officer during part of 2013:

Ramón M. Ruiz-Comas, our chief executive officer;

Amílcar L. Jordán-Pérez, our chief financial officer;

Pablo Almodóvar-Scalley, the president of our managed care subsidiary, Triple-S Salud, Inc.;

Arturo Carrión-Crespo, the president of our life insurance subsidiary, Triple-S Vida, Inc.;

Eva G. Salgado Micheo, the president of our property and casualty insurance company, Triple-S Propiedad, Inc.; and

Susan Rawlings-Molina, former president of our Medicare Advantage third-party administrator subsidiary, Triple-S Advantage Solutions, Inc.

### ***Determining Executive Compensation***

We compare the compensation of the NEOs to that of companies with which we compete or could compete for executive talent, capital and customers. These companies include private or publicly-held companies, stand-alone businesses and/or divisions of larger corporations. Our size and/or organizational complexity are considered when selecting comparable companies in Puerto Rico and the United States and data analysis methods. Within our general competitive framework, specific comparisons may vary by type of role.

The Compensation and Talent Development Committee collects relevant market data and alternatives to consider when making executive compensation decisions. In 2013, the committee compared the data with each element of total compensation to a list of 14 comparable companies in Puerto Rico and direct industry competitors located within the United States ( Comparable Group ). Six of these companies have the same six-digit Global Industry Classification Standards (GICS) code as ours. We generally update the Comparable Group compensation benchmark every other year, or as may be appropriate to reflect changes in our operating environment or business model. We will update this benchmark again during 2015.

The companies comprising the Comparable Group are:

Alleghany Corporation	FirstBank Corp	OFG Bancorp
Aspen Insurance Holdings, Ltd	HCC Insurance Holdings, Inc.	Popular, Inc.
Centene Corporation	Infinity Property & Casualty Corporation	State Auto Financial Corporation
Doral Financial Corporation	Magellan Health Services	WellCare Health Plans, Inc.
Erie Indemnity Company	Molina Healthcare, Inc.	

For comparison purposes, our annual revenues are around the median of the Comparable Group. Total compensation which includes base salary, short and long-term variable pay opportunities, benefits and perquisites is generally between the 25th and 50th percentile of the Comparable Group, on average.

Based on our compensation philosophy, a significant percentage 46.9% in 2013 of total compensation is delivered through our incentive compensation plans in the form of at-risk performance-based. The Compensation and Talent Development Committee has not adopted a policy or formula to allocate total compensation among its various components. As a general matter, the committee reviews competitive pay information provided by its compensation consultant as well as our current operating goals and environment to determine the appropriate level and mix of incentive compensation. Actual amounts earned from incentive compensation are realized only as a result of individual or Company performance, depending on the type of award, based on a comparison of actual results to pre-established goals.

### ***Components of Executive Compensation***

Executive compensation is delivered through base salary, annual non-equity incentive, a cash bonus, long-term equity incentive compensation, retirement programs and a non-qualified deferred compensation plan.

#### ***Base Salary***

Base salaries are designed to recognize an individual's contribution to the organization and his or her experience, knowledge, and responsibilities. Base salaries also aim to provide competitive compensation, appropriate incentives and financial stability to the NEOs for assuming a significant level of responsibility.

According to our salary adjustment policy, salary increases are based on a number of factors, including importance of the position, level of responsibility, individual performance, growth in position, market level salary increases, our financial performance and the Company's ability to pay. Also, our policy establishes that base pay adjustments send clear performance messages and make moderate distinctions based on performance. Significant distinctions in performance by executives are recognized through our annual non-equity incentive plan. In addition, this policy requires that timing for increases, promotions and changes in responsibilities be consistent with market practice and that base salaries for executives be reviewed on an annual basis and adjusted as necessary to ensure pay levels remain competitive.

#### ***Annual Non-Equity Incentive Plan***

The annual non-equity incentive portion of an executive's total compensation opportunity is intended to accomplish a number of objectives. This includes reinforcing the optimization of operating results throughout the year, facilitating the achievement of our stated objectives, paying for performance, reinforcing individual accountability, supporting our long-term objective to create shareholder value, and providing market competitive cash compensation when performance objectives for the year are met or exceeded. This incentive compensation can be highly variable from year to year depending on actual performance results.

The Company sets target non-equity incentive amounts as a percentage of base salary for all eligible executives at the beginning of each year based on job responsibilities, internal relativity, and a review of competitive market data. Actual incentive payouts may range from zero to 150% of the target opportunity depending on the Company's financial results relative to predetermined performance goals and the Compensation and Talent Development Committee's subjective review of each executive's individual performance. The Compensation and Talent Development Committee approves the awards and has discretion to determine any changes to the final amount to be paid.

For 2013, the target non-equity incentive compensation for each of the NEOs as a percentage of salary was as follows:



<b>Executive</b>	<b>Target Bonus Percent</b>
Ramón M. Ruiz-Comas	70%
Amílcar L. Jordán-Pérez	50%
Pablo Almodóvar-Scalley	70%
Arturo Carrión-Crespo	55%
Eva G. Salgado-Micheo	70%
Susan Rawlings-Molina <sup>1</sup>	70%

<sup>1</sup> On September 30, 2013, Mrs. Rawlings-Molina resigned as president of Triple-S Advantage Solutions, Inc.

The Compensation and Talent Development Committee determines annual non-equity incentive awards based on two types of performance measures: financial results and individual criteria. Financial results account for 80% of each NEO's evaluation and individual performance criteria account for the remaining 20%. The weighting of financial results, in turn, is evenly divided between Adjusted Premiums Earned and Adjusted Net Income (each term as defined in the following paragraph). This mix of performance measures focuses executives appropriately on improving both top-line and bottom-line growth, while also emphasizing individual accountability through each executive's individual performance goals.

The Company believes that premiums earned and net income are key drivers of shareholder value and adjusted to exclude non-budgeted items are the most relevant measures by which to assess the Company's short-term business performance and promote profitable revenue growth. Adjusted premiums earned represent the annual premiums earned in the calendar year as presented in the consolidated financial statements in accordance with U.S. Generally Accepted Accounting Principles (U.S. GAAP), adjusted to include only operations existing at the beginning of the year. Adjusted Net Income is measured as the net income earned in the calendar year, as presented in the consolidated financial statements in accordance with U.S. GAAP, minus realized and unrealized gains/losses in investment and derivatives (net of the related income tax effect) and other non-budgeted items.

The financial results component of the non-equity incentive performance goals of the Company's executives, including our chief executive officer and chief financial officer, is solely based on consolidated results. Awards to our business unit executives are split 30% based on our consolidated results and 50% based on the results of the relevant business unit. This distribution in weighting is designed to encourage each executive with responsibility for a business unit to focus on his or her individual business while working as a team to achieve the Company's overall success. Executives of a business unit that does not reach the threshold level for Adjusted Net Income do not receive an annual non-equity incentive award even if consolidated financial results of the Company exceed their threshold levels. Likewise, the Company's executives do not receive a non-equity incentive award if the Company does not reach its threshold level for Adjusted Net Income even if the consolidated financial results of business units are met.

For 2013, performance measures of the non-equity incentive plan were as follows:

Corporate Executives  ( <i>dollar amounts in millions</i> )	Performance Measure And Weighting		
	40%	40%	20%
Performance	Consolidated Premiums Earned	Consolidated Adjusted Net Income	Individual
<b>Ramón M. Ruiz-Comas and Amílcar L. Jordán-Pérez</b>			
Maximum	\$ 2,739.7	\$ 71.3	See
Target	\$ 2,283.1	\$ 59.4	Table
Minimum	\$ 1,826.5	\$ 47.5	on page 34

## Business Unit Executives

	Performance Measure And Weighting				
	Consolidated Results		Business Unit		
	15%	15%	25%	25%	20%
	Adjusted				
	Premiums Earned	Net Income	Premiums Earned	Net Income	Individual
<i>(dollar amounts in millions)</i>					
<b>Pablo Almodóvar-Scalley</b>	<b>Managed Care Segment (Commercial, Medicare and Medicaid business)</b>				
Maximum	\$ 2,739.7	\$ 71.3	\$ 1,185.6	\$ 36.0	See
Target	\$ 2,283.1	\$ 59.4	\$ 988.0	\$ 30.0	Table
Minimum	\$ 1,826.5	\$ 47.5	\$ 790.4	\$ 24.0	Below
<b>Susan Rawlings-Molina</b>	<b>Managed Care Segment (Medicare Advantage Segment)</b>				
Maximum	\$ 2,739.7	\$ 71.3	\$ 1,278.0	\$ 21.5	See
Target	\$ 2,283.1	\$ 59.4	\$ 1,065.0	\$ 17.9	Table
Minimum	\$ 1,826.5	\$ 47.5	\$ 852.0	\$ 14.3	Below
<b>Arturo Carrión-Crespo</b>	<b>Life Insurance Segment</b>				
Maximum	\$ 2,739.7	\$ 71.3	\$ 162.8	\$ 14.3	See
Target	\$ 2,283.1	\$ 59.4	\$ 135.7	\$ 11.9	Table
Minimum	\$ 1,826.5	\$ 47.5	\$ 108.6	\$ 9.5	Below
<b>Eva G. Salgado-Micheo</b>	<b>Property and Casualty Insurance Segment</b>				
Maximum	\$ 2,739.7	\$ 71.3	\$ 118.1	\$ 9.0	See
Target	\$ 2,283.1	\$ 59.4	\$ 98.4	\$ 7.5	Table
Minimum	\$ 1,826.5	\$ 47.5	\$ 78.7	\$ 6.0	Below

The following table summarizes the individual performance goals for 2013 for each of the NEOs. The Compensation and Talent Development Committee allocates specific weight to the various components of the criteria established for each executive. Evaluation of each executive's performance with respect to each criterion includes objective and subjective considerations.

Executive	Individual Performance Criteria
Ramón M. Ruiz-Comas	Completion of a geographic expansion outside of Puerto Rico
	Ongoing implementation of succession plan at subsidiary level
	Development and completion of certain strategies for the managed care business

Amílcar L. Jordán-Pérez	Implementation of operational efficiencies Operating income margin
Pablo Almodóvar-Scalley	Completion of certain operational projects Operating income margin
Arturo Carrión-Crespo	Completion of certain operational projects Implementation of operational efficiencies Operating income margin
Eva G. Salgado-Micheo	Growth in new sales Development of new products and services Operating income margin
Susan Rawlings-Molina	Reduction of claims and administrative expenses Completion of certain operational projects Operating income margin Growth in new sales Development of new products and services Completion of certain operational projects

<sup>1</sup> On September 30, 2013, Mrs. Rawlings-Molina resigned as president of Triple-S Advantage Solutions, Inc.

*Annual Cash Bonus*

We pay an annual non-performance based bonus each December to active employees who do not participate in the annual non-equity incentive plan. This bonus is based on a predetermined formula and paid if the employee has worked more than 700 hours in the 12-month period starting October 1 of the previous year up to as of September 30 of the payment year and is an employee at the date of payment. The amount paid under this bonus is approximately 9% of base salary.

*Long-Term Incentive Awards*

We believe that long-term incentives in the form of equity-based compensation are an important and essential components of our total compensation program that ensure our ability to attract, motivate, and retain top talent responsible for our long-term success. Our long-term incentives to key executive employees are designed to accomplish a number of important objectives, including to align management and shareholder interests, balance the short-term orientation of other compensation elements, provide a variable portion of total compensation tied to long-term market and financial performance, build executive stock ownership, hold executives accountable for their long-term decisions, reinforce collaboration across the Company, retain key talent over the long term, and share success with those who directly impact our performance results.

The Company made a long-term incentive grant to its executives during 2007 in connection with our initial public offering. No long-term incentive grants were made in 2008, 2009 or 2010 to our NEOs. In March 2011, the Compensation and Talent Development Committee adopted an annual equity award program for executives under the Company's 2007 Incentive Plan, based on recommendations from its compensation consultants and the principles contained in the Company's Executive Compensation Philosophy. The program aims to better focus and reward executives for multiple performance objectives that drive long-term value creation and in part to mitigate the possibility of excessive risk-taking. The program's design provides both performance-based equity ( performance shares ) that may be earned only if specific measures of operating performance are attained and time-based vesting restricted stock that is earned only if the executive remains employed with the Company over the vesting period. Long-term incentive grants provide for accelerated vesting only upon death, disability, termination without cause, or retirement, provided that the executive release the Company from liability with the execution of a general release and non-disparagement agreement. We assigned a weighting of 75% of the total equity award value to performance shares consistent with our stated philosophy of promoting a high performance culture with clear emphasis on accountability and variable pay that is tied to long-term results, and 25% of the total equity award value to restricted stock to emphasize the retention of key executives and alignment with shareholders.

Under the current design, performance share awards may be earned if specific goals are attained over a three-year performance period. At the beginning of the performance period, minimum, target and maximum performance levels, along with the associated dollar value of shares that may be earned, are established by the Compensation and Talent Development Committee. The actual value of shares that may be earned may be as high as 150% of the target amount if the maximum level of performance for all metrics is achieved or as low as zero if the minimum level of performance for all metrics is not achieved over the three-year performance period. Determination of performance pay and vesting occur at the end of the third year. A summary of the performance share metrics and rationale for each is presented as follows:

<b>Performance Metric</b>	<b>Weighting</b>	<b>Rationale</b>
3-Year	20%	Premiums earned, net improvement is critical to the continued growth and health of our business. Premiums earned, net is a key contributor to EPS and shareholder value creation.
Cumulative		

Premiums Earned, Net		
3-Year	35%	Operating income improvement emphasizes cost control and is important as we continue to grow our top line. Operating income is also a key contributor to EPS and shareholder value creation.
Cumulative		
Operating Income		
3-Year	45%	EPS sets the expectation of the Company's success for our shareholders. We use EPS as the key accounting measure and evaluation of how the Company is performing.
Cumulative EPS		

Restricted stock may be earned only if the executive remains employed with the Company over the vesting period. Restricted stock vests in equal proportions over the three-year vesting period (i.e., one-third per year beginning on the first anniversary of the date of grant). The Compensation and Talent Development Committee believes that the three-year performance period associated with performance shares and the three-year vesting period of restricted stock focuses our executives on sustained performance and supports retention objectives.

The Company granted stock options to certain executive officers, including some NEOs, in connection with our initial public offering of our Class B shares in 2007. Additionally, the Company granted stock options to two executive officers in 2009 and to one employee in 2010, as part of their respective compensation packages. The Compensation and Talent Development Committee has discontinued the grant of stock options because the Company believes that performance shares better reflect our compensation philosophy.

The Company's policy is to make annual long-term incentive grants to its executives during the first quarter of the year. Also, we may make grants to newly hired senior management employees in connection with their employment. The Compensation and Talent Development Committee carefully considers the impact of the cost of equity awards, as well as dilution, in order to achieve a balance between our costs, competitiveness and the continuity of employee incentives.

#### *Retirement Programs*

Our qualified and non-qualified employee retirement plans provide a retirement income base to a substantial majority of our employees, including our eligible executive officers. Messrs. Ruiz-Comas, Almodóvar-Scalley and Mrs. Salgado-Micheo participate in these retirement programs. Union employees hired after December 19, 2006, as well as non-union employees hired after September 30, 2007, are ineligible to participate. Employees who participate in our qualified plan also participate in our non-qualified plan to the extent their income levels exceed compensation and benefit limits imposed by the United States Internal Revenue Code of 1986, as amended.

#### *Non-Qualified Deferred Compensation Plan*

Under our non-qualified deferred compensation plan, senior executives, including our NEOs, who elect to become participants, may defer until a future date a portion of their annual compensation and benefit from the tax advantages related to such deferral.

#### *Role of Executive Officers in Compensation Decisions*

The Compensation and Talent Development Committee is responsible for all compensation decisions with respect to NEOs of the Company. In determining the compensation of NEOs other than the chief executive officer, the committee takes into account the recommendations of the chief executive officer. The chief executive officer annually reviews the performance of the other NEOs. The conclusions reached and recommendations based on these reviews, including with respect to base salary adjustments and non-equity and equity incentive award amounts, are presented to the committee. The committee reviews and approves the compensation of the NEOs, including the chief executive officer.

#### *Compensation of Named Executive Officers for 2013*

With the assistance of Pay Governance, the Compensation and Talent Development Committee evaluated the different components of executive compensation to ascertain that total compensation was targeted at adequate levels (that is, within the 25<sup>th</sup> to 50<sup>th</sup> percentile of external pay levels) when compared with companies in the Comparable Group. The main purpose was to assure that we maintained a competitive compensation program.



*Base Salary*

In setting base salaries for 2013, the Compensation and Talent Development Committee considered the following factors:

The corporate budget, meaning our overall budget for base salary increases. The corporate budget was established based on planned performance for 2013. The objective of the budget is to allow salary

increases to retain and motivate successful performers while maintaining affordability within our business plan.

The relative pay differences for different job levels.

Evaluation of peer group data specific to each executive position, where applicable.

The Compensation and Talent Development Committee applied the principles described above in establishing the 2013 base salary for Mr. Ruiz-Comas, the Company's chief executive officer. In an executive session, the Committee reviewed Mr. Ruiz-Comas' salary and realigned to fall within the 50<sup>th</sup> percentile of the comparable peer-group. On March 5, 2013, the committee approved a 2013 salary increase for Mr. Ruiz-Comas of \$100,000, or 13.5%, of his 2013 base salary, which was ratified by our Board.

Salary increases for all other NEOs were based on the aforementioned principles, and were in line with budget and salary increases for all other employees.

#### *Annual Non-Equity Incentive Plan*

Non-equity incentive awards for 2013 were based on the performance of the Company against the stated objectives. For 2013, our consolidated Adjusted Net Income, which excluded realized and unrealized gains and losses on investments and derivatives (tax effected) as well as other non-recurring events, was \$39.4 million, approximately 33.7% lower than the targeted level. Total consolidated Adjusted Premiums Earned was \$2.2 billion, approximately 3.5% lower than the targeted level. On March 4, 2014, the Compensation and Talent Development Committee and the Board, respectively, determined that, with the exception of Mr. Carrión-Crespo, no other NEO will receive compensation under the non-equity incentive plan. Mr. Carrión-Crespo definitive compensation payment under the non-equity incentive plan for 2013 will be approved during 2014. Maximum possible payout to Mr. Carrión-Crespo is \$175,340.

#### *Annual Cash Bonus*

NEOs do not participate in this program since 2011. Mrs. Rawlings-Molina, former president of Triple-S Advantage Solutions, Inc., participated in this non-performance based bonus program and received a payment of \$600, notwithstanding her status of NEO for a part of the 2013.

#### *Long-Term Incentive Awards*

Long-term incentives were granted to NEOs in 2013 as described in the Summary Compensation Table. Equity award targets for our NEOs are established based on dollar values and then converted into a specific number of shares based on the closing price of our Class B common stock on the grant date. All long-term incentives granted to NEOs were approved by the Compensation and Talent Development Committee and ratified by our Board of Directors. See the section entitled "Principal Components of Executive Officer Compensation Long-Term Incentive Awards" on page 35 of this proxy statement for more detail regarding the operation of performance share awards.

#### *Other Compensation Policies*

##### *Equity Award Grant Policy*

The purpose of the equity award grant policy is to ensure the integrity of the award granting process and avoid the possibility or appearance of timing of equity grants for the personal benefit of executives.

Under the policy, equity awards are made at the Compensation and Talent Development Committee's first regularly scheduled meeting after the filing of the Company's Annual Report on Form 10-K. Equity grants to certain newly hired employees, including executive officers, are made on the 15<sup>th</sup> day of the month following the date of hire (or the next succeeding business day that the NYSE is open). Special equity grants to continuing employees are made on the 15<sup>th</sup> day of the month (or the next succeeding business day that the NYSE is open); provided, that the award is approved on or before such grant date. No off-cycle awards may be granted to the Company's executive officers during quarterly and event-specific blackout periods under the Company's insider trading policy. Outstanding stock

option awards have an exercise price equal to the closing market price of the Company's common stock on their grant date. Our equity incentive plans prohibit the re-pricing or exchange of equity awards without shareholder approval.

#### *Recoupment Policy*

Our recoupment policy applies to any current or former employee who received incentive compensation during the 3-year period (or in the event of fraud or misconduct, for any period) preceding the date on which the Company is required to prepare an accounting restatement due to the material noncompliance with any financial reporting requirement under the securities laws. The recoupment policy aligns management's interests with the interests of shareholders and supports good governance practices. The policy provides that the Company may, in the exercise of its discretion (as determined by the Compensation and Talent Development Committee) take action to recoup the amount by which such award exceeded the payment that would have been made based on the restated financial results. Our right of recoupment expires three years following the year for which the inaccurate performance criteria were measured. Our right of recoupment is not subject to an expiration period in the event of fraud or misconduct.

#### *Insider Trading and Anti-Hedging Policy*

We prohibit directors, officers, employees and consultants of the Company from trading in the securities of the Company or its affiliates (e.g., customers, suppliers, etc.), directly or through family members or other persons or entities, if they are aware of material nonpublic information relating to the Company or its affiliates. Trading includes purchases and sales of stock, derivative securities such as put and call options and convertible debentures or preferred stock, and debt securities (debentures, bonds and notes). Trading also includes certain transactions under Company's plans (e.g., sale of underlying stock acquired upon the exercise of stock options, certain transactions associated with the Company's retirement savings plan, and voluntary additional contributions to the Company's dividend reinvestment plan). Our insider trading policy also prohibits our directors, officers and certain other employees from engaging in any hedging or monetization transactions involving Company securities.

#### *Stock Ownership Guidelines*

Our stock ownership guidelines for our executive officers and other key employees aim to align their interests with those of our shareowners. The guidelines require executives and other employees to own Company stock in an amount equal to a multiple of base salary, as follows:

<b>Level</b>	<b>Value of Stock as a Multiple of Base Salary</b>
CEO	5x
CFO, COO and Subsidiary Presidents	3x
Corporate and Subsidiary Officers	2x
Other Selected Employees	1x

Until an executive reaches his or her applicable ownership level, he or she must retain 50% of the equity received from long-term compensation plans (after meeting tax withholding obligations), and once the ownership level is met, he or she may not sell shares if doing so would cause his or her ownership to fall below that level. The Compensation and Talent Development Committee reviews progress toward meeting the ownership guidelines on an annual basis.

The Committee has also approved stock ownership guidelines for non-management directors. See the section entitled "Director Compensation Stock Ownership Guidelines for Non-Management Directors" on page 50 of this proxy statement for more information.



*Compensation and Talent Development Committee Report*

The Compensation and Talent Development Committee has reviewed and discussed the Compensation Discussion and Analysis set forth above with management. Based on such review and discussion, the Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

Submitted by:

Manuel Figueroa-Collazo, Chair

Adamina Soto-Martínez

Cari M. Domínguez

Joseph A. Frick

Francisco J. Toñarely-Barreto

### **Compensation and Talent Development Committee Interlocks and Insider Participation**

None of the members of the Compensation and Talent Development Committee is or has been one of our executive officers or employees. None of our executive officers served on the board of directors' compensation committee of any other company for which any of our directors served as an executive officer at any time during 2013. Except as disclosed in "Other Relationships, Transactions and Events" in this proxy statement, none of the members of the Compensation and Talent Development Committee had any relationship with us requiring disclosure under Item 404 of SEC Regulation S-K.

### **Risk Considerations in our Executive Compensation Program**

At the Compensation and Talent Development Committee's request, management conducted a risk assessment of all the compensation programs of the Company which was completed in the first quarter of 2012. This assessment included an inventory of all compensation programs, including incentive compensation plans then in place at the Company, a review of the design and features of the Company's compensation programs with key members of management responsible for such programs, and an assessment of program design and features relative to compensation risk factors. The Compensation and Talent Development Committee reviewed the Company's risk profile and related risk management processes and the findings of the compensation risk assessment to determine if any material risks were deemed likely to arise from our compensation policies and programs and whether these risks are reasonably likely to have a material adverse effect on our business. The Compensation and Talent Development Committee determined that the Company's then-current pay plans and policies were not reasonably likely to have a material adverse effect on the Company. The Compensation and Talent Development Committee thereafter reported its findings to the Board. Risk considerations and inventory of the compensation programs have remained unchanged for 2013. We believe that our compensation programs for our executive do not encourage excessive or unnecessary risk, as they are designed to, among other things, reinforce responsible business practices, provide a balanced distribution of compensation elements, tie compensation to short and long-term results, provide for the recovery of compensation in the event of inaccurate financial disclosures, fraud or misconduct, require moderate levels of share ownership and prohibit hedging transactions involving Company securities.

## Compensation Tables

### Summary Compensation Table

The following table sets forth the total compensation paid to or earned by our NEOs for each of the three years ending December 31, 2013 for services rendered in all capacities to the Company.

Name and Principal Position	Year	Salary(1)	Bonus(2)	Stock Awards(3)	Option Awards(4)	Non-Equity Incentive Plan Compensation(5)	Change in Pension Value and Non-Deferred Compensation(6)	All Other Compensation(7)	Total
Ramón M. Ruiz-Comas President and CEO, Triple-S Management Corporation	2013	\$ 820,615	\$ 0	\$ 2,000,004	\$ 0	\$ 0	\$ 190,000	\$ 30,000	\$ 3,040,619
	2012	\$ 740,000	\$ 0	\$ 1,599,997	\$ 0	\$ 0	\$ 575,000	\$ 269,366	\$ 3,184,363
	2011	\$ 700,000	\$ 0	\$ 1,100,010	\$ 0	\$ 336,323	\$ 775,000	\$ 125,453	\$ 3,036,786
Amílcar L. Jordán-Pérez Vice President of Finance & CFO, Triple-S Management Corporation	2013	\$ 439,615	\$ 0	\$ 299,981	\$ 0	\$ 0	\$ 0	\$ 0	\$ 739,596
	2012	\$ 200,000	\$ 40,000	\$ 124,995	\$ 0	\$ 0	\$ 0	\$ 21,508	\$ 386,503
	2011	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
Pablo Almodóvar-Scalley President of Triple-S Salud, Inc.	2013	\$ 537,307	\$ 0	\$ 399,990	\$ 0	\$ 0	\$ 315,000	\$ 28,200	\$ 1,280,497
	2012	\$ 343,700	\$ 45,833	\$ 161,252	\$ 0	\$ 164,900	\$ 315,000	\$ 164,982	\$ 1,195,667
	2011	\$ 277,700	\$ 25,456	\$ 69,987	\$ 0	\$ 121,000	\$ 230,000	\$ 31,055	\$ 755,198
Arturo Carrión-Crespo <sup>(6)</sup> President of Triple-S Vida, Inc.	2013	\$ 318,443	\$ 0	\$ 209,987	\$ 0	\$ 175,340	\$ 0	\$ 47,540	\$ 751,310
	2012	\$ 309,035	\$ 0	\$ 199,988	\$ 0	\$ 139,500	\$ 0	\$ 99,041	\$ 747,564
	2011	\$ 297,400	\$ 0	\$ 199,987	\$ 0	\$ 144,500	\$ 0	\$ 50,403	\$ 692,290
Eva G. Salgado-Micheo President of Triple-S Propiedad, Inc.	2013	\$ 378,842	\$ 0	\$ 224,998	\$ 0	\$ 0	\$ 70,000	\$ 28,200	\$ 702,040
	2012	\$ 346,000	\$ 0	\$ 199,988	\$ 0	\$ 128,400	\$ 130,000	\$ 141,046	\$ 945,434
	2011	\$ 339,500	\$ 0	\$ 199,987	\$ 0	\$ 0	\$ 420,000	\$ 53,295	\$ 1,012,782
Susan Rawlings-Molina <sup>(7)</sup> President of Triple-S Advantage Solutions, Inc.	2013	\$ 409,712	\$ 600	\$ 374,996	\$ 0	\$ 0	\$ 0	\$ 211,192	\$ 996,500
	2012	\$ 408,961	\$ 600	\$ 271,477	\$ 0	\$ 50,000	\$ 0	\$ 16,000	\$ 696,038
	2011	\$ 94,231	\$ 0	\$ 8,260	\$ 0	\$ 26,840	\$ 0	\$ 3,750	\$ 133,081

(1) Amounts represent base salary. Some of the named executive officers deferred a portion of their salary under the non-qualified deferred compensation plan. The deferred amounts have been included in the Non-Qualified Deferred Compensation Table below.

(2) Represents (i) annual non-performance based bonus, which we pay to all our active employees who do not participate in the non-equity incentive plan, plus (ii) any discretionary payments made under the non-equity incentive compensation. For 2013, no discretionary payments under the non-equity incentive compensation were made. See Compensation Discussion and Analysis Compensation of



Named Executive Officers for 2013 Annual Cash Bonus and Compensation Discussion and Analysis Compensation of Named Executive Officers for 2013 Annual Non-Equity Incentive Plan for a detailed explanation.

- (3) The amounts shown reflect the grant date fair value of the stock awards determined in accordance with the provisions of FASB Accounting Standards Codification Topic 718. See footnote 21 of the Corporation's audited consolidated financial statements.
- (4) The amounts represent the actuarial increase in the present value of the NEOs benefits under our pension plan and the Supplemental Benefit Plan, described below under Non-Contributory Defined Benefit Pension Plan. The increase was calculated using the interest rate, discount rate and form of payment assumptions consistent with those used in our financial statements. The calculation assumes benefit commencement at normal retirement age (65), and was calculated without respect to pre-retirement death, termination or disability. Earnings on deferred compensation are not reflected in this column because we do not provide guaranteed returns on non-qualified deferred compensation.
- (5) Other annual compensation consists of the following:

Name	Contributions to Defined Payments under				Total
	Vehicles Allowance	Sick Leave & Vacation Paid(a)	Contribution Plans	Non-Compete Agreement	
Ramón M. Ruiz-Comas	\$ 30,000	\$	\$	\$	\$ 30,000
Amílcar L. Jordán-Pérez					0
Pablo Almodóvar-Scalley	28,200				28,200
Arturo Carrión-Crespo	28,200		19,340		47,540
Eva G. Salgado-Micheo	28,200				28,200
Susan Rawlings-Molina	11,250	49,235	707	150,000	211,192

- (a) Effective January 1, 2013, executive officers of the Company, including our NEOs, accrue twenty-five days during the year which can be used as vacation days, with the option to use up to fifteen days as sick leave. Unused accrued days will be forfeited at the end of the year. Amounts included represent cash paid during 2013.
- (6) The Compensation and Talent Development Committee and the Board, respectively, determined that Mr. Carrión-Crespo met his objectives for 2013 and will receive compensation under the non-equity incentive plan. Mr. Carrión-Crespo definitive compensation payment under the non-equity incentive plan for 2013 will be approved during 2014. Maximum possible payout to Mr. Carrión-Crespo is \$175,340.
- (7) Mrs. Rawlings-Molina was president of Triple-S Advantage Solutions, Inc. until her resignation on September 30, 2013.

**Grants of Plan-Based Awards during Fiscal Year 2013**

The following table sets forth summary information regarding the grants of plan-based awards held by each of our NEOs at December 31, 2013.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Awards: Stock Awards: Number of Underlying Stock (#)	All Other Awards: Option Awards: Number of Underlying Stock (#)	Grant Date Fair Value of Stock Awards
		Threshold	Target	Maximum	Threshold (#)	Target (#)	Maximum (#)			
Enrique M. Z-Comas	3/19/2013	\$ 294,000	\$ 588,000	\$ 882,000	53,274	83,241	124,862	27,747	\$ 2,000,000	
Enrique L. Blán-Pérez	3/19/2013 8/15/2013	\$ 112,500	\$ 225,000	\$ 337,500	6,393 1,492	9,989 2,332	14,984 3,498	3,300 777	\$ 240,000 \$ 59,900	
Enrique J. Rodóvar-Scalley	3/19/2013	\$ 192,500	\$ 385,000	\$ 577,500	10,655	16,648	24,972	5,549	\$ 399,900	
Enrique Carrión-Crespo	3/19/2013	\$ 87,670	\$ 175,340	\$ 263,010	5,594	8,740	13,110	2,913	\$ 209,900	
Enrique G. Magado-Micheo	3/19/2013	\$ 135,870	\$ 271,740	\$ 407,610	5,994	9,365	14,048	3,121	\$ 224,900	
Enrique Rawlings-Molina	3/19/2013	\$ 0	\$ 0	\$ 0	9,989	15,608	23,412	5,202	\$ 374,900	

- (1) The Compensation and Talent Development Committee established the performance measures for purposes of determining the amounts payable for the year ended December 31, 2013. The amounts shown under the Threshold column assume the lowest performance level is achieved by the Company or business unit. The amount of the annual non-equity incentive bonus can be zero if the lowest level is not achieved. Awards under this plan, if any, are payable in the first quarter of the following year. Amounts approved with respect to 2013

- results are reflected in the Summary Compensation Table Non-Equity Incentive Plan Compensation column.
- (2) Performance awards vest at the end of a three-year period following their grant date, subject to the achievement of performance measures. The minimum threshold payout is determined at 64% when 80% of the target is met and the maximum payout is determined at 150% when 120% of the target is met.
  - (3) Represents the number of restricted shares awarded on each grant date. Restricted stocks are considered issued and outstanding as of December 31, 2013; however, they have a three year vesting period, in equal installments each anniversary date. Restricted share owners have the same right as any other shareholder to receive any dividend declared by the Company on its Class B shares.
  - (4) The grant date fair value of these awards was determined in accordance with the provisions of FASB Accounting Standards Codification Topic 718. See footnote 21 of the Company's audited consolidated financial statements. There is no assurance that the value realized by NEOs, if any, will be at or near the amounts shown in this column.

**Outstanding Class B Equity Awards at 2013 Fiscal Year-End**

The following table sets forth summary information regarding the outstanding equity awards held by each of our NEOs at December 31, 2013. Please note that ownership of vested shares of stock is set forth under Security Ownership of Certain Beneficial Owners and Management in this proxy statement.

Name	Option Awards				Stock Awards				
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Exercised Options (#)	Number of Securities Underlying Unearned Options (#)	Option Exercise Price	Option Expiration Date	Number of Shares of Stock That Have Not Vested (#)	Market Value of Shares of Stock That Have Not Vested(1)	Equity Incentive Plan Awards: Number of Shares That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Unearned Shares That Have Not Vested(1)
Ramón M. Ruiz-Comas	99,950			\$ 14.50	12/7/2014				
	(2)					4,412	\$ 85,769		
	(3)					11,266	\$ 219,011	50,697	\$ 985,550
	(4)					27,747	\$ 539,402	83,241	\$ 1,618,205
Amílcar L. Jordán-Pérez						993	\$ 19,304	4,466	\$ 86,819
	(3)					4,107	\$ 79,840	12,321	\$ 239,520
Pablo Almodóvar-Scalley	11,724			\$ 14.50	12/7/2014				
	(2)					280	\$ 5,443		
	(3)					1,344	\$ 26,127	6,050	\$ 117,612
	(4)					5,549	\$ 107,873	16,648	\$ 323,637
Arturo Carrión-Crespo	29,052			\$ 14.50	12/7/2014				
	(2)					802	\$ 15,591		
	(3)					1,408	\$ 27,372	6,337	\$ 123,191
	(4)					2,913	\$ 56,629	8,740	\$ 169,906
Eva G. Salgado-Micheo	36,552			\$ 14.50	12/7/2014				
	(2)					802	\$ 15,591		
	(3)					1,408	\$ 27,372	6,337	\$ 123,191
	(4)					3,121	\$ 60,672	9,365	\$ 182,056
Susan Rawlings-Molina									

- (1) The market value of restricted stock and performance awards that have not vested was calculated by multiplying the closing price of our Class B shares on December 31, 2013 (\$19.44), by the applicable number of shares.
- (2) Unvested restricted stock grants vest on May 6, 2014. Unvested performance awards vest on December 31, 2014, subject to the achievement of performance measures.
- (3) Unvested restricted stock grants vest in equal installments on March 6, 2014 and March 6, 2015. Unvested performance awards vest on December 31, 2015, subject to the achievement of performance measures.
- (4) Unvested restricted stock grants vest in equal installments on March 19, 2014, March 19, 2015 and March 19, 2016. Unvested performance awards vest on December 31, 2016, subject to the achievement of performance measures.

**Options Exercised and Stock Vested in Fiscal Year 2013**

The following table summarizes the options exercised and stock awards vested for each of our NEOs for the year ended December 31, 2013.

<b>Name</b>	<b>Option Awards</b>		<b>Stock Awards</b>	
	<b>Number of Shares Acquired on Value Realized on Exercise (#)</b>	<b>Exercise Value Realized on Exercise (\$)</b>	<b>Number of Shares Acquired on Value Realized on Vesting (#)(1)</b>	<b>Value Realized on Vesting (\$)(2)</b>
Ramón M. Ruiz-Comas			10,044	\$ 191,267
Amílcar L. Jordán-Pérez			496	\$ 9,151
Pablo Almodóvar-Scalley			953	\$ 17,963
Arturo Carrión-Crespo			1,506	\$ 28,869
Eva G. Salgado-Micheo			1,506	\$ 28,869
Susan Rawlings-Molina			975	\$ 17,988

### ***Pension Benefits***

We sponsor a non-contributory retirement program for certain employees of our Company. The NEO compensation covered by the pension plan is the annual salary set forth in the Summary Compensation Table. Our supplemental retirement program covers benefits in excess of the United States Internal Revenue Code ( IRC ) limits that apply to the non-contributory retirement program, which is a tax-qualified program under IRC rules. The following is a summary of the provisions of our defined benefit pension plans.

#### ***Non-Contributory Defined-Benefit Pension Plan***

Employees age 21 or older with one year of service with a BCBSA organization who were hired by the Company or its subsidiaries on or before December 19, 2006 in the case of union employees (on or before September 30, 2007, in the case of non-union employees) are eligible to participate in our non-contributory defined-benefit pension plan. Union employees hired after December 19, 2006 are ineligible to participate. Non-union employees hired after September 30, 2007 are ineligible to participate.

The average earning calculated is based on the highest average annual rate of pay from any five consecutive calendar year periods out of the last ten years. Each year's earnings are limited by IRC Section 401(a)(17) and 415. For 2013, the pension earnings are limited to \$255,000.

Since July 2012, the accrued benefit for single life benefit was calculated using the following formula: 1% of final average earnings multiplied by plan service (defined as full and partial years of employment with the Company or any of its subsidiaries) up to 30 years, minus any benefit accrued under a prior BCBSA plan. Previously, this benefit was calculated on a 2% basis of the final average earnings.

#### **Normal retirement**

To be eligible for normal retirement benefits, termination of employment must occur after both (i) the attainment of age 65 and (ii) after five years of participation in the plan. The accrued benefit is payable at the normal retirement date.

#### **Early retirement**

To be eligible for early retirement benefits, termination of employment must occur after both (i) the attainment of age 55 and (ii) five years of participation in the plan. The benefit will be the accrued benefit at normal retirement date minus a reduction factor for each year prior to age 62. There is no reduction if retirement occurs after age 62.

The plan also has a special early retirement provision. To be eligible, the termination of employment must occur after attaining 30 years of benefit service and election of immediate benefit commencement.

#### **Forms of payment**

The standard form of payment for a single participant is a straight life annuity; for a married participant, a reduced qualified joint and survivor annuity begins at the benefit commencement date, with 50% of the benefit continuing to the surviving spouse upon the earlier death of the participant. In lieu of the standard form of payment, a participant may elect, with the proper spousal consent, one of the optional forms of annuity payment or, alternatively, a single lump sum payment.

#### ***Supplemental Retirement Plan***

Employees with non-contributory retirement program benefits limited by the IRC maximum compensation and benefit limits are eligible to participate in a supplemental retirement plan. The accrued benefit is calculated by the same formula used in the Defined Benefit Plan using the amount of salary in excess of the IRC limit.

Normal retirement, early retirement, and special early retirement provisions are the same as provided for the non-contributory defined-benefit plan, described above.



Forms of payment

The standard form of payment for a single participant is a straight life annuity; for a married participant, a reduced qualified joint and survivor annuity begins at the benefit commencement date, with 50% of the benefit continuing to the surviving spouse upon the earlier death of the participant. The lump sum payment is not available in the Supplemental Retirement Plan.

The following table presents pension plan information as of December 31, 2013 for the NEOs under our non-contributory retirement and supplemental retirement plans.

<b>Name</b>	<b>Plan Name</b>	<b>Number of Years of Credited Service(1)</b>	<b>Present Value of Accumulated Benefit(2)</b>	<b>Payments During Last Fiscal Year</b>
Ramón M. Ruiz-Comas(3)	Non-Contributory Retirement	23.56	\$ 1,020,000	
	Supplemental Retirement		\$ 2,050,000	
Amílcar L. Jordán-Pérez	Non-Contributory Retirement			
	Supplemental Retirement			
Pablo Almodóvar-Scalley	Non-Contributory Retirement	23.63	\$ 840,000	
	Supplemental Retirement		\$ 475,000	
Arturo Carrión-Crespo	Non-Contributory Retirement			
	Supplemental Retirement			
Eva G. Salgado-Micheo(3)	Non-Contributory Retirement	17.90	\$ 725,000	
	Supplemental Retirement		\$ 410,000	
Susan Rawlings-Molina	Non-Contributory Retirement			
	Supplemental Retirement			

- (1) The number of actual years of service with the Company of each NEO is the same as the years of his or her credited service under both plans.
- (2) For additional information on the material assumptions applied in determining the present value of accumulated benefits, see note 17 ( Pension Plans ) to the Company's audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.
- (3) Participant is eligible for early retirement under both plans. Additional details on early retirement payments and benefit formula and eligibility standards can be found in the sections titled Non-Contributory Defined Benefit Pension Plan and Supplemental Retirement Plan above.

*401(k) Defined Contribution Savings Plans*

The Company maintains four tax-qualified 401(k) savings plans for employees not eligible for our non-contributory retirement plan or the supplemental retirement plan. For all its business units except two, the Company matches fifty percent of participant's contribution of to six percent of the participant's pre-tax compensation. Company match for the other two business units is as follows: (i) twenty-five cents of each dollar contributed by the participant up to 4% of the participant's pre-tax compensation and (ii) one-hundred cents of each dollar contributed by the participant up to the first 1% of the participant's compensation and fifty cents of each dollar contributed by the participant up to 3% of the participant's compensation. For participant union employees, Company match is twenty cents of each dollar up to the first 6% of the participant's pre-tax compensation. The only NEO that participates in the defined contribution savings plan is Mr. Carrión-Crespo, for which the Company has contributed the amount of \$8,715 in 2013.



**Non-Qualified Deferred Compensation Table**

The following table presents compensation for the NEOs that has been deferred under a plan that is not tax-qualified:

Name	Balance	Registrant Earnings in			Aggregate Withdrawals	Aggregate Balance at Last Fiscal Year
		Executive Contribution Last Fiscal Year(1)	Contribution Last Fiscal Year	Last Fiscal Year		
Ramón M. Ruiz-Comas	\$ 137,412	\$ 14,400		\$ 5,850	\$ 157,662	
Amílcar Jordán-Pérez						
Pablo Almodóvar-Scalley	\$ 378,877	\$ 81,426		\$ 16,800	\$ 477,103	
Arturo Carrión-Crespo						
Eva G. Salgado	\$ 405,755	\$ 25,419		\$ 16,907	\$ 448,081	
Susan Rawlings-Molina						

(1) Amounts reported in this column for 2013 are reported as salary in the Summary Compensation Table. Under our non-qualified deferred compensation plan, participants may elect to defer up to 20% of their gross annual cash compensation. The deferred compensation and accumulated interest will be paid on the occurrence of the following events: termination of employment, retirement, six months of continued disability, death, or an elected fixed date occurring after the 5<sup>th</sup> but not later than the 25<sup>th</sup> anniversary of deferral.

Deferred compensation accumulates interest at an annual rate equivalent to the actual annual yield of the fixed income portion of the Company's investment portfolio for the corresponding year. Except as described below, no amounts are payable to NEOs upon termination of employment other than amounts payable in accordance with law or policies of the Company applicable to all employees, or as a result of a change in control of the Company.

**Description of Employment Agreements***Ramón M. Ruiz-Comas*

On March 4, 2010 we entered into an employment agreement with Mr. Ruiz-Comas which has a two-year term. On November 5, 2012, the Company and Mr. Ruiz-Comas, entered into a first amendment to his employment agreement, extending the term of the agreement until December 2015, unless terminated as set forth therein. The agreement provides for a base salary of \$740,000. On March 5, 2013, our board approved an increase to Mr. Ruiz-Comas base salary to \$840,000 in accordance with existing policies. In addition, Mr. Ruiz-Comas is eligible to receive an annual cash bonus, contingent upon the achievement of annual performance objectives established in accordance with our policies. See the discussion under the caption Compensation Discussion and Analysis Annual Cash Bonus for more information on the bonuses paid for 2013.

The agreement also provides that Mr. Ruiz-Comas has a right to, among other things:

an automobile allowance;

the annual membership fees for a private club, two business related clubs and two professional associations;

the payment of premiums in connection with long term disability insurance and life insurance coverage (with a maximum coverage of \$100,000) for Mr. Ruiz-Comas;

the payment of premiums in connection with health and medical benefits for Mr. Ruiz-Comas and his dependents under our group health insurance plan; and

the right to participate in all employee benefit plans and programs, including long-term incentive compensation programs, generally available to senior executives.

Mr. Ruiz-Comas is subject to a covenant not to solicit our team members for 12 months following his resignation or termination or the expiration of the agreement. Mr. Ruiz-Comas is also subject to a covenant not to compete with us for 12 months following his resignation, termination or the expiration of the agreement.

In the event that we terminate Mr. Ruiz-Comas employment without cause (other than for death or disability), provided Mr. Ruiz-Comas does not compete with us or solicit our team members during the 12-month period following termination, or disclose any confidential information, he will become entitled to the following severance benefits under his agreement:

an amount equal to the greater of the base salary payable (1) until the expiration of the agreement or (2) for one year, payable in equal monthly installments or in a lump sum, at our option;

an amount equal to the base salary payable in 12 substantially equal monthly installments as consideration for Mr. Ruiz-Comas obligation not to compete with us (the Non-Compete Compensation );

the continuation of Mr. Ruiz-Comas long term disability insurance, life insurance and health and medical benefits for Mr. Ruiz-Comas and his dependents until the later of one year or the expiration of the agreement;

the payment of any amounts due under our deferred compensation plan and/or related to Mr. Ruiz-Comas vested rights under our pension plan; and

the accelerated vesting of equity grants, provided that Mr. Ruiz-Comas releases the Company from liability with the execution of a general release and non-disparagement agreement.

In the event that Mr. Ruiz-Comas employment terminates for cause, or as a result of his death or resignation, he will receive the base salary earned until the date of death or resignation, the liquidation of any applicable fringe benefits and the payment of amounts due under our deferred compensation plan and any vested rights under our pension plan. In the case of termination for cause or resignation, Mr. Ruiz-Comas will also be entitled to the Non-Compete Compensation.

In the event that Mr. Ruiz-Comas employment terminates as a result of the expiration of the employment term (other than through his request and regardless of whether there is any period of at-will employment following the employment term), provided Mr. Ruiz-Comas does not compete with us or solicit our team members during the 12-month period following termination, or disclose any confidential information, he will receive an amount equal to the base salary payable in 12 substantially equal monthly installments and the continuation of Mr. Ruiz-Comas long term disability insurance, life insurance and health benefits for Mr. Ruiz-Comas and his dependents for a 12-month period following termination.

Mr. Ruiz-Comas payments and benefits under the employment agreement are subject to the Company's recoupment policy.

For purposes of the agreement, cause means any of the following:

material breach by Mr. Ruiz-Comas of the agreement, his duties or any lawful written policies, rules, regulations, guidelines or codes of the Company;

conviction of, or plea of guilty, or no contest to a felony or a misdemeanor involving fraud, dishonest or disreputable conduct or moral turpitude;

insubordination;

improper or disorderly conduct;

the existence of a conflict of interest not previously disclosed to the Board; or

a substantial reduction of the operations of the Company and its subsidiaries.

Mr. Ruiz-Comas' employment agreement also includes a change in control provision. A change in control is defined as:

the acquisition by any party of ownership of 25% or more of the total votes required for the election of our directors, or of such amount which, based on the cumulative vote, if this were allowed by the articles of incorporation and bylaws, would permit such party to elect 25% or more of our directors;

a consolidation, merger or other business combination, sale of assets or any combination thereof as a result of which the persons who were our directors prior to such transaction fail to constitute a majority of the Board;

a change of at least 30% of our directors as a result of a proxy fight, as such term is defined in Regulation 14A of the Securities Exchange Act of 1934, as amended; or

a sale or transfer of substantially all our assets to another non-affiliated corporation.

If, following a change in control, we terminate Mr. Ruiz-Comas without cause or Mr. Ruiz-Comas resigns for good reason, Mr. Ruiz-Comas would be entitled to receive the following special termination benefits:

an amount equal to (1) twice the highest base salary received by Mr. Ruiz-Comas in any of the three fiscal years prior to the change in control plus (2) the average annual cash bonus received by Mr. Ruiz-Comas during the prior three fiscal years; and

the continuation of Mr. Ruiz-Comas' long term disability insurance, life insurance and health and medical benefits for Mr. Ruiz-Comas and his dependents for 24 months or until Mr. Ruiz-Comas obtains employment with comparable benefits.

For purposes of the agreement, good reason means:

a change in the nature or scope of Mr. Ruiz-Comas' duties or functions from those performed on the date immediately preceding the change in control;

a reduction in Mr. Ruiz-Comas' base salary from that received on the date immediately preceding the change in control;

a reduction in Mr. Ruiz-Comas' ability to participate in the compensation plans, such as bonus, stock options, incentives or other compensation plans, in which he participated on the date immediately preceding the change in control;

a change in the location of Mr. Ruiz-Comas principal place of employment of more than twenty-five miles from the place where he maintained his work office on the date immediately preceding the change in control; or

the reasonable determination by the Board to the effect that, as a result of the change in control and a change in the circumstances thereafter affecting the employment position of Mr. Ruiz-Comas, he is unable to exercise the authority, powers, functions or duties assigned to his position on the date immediately preceding the change in control.

***Potential Payments upon Termination or Change in Control***

Mr. Ruiz-Comas is entitled to certain benefits upon a change in control or upon a termination of employment. These benefits are payable in accordance with his employment agreement. We describe this agreement, including the material conditions or obligations applicable to the receipt of these benefits, under the caption Description of Employment Agreements above. The table below sets forth the value of the benefits (other than payments that were



generally available to salaried team members) that would have been due to Mr. Ruiz-Comas if he had terminated employment on December 31, 2013.

	Expiration of Employment Agreement(1)	Termination Without Cause(2)	Termination With Cause or Upon Resignation or Death	Change of Control Resignation for Cause or Termination Without Cause(3)
<b>Ramón M. Ruiz-Comas*</b>				
Base Salary	\$ 840,000	\$ 840,000	\$ 0	\$ 1,680,000
Annual Short Term Bonus	0	0	0	\$ 0
Fringe Benefits	10,595	Up to 10,595	0	\$ Up to 21,190
Non-Compete(4)	840,000	840,000	840,000	840,000
<b>Total</b>	<b>\$ 1,690,595</b>	<b>\$ 1,690,595</b>	<b>\$ 840,000</b>	<b>\$ 2,541,190</b>

\* Based on compensation payable to Mr. Ruiz-Comas for services rendered during 2013.

- (1) Base Salary and Fringe Benefits are payable in 12 equal monthly installments, provided the chief executive officer did not end negotiations or notify his desire not to renew.
- (2) Base Salary and Fringe Benefits payable are equal to the greater of the amount due at the expiration of the agreement or one year.
- (3) Base Salary and Annual Short Term Bonus payable is equal to twice the highest Base Salary paid in any of the prior three fiscal years plus the average Annual Short Term Bonus for the prior three fiscal years. The obligations to pay Fringe Benefits expires on the earlier of 24 months after the termination of employment or the date employment with comparable benefits is obtained.
- (4) The non-compete compensation is equal to the Base Salary payable in 12 equal monthly installments. This amount is not payable in the event of termination due to death.

#### Director Compensation

The following tables summarize the fees or other compensation that our non-employee directors earned for services rendered as members of the Board or any committee of the Board during fiscal year 2013, pursuant to our current compensation structure.

#### Non-Management Director Compensation for Fiscal Year 2013

Name	Fees Earned or Paid		
	in Cash(1)	Stock Awards(2)	Total
Adamina Soto-Martínez	\$ 73,212	\$ 50,000	\$ 123,212
Antonio F. Faría-Soto	56,699	50,000	106,699
Cari M. Dominguez	59,799	50,000	109,799
Carmen A. Culpeper-Ramírez*	18,267	0	18,267
David H. Chafey, Jr.	37,046	50,000	87,046

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Francisco J. Toñarely-Barreto	60,531	50,000	110,531
Jesús R. Sánchez-Colón	51,274	50,000	101,274
Jorge L. Fuentes-Benejam	64,423	50,000	114,423
Joseph A. Frick	40,710	50,000	90,710
Juan E. Rodríguez-Díaz*	21,067	0	21,067
Luis A. Clavell-Rodríguez	214,295	50,000	264,295
Manuel Figueroa-Collazo	68,908	50,000	118,908

\* Ended his tenure as director on April 26, 2013.

(1) The Board holds an annual off-site meeting to discuss our strategic direction and comply with continuing education requirements, among other purposes. Some of the activities at this meeting could be considered non-work related; however, due to the difficulty in allocating the specific cost to each member and since total cost is estimated at less than \$3,500 per person, such amount was not included in the above table.

(2) In accordance to Reg S-K Section 229.402(k)(2)(iii), this item considers the aggregate grant date fair value computed in accordance with FAS ASC Topic 718 for the grant given on 5/28/2013 (2,543 shares at \$19.66).

Under our current directors' compensation structure, each Board member receives a monthly retainer of \$4,167. The chair of the Board receives an additional monthly retainer of \$16,667. The chair of the Audit Committee receives an additional monthly retainer of \$1,250, and the chairpersons of the Compensation and Corporate

Governance and Nominating Committees receive an additional monthly retainer of \$800 for each committee. The following is the amount received by each director for each Board or committee meeting attended:

<b>Meetings</b>	<b>Director</b>
Audit Committee	\$ 500
Compensation and Talent Development Committee and Corporate Governance and Nominating Committee	\$ 450
All other committees and sub-committees	\$ 300

Directors who are also our employees do not receive any compensation for service rendered as members of the Board or any committee of the Board, or of any subsidiary board or subsidiary board committee.

***Stock Ownership Guidelines for Non-Management Directors***

Our stock ownership guidelines for non-management directors require that non-management directors own Company stock in an amount equal to three times their annual retainer, excluding additional retainers related to committee or chair service.

## AUDIT COMMITTEE MATTERS

### Report of the Audit Committee

*The following is the report of the Audit Committee with respect to the Company's audited financial statements for the year ended December 31, 2013. The information in this report shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended (the Securities Act), or Exchange Act, or otherwise considered filed with the Securities and Exchange Commission, except to the extent that the Company specifically incorporates this report or a portion of it by reference.*

The Audit Committee reports to and acts on behalf of the Board. The committee operates under a written charter adopted by the Board. The committee reviews the charter annually. The Board has determined that each member of the committee is independent. In making this determination, the Board follows the audit committee independence standards set forth in the NYSE's director independence rules. The members of the committee are not our employees or employees of any of our subsidiaries.

The Audit Committee assists the Board in its oversight of our financial reporting process, internal controls over financial reporting, as well as our internal and external audit processes, independent registered public accounting firm's qualifications and performance of the internal audit function. The committee also is responsible for the appointment, compensation, retention and oversight of the independent registered public accounting firm and the establishment of procedures for handling complaints. The committee appoints or terminates the engagement of the independent registered public accounting firm and reviews the proposed audit scope and approach, including coordination of the audit effort with the Internal Audit Office. The committee does not itself prepare the financial statements or performs audits of the Company's financial statements.

In the performance of its oversight function, the Audit Committee has considered and discussed our audited consolidated financial statements for the fiscal year ended December 31, 2013 including critical accounting policies, reasonableness of significant estimates and judgment and financial statements disclosures with management and PricewaterhouseCoopers LLP, our independent registered public accounting firm.

The Audit Committee has also discussed with the independent registered public accounting firm the matters required to be discussed by AU Section 380, *Communications with Audit Committee*. The committee has also discussed with PricewaterhouseCoopers LLP the matters required by the Public Company Accounting Oversight Board Rule 3526 regarding *Communication with Audit Committee Concerning Independence*. In addition, the committee has received the written disclosures and the letter from PricewaterhouseCoopers LLP required by applicable requirements of the Public Accounting Oversight Board regarding the independent registered public accounting firm's communications with the committee concerning independence, and has discussed with PricewaterhouseCoopers LLP its independence. The committee has also considered whether the provision of non-audit services by the independent registered public accounting firm to us is compatible with maintaining the auditors' independence. The committee has evaluated PricewaterhouseCoopers LLP's qualifications, performance and independence, including that of the lead partner. As part of its auditor engagement process, the committee considers whether to rotate the independent audit firm.

Based on the Audit Committee's consideration of the audited consolidated financial statements and the discussions referred to above with management and the independent registered public accounting firm, and subject to the limitations on the role and responsibilities of the committee set forth in the charter and those discussed above, the committee recommended and the Board approved that our audited consolidated financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2013 for filing with the SEC.

Submitted by:

Adamina Soto-Martínez, CPA, Chair

David H. Chafey, Jr.

Antonio F. Faría-Soto

Joseph A. Frick

## OTHER RELATIONSHIPS, TRANSACTIONS AND EVENTS

### Transactions with Related Parties

In the ordinary course of business, one or more of our subsidiaries provide insurance to a number of our individual directors and executive officers and to members of their respective immediate families. Certain directors and nominees have material ownership interests in or occupy senior positions, including as president or director, at certain entities to which one or more of our subsidiaries also provided insurance during 2013. Specifically, *B. Fernández & Hermanos*, a food distribution company of which Mr. Sánchez-Colón is the chair of the board of directors, paid premiums amounting to \$2,384,416; *the Government Development Bank*, at which Mr. Chafey is the chair of the board, paid premiums totaling \$5,413,671; *Manpower Group, Inc.*, in which Mrs. Dominguez is a director, paid premiums totaling \$358,618; the *Puerto Rico Chamber of Food Marketing, Industry and Distribution*, at which Mr. Ruiz-Comas served as director until July 2013, paid premiums totaling \$1,913,137; *Empresas Fonalleda, Inc.*, at which Mr. Rafael Ruiz-Comas, brother of Mr. Ruiz-Comas is employed, paid premiums totaling to \$4,339,591; *Cancio, Nadal, Rivera & Díaz PSC*, a law firm at which Mrs. Ana Ruiz-Comas, sister of Mr. Ruiz-Comas, practices as an attorney, paid premiums totaling \$410,094, and *Universidad del Sagrado Corazón*, at which Mr. Ruiz-Comas is the president of the board of trustees, paid premiums totaling \$1,963,348. The terms on which our subsidiaries provide insurance to related parties are the same as the terms offered to unrelated parties.

Our directors that are physicians and dentists, or their affiliated entities, are also service providers to TSS, our healthcare insurance subsidiary, in the ordinary course of their businesses as physicians and dentists. None of our directors, nor their immediate family members and affiliated entities received more than \$120,000 in compensation for services as healthcare providers during 2013. The terms of the provider agreements with TSS pursuant to which payments are made are the same as the terms of the provider agreements of physicians and healthcare organizations who are not directors or affiliated with our directors.

### Policies and Procedures for Related Party Transactions

The Company has adopted a policy directed at the review and approval of transactions with related parties. This policy instructs our directors and executive officers to inform the Corporate Governance and Nominating Committee of proposed related party transactions that would need to be disclosed pursuant to Item 404(a) of Regulation S-K, and provides guidelines for the review and approval of such transactions. Additionally, under our code of business conduct and ethics, all employees, officers and directors are required to avoid conflicts of interest. Employees, including officers, must review with, and obtain the approval of, their supervisors or the office of the general counsel, any situation that may involve a conflict of interest. The code broadly defines a conflict of interest as whenever an individual's personal interests interfere or diverge in any way (or appear to interfere or diverge) with our interest, and specifically notes involvement (either personally or through a family member) in a business that is a competitor, supplier or customer of the Company. Moreover, on an annual basis, each of our directors and executive officers are required to complete a director and officer questionnaire which requires disclosure of any transactions with the Company in which the director or executive officer, or any member of his or her immediate family, have a direct or indirect material interest.

## **ANNUAL REPORT**

Our 2013 Annual Report to shareholders accompanies the proxy materials being provided to all shareholders. Those documents are not a part of the proxy solicitation materials. We will provide, without charge, additional copies of our 2013 Annual Report to shareholders upon the receipt of a written request by any shareholder.

### **INCORPORATION BY REFERENCE**

Notwithstanding anything to the contrary set forth in any of our previous or future filings under the Securities Act or the Exchange Act, that might incorporate all or portions of our filings, including this proxy statement, with the SEC, in whole or in part, the Compensation and Talent Development Committee Report and the Report of the Audit Committee contained in this proxy statement shall not be deemed to be incorporated by reference into any such filing or deemed filed with the SEC under the Securities Act or the Exchange Act.

San Juan, Puerto Rico, March 21, 2014.

**LUIS A. CLAVELL-RODRÍGUEZ, MD**  
Chair of the Board

**ROBERTO GARCÍA-RODRÍGUEZ**  
Secretary

***TRIPLE-S MANAGEMENT CORPORATION OFFICE***

***OF LEGAL AFFAIRS***

***P.O. BOX 363628***

***SAN JUAN, PR 00936-3628***

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

M67706-P46057-Z62255

KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY  
**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**



**TRIPLE-S MANAGEMENT CORPORATION**

**The Board of Directors recommends you vote FOR the following proposals:**

1. Election of Directors

<b>Nominees:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	
1a. Adamina Soto-Martínez	..	..	..	
1b. Jorge L. Fuentes-Benejam	..	..	..	
1c. Francisco J. Toñarely-Barreto	..	..	..	<b>For Against Abstain</b>
2. Ratification of the selection of the independent registered public accounting firm.	..	..	..	
3. Advisory Vote on the Compensation of Our Named Executive Officers.	..	..	..	

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

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**TRIPLE-S MANAGEMENT CORPORATION**

**Annual Meeting of Shareholders**

**April 30, 2014 at 9:00 A.M. (Local Time)**

**This proxy is solicited by the Board of Directors**

The shareholder(s) hereby appoint(s) Ramón M. Ruiz-Comas and Roberto Garcia-Rodriguez, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common stock of TRIPLE-S MANAGEMENT CORPORATION that the shareholder(s) is/are entitled to vote at the Annual Meeting of Shareholders to be held at 9:00 A.M. (Local Time) on April 30, 2014, at the Atlantic Ballroom of the Intercontinental San Juan Resort & Casino at 5961 Isla Verde Ave., Carolina, Puerto Rico 00979, and any adjournment or postponement thereof. This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

**Continued and to be signed on reverse side**