

TRIPLE-S MANAGEMENT CORP
Form DEF 14A
April 15, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

Information Required in Proxy Statement
Scheduled 14A Information
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 the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table 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:
 - 5) Total fee paid:

Edgar Filing: TRIPLE-S MANAGEMENT CORP - Form DEF 14A

oFee paid previously with preliminary materials.

oCheck box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND PROXY STATEMENT Triple-S Management Corporation
1441 F.D. Roosevelt Avenue - San Juan, Puerto Rico 00920 2016

[THIS PAGE INTENTIONALLY LEFT BLANK]

Dear fellow Shareholder: It is my pleasure to invite you to our annual meeting of shareholders, which will be held on Thursday, May 26, 2016, at 9:00 a.m., local time, in our corporate offices located at 1441 F.D.Roosevelt Avenue, San Juan, Puerto Rico 00920. At this year's meeting, we will vote on the election of four directors to our Board of Directors, the ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the current year, and on a non-binding advisory resolution to approve the compensation of the Company's named executive officers. 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. Your vote is very important to us. I encourage you to vote as soon as possible whether or not you plan to attend the meeting. You may cast your vote over the Internet or by telephone according to the instructions in the proxy statement and the notice. As an alternative, if you requested and 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 mail in the postage-paid envelope provided with your request. Finally, I would like to acknowledge and commemorate our fellow director and vice chair of our Board, Ms. Adamina Soto-Martínez, who passed away on March 28, 2016. She made significant and lasting contributions to our Company and her presence on our Board will be greatly missed. On behalf of the Board, thank you for your continued interest and support. Sincerely, LUIS A. CLAVELL-RODRÍGUEZ, MD Chair of the Board April 15, 2016

[THIS PAGE INTENTIONALLY LEFT BLANK]

Triple-S Management Corporation P.O. Box 363628 San Juan, Puerto Rico 00936-3628 NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND PROXY STATEMENT To our Shareholders: NOTICE IS HEREBY GIVEN that the 2016 Annual Meeting of Shareholders will be held on Thursday, May 26, 2016, at 9:00 a.m., local time, in our corporate offices located at 1441 F.D. Roosevelt Avenue, San Juan Puerto Rico 00920. Shareholders will be asked to consider and vote on the following matters: 1. The election of one nominee to serve as a "Group 2" director for a term of two years; 2. The election of three nominees to serve as "Group 3" directors, each for a term of three years; Items of business Record date Your vote is important 3. The ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the current year; 4. The consideration of an advisory resolution to approve the compensation of our named executive officers; and 5. Any other business that may properly come before the meeting or any adjournment or postponement thereof. Shareholders of record of the Company at the close of business on April 8, 2016 are entitled to receive notice of, attend, and vote at the meeting. Please vote as promptly as possible by using the Internet, telephone, or by signing, dating and returning the completed proxy card in accordance with the instructions in the Notice or your proxy card. Important notice regarding the availability of proxy materials This year we are delivering the proxy materials to all our shareholders via the Internet, as permitted by U.S. Securities and Exchange Commission rules. Instead of sending a paper copy of the proxy materials, we are sending to our shareholders of record a Notice of Internet Availability of Proxy Materials (the "Notice") with instructions on how to access the proxy materials and how to vote via the Internet. Our proxy statement and the 2015 annual report to shareholders are available at our website <http://www.triplesmanagement.com>. Shareholders may request a printed copy of the proxy materials by following the instructions set forth in the Notice and the proxy statement. By order of the Board of Directors, CARLOS L. RODRÍGUEZ-RAMOS Secretary San Juan, Puerto Rico April 15, 2016

[THIS PAGE INTENTIONALLY LEFT BLANK]

TABLE OF CONTENT PROXY SUMMARY 1 PROXY STATEMENT FOR THE 2016 ANNUAL MEETING OF SHAREHOLDERS 5 INFORMATION ABOUT VOTING, SOLICITATION AND THE ANNUAL MEETING 6 PROPOSAL 1 — ELECTION OF DIRECTORS 11 Overview 11 Nominees for election 12 Directors continuing in office 13 Management director 14 PROPOSAL 2 — RATIFICATION OF THE SELECTION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM 15 Overview 15 Audit Committee’s pre-approval policies and procedures 16 PROPOSAL 3 — AN ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS 17 CORPORATE GOVERNANCE 19 Overview 19 Corporate governance documents and additional information 20 Code of business conduct and ethics 20 Independence of directors 20 Board leadership structure 21 Board meetings and committees 21 Director nominations process 24 Criteria and diversity 24 Risk oversight 25 Communications from shareholders and other interested parties 26 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT 27 SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE 28 INFORMATION ABOUT EXECUTIVE OFFICERS 29 COMPENSATION DISCLOSURE 30 Compensation discussion and analysis 30 Compensation and Talent Development Committee interlocks and insider participation 41 Risk considerations in our executive compensation program 41 Compensation tables 42 Director compensation 50 AUDIT COMMITTEE MATTERS 52 Report of the Audit Committee 52 Prior independent registered public accounting firm 52 OTHER RELATIONSHIPS, TRANSACTIONS AND EVENTS 54 Transactions with related parties 54 Policies and procedures for related party transactions 54 ANNUAL REPORT 55 INCORPORATION BY REFERENCE 55 i

PROXY SUMMARY This summary highlights certain information about Triple-S Management Corporation (the “Company,” “we,” “our,” or “us”) and certain information contained elsewhere in this proxy statement for the Company’s 2016 Annual Meeting of shareholders (“the meeting”). This summary does not contain all of the information that you should consider. We encourage you to read the entire proxy statement carefully before voting. Information about the meeting of shareholders Time and date: Thursday, May 26, 2016 at 9:00 a.m., local time. Location: 1441 F.D. Roosevelt Avenue, San Juan, Puerto Rico 00920. Record Date: Friday, April 8, 2016. Voting: All shareholders as of the record date are entitled to attend the meeting and vote. Each share of our common stock owned on the record date entitles the shareholder to one vote on each proposal presented for consideration. Board Page Voting matters recommendation reference Election of one “Group 2” director and three “Group 3” directors. FOR each nominee 11 Ratification of the selection of Deloitte & Touche LLP as FOR 15 independent registered public accounting firm. An advisory resolution to approve the compensation of our named FOR 17 executive officers. Director nominees At the meeting, shareholders are being asked to vote for one “Group 2” director for a two-year term and for three “Group 3” directors, each for a three-year term. Each nominee currently serves as a director in our Board. Also, our Board has determined that each nominee is independent pursuant to the independence criteria outlined by the New York Stock Exchange and the BlueCross and BlueShield Association. Director Name Age since Experience/Qualification Committee memberships David H. Chafey, Jr. 62 Manuel A. Figueroa-Collazo 64 Joseph A. Frick 63 Antonio F. Faría-Soto 67 Corporate governance highlights 2013 Banking and financial services expertise; public company knowledge; governmental experience 2004 Information technology expertise; international markets experience; executive leadership 2013 Health insurance expertise; public company knowledge; executive leadership 2007 Banking and financial services expertise; governmental experience; regulatory knowledge Investment and Financing (Chair) Audit Compensation and Talent Development (Chair) Corporate Governance and Nominating Corporate Governance and Nominating; Compensation and Talent Development Audit (Chair) Investment and Financing Executive 7 of our 9 current directors are independent.1 Separate chair of the Board and chief executive officer positions. Annual Board, committee, and individual director self-evaluations. Stock ownership guidelines for directors. Guidelines for annual continuing education of directors. 1 With the passing of Ms. Soto-Martínez on March 28, 2016, the Board currently consists of 9 members. Ms. Soto-Martínez’ seat on the Board will remain vacant while the Board considers a candidate for director.

PROXY SUMMARY Casting your vote Visit www.proxyvote.com and follow the instructions in the Notice. Scan this QR Code, or the QR Code in the Notice, with your mobile phone and vote following the instructions in the Notice. Call the telephone number in the Notice. Send your completed and signed proxy card to Triple-S Management Corporation c/o Broadridge Financial Solutions, Inc. at 51 Mercedes Way, Edgewood, New York 11717. Cast your vote in person if you are the registered shareholder or by obtaining a “legal proxy” if your shares are held in “street name” by completing and signing your proxy card at the meeting. Submitting proposals for the 2017 Annual Meeting of shareholders Deadline for shareholders proposal for inclusion in the 2017 proxy statement: December 16, 2016 Period for submitting proposals and nominations for directors to be considered at the 2017 Annual Meeting: December 28, 2016 to January 27, 2017. Independent registered public accounting firm As a matter of good corporate governance, our shareholders are being asked to ratify the selection of Deloitte & Touche LLP as our independent registered accounting firm. Below is a summary of the fees that we paid or accrued in connection with services provided by Deloitte & Touche LLP (“D&T”), our current independent registered public accounting firm and PricewaterhouseCoopers LLP (“PwC”), our prior independent registered public accounting firm for 2014.

Type of Fees	2015	2014
Audit Fees	\$2,074,000	\$4,441,000
Audit-Related Fees	\$318,000	\$525,698
Tax Fees	\$0	\$0
All Other Fees	\$0	\$0
Total	\$2,392,000	\$4,966,698

PROXY SUMMARY 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. For more information on the compensation of our executive officers, see the compensation discussion and analysis beginning on page 30.

Component	Description
Cash	Cash compensation to recognize individual contribution to the Company, taking into consideration the executive's experience, knowledge and scope of responsibilities. Reviewed annually based on individual performance, the Company's financial performance, and ability to pay. Adjusted if and when appropriate. Motivates individual to attain annual objectives and reinforces the optimization of operating results and corporate goals. May range from zero to 150% of the target opportunity. Company's financial results account for 80% of each executive's evaluation, and individual performance accounts for the remaining 20%. Promotes long-term success, the retention of talented individuals, and mitigation of excessive risk taking. 75% as performance shares; payout range from zero to 150% from target opportunity over a 3-year performance period. 25% as restricted shares vesting in equal installments over a 3-year period.
Fixed Base	Salary
Short-term cash incentive	Variable Equity compensation
Benefits and perquisites	including retirement programs, non-qualified deferred compensation plan, health and life insurance, and vehicle allowance, among others.

Other components of the compensation program Our compensation program includes policies and practices that we believe promote good governance and align executive compensation with the interests of our shareholders.

What we do	What we don't do
Have an equity grant policy with pre-scheduled grant dates to avoid backdating of equity awards. Deliver 75% of annual long-term incentive in the form of performance shares. Have an incentive compensation recoupment policy to ensure compensation is paid on accurate financial data. Require executive officers, directors and other individuals to request pre-clearance to transact with our stock. Engage an independent compensation consultant selected by, and that reports directly to, the Compensation and Talent Development Committee. Have stock ownership guidelines requiring executive and other participants of equity compensation to own and retain Company stock.	No hedging on our Company stock. No unusual or excessive perquisites. No option awards. Grant of stock options was discontinued in 2010. No cash severance payment upon change in control. Chief executive officer may only receive cash severance payment upon a change in control with termination of employment ("Double trigger").

PROXY SUMMARY 2015 compensation summary The compensation of our named executive officers (“NEOs”) for 2015 is summarized below. For more information, see the narrative and notes accompanying the 2015 summary compensation table set forth on page 42. Change in Pension Value and

Non- Position	Non-Equity Salary	Qualified Bonus	Stock Awards	Incentive Compensation	Plan Compensation	Deferred Compensation	All Other Compensation	Name and Total
Ramón M. Ruiz-Comas	\$859,363	\$0	\$2,999,972	\$688,936	\$280,000	\$870,686	\$5,698,957	President and CEO
Amílcar L. Jordán-Pérez	\$524,231	\$0	\$499,967	\$271,481	\$0	\$514,088	\$1,809,767	Vice President of Finance and CFO
Roberto García-Rodríguez	\$585,093	\$0	\$649,972	\$487,256	\$0	\$15,658	\$1,737,979	Chief Operating Officer
Pablo Almodóvar-Scalley	\$543,871	\$0	\$419,992	\$341,757	\$220,000	\$1,628,200	\$3,153,820	President of Triple-S Salud
Madeline Hernández-Urquiza	\$474,630	\$0	\$399,989	\$293,192	(1)	\$50,668	\$1,218,479	President of Triple-S Advantage

(1) Change in pension value for Ms. Hernández-Urquiza during 2015 was -\$5,000. Compensation mix For 2015, 72.5% of the total compensation approved to our CEO and 60.4% for our other NEOs was at-risk, variable compensation. Actual amounts realized depend on our annual and long-term performance and our Company’s stock price. Also, equity compensation granted comprised more than two-thirds of CEO compensation and more than a third of all other NEOs compensation. We believe this compensation design promotes our executives to achieve the Company’s financial results while taking into consideration the impact of their decisions. The compensation mix of our CEO and our other NEOs is illustrated in the charts below, which considers maximum payout of approved performance equity grants and cash compensation. CEO compensation mix Non incentive 27.5% At-risk based 72.5% Other NEOs compensation mix Non incentive At-risk 39.6% based 60.4% CEO at-risk compensation mix Cash 29.2% Equity 70.8% Other NEOs at-risk compensation mix Equity 39.9% Cash 60.1% 4

PROXY STATEMENT FOR THE 2016 ANNUAL MEETING OF SHAREHOLDERS We are providing this proxy statement to our shareholders in connection with a solicitation of proxies by the Board of Directors (the “Board”) of the Company for use at the meeting and at any adjournment or postponement of the meeting. We will hold the meeting on Thursday, May 26, 2016, beginning at 9:00 a.m., local time, in our corporate offices located at 1441 F.D. Roosevelt Avenue, San Juan, Puerto Rico 00920. We are furnishing the proxy materials over the Internet pursuant to the rules of the U.S. Securities and Exchange Commission (“SEC”). On or about April 15, 2016, we began mailing the Notice to our shareholders of record as of the close of business of April 8, 2016. The Notice contains instructions on how to access this proxy statement and our annual report and how to cast your vote. 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 May 26, 2016: This proxy statement, our 2015 Annual Report, the form of proxy and voting instructions are being made available to shareholders of record of our Class A and Class B common stock on or about April 15, 2016 at www.proxyvote.com. If you would still like to receive a printed copy of the proxy materials or our 2015 Annual Report, including audited financial statements for the year ended December 31, 2015, you may request a printed copy by: (a) telephone at 1-800-579-1639; (b) Internet at www.proxyvote.com; or (c) e-mail at sendmaterial@proxyvote.com. Please make the request as instructed above on or before May 14, 2016 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. 5

INFORMATION ABOUT VOTING, SOLICITATION AND THE ANNUAL MEETING Why am I Our Board is providing these materials to you to solicit proxies on its behalf to be voted at receiving these the meeting on May 26, 2016 at 9:00 a.m., local time, at the offices of Triple-S Management materials? Corporation, 1441 F.D. Roosevelt Avenue, San Juan, Puerto Rico 00920. Why did I receive a We have elected to deliver our proxy materials over the Internet to all our shareholders under one-page notice in the “notice and access” rules of the SEC. If you are a shareholder of record, we sent you a the mail instead of Notice by mail. You will not receive a printed copy of the proxy materials unless you request a full set of proxy one. We encourage you to help us reduce the environmental impact of the meeting, and materials? reduce the cost associated with printing and mailing of proxy materials by accessing the proxy materials over the Internet. How can I request You may request a printed copy of the proxy materials by calling 1-800-579-1639; or a printed copy of accessing www.proxyvote.com over the Internet; or by sending an email to the proxy sendmaterial@proxyvote.com. Please make the request on or before May 14, 2016 to materials? facilitate timely delivery. What should I do if You may receive more than one Notice. For example, you may receive a separate Notice if: I receive more than (i) you hold Class A and Class B shares, or (ii) you hold Class B shares in more than one one Notice? brokerage account. Please vote all your shares over the Internet, by telephone, or by signing and mailing all proxy cards or voting instruction forms that you receive. 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 April 8, 2016. This date is the “record date” for the 2016 Annual Meeting. Shareholders of record on the record date are entitled to receive notice of, attend, and vote on each proposal at the meeting or on any postponement or adjournment of the meeting. How many votes do You are entitled to one vote per each share of our common stock that you owned on the I have? record date on each matter that is presented for consideration. All shares of our Class A and Class B common stock will vote together as a single class on all matters brought before the meeting. Who may be Only shareholders of record and beneficial owners with a legal proxy issued in their name by present at the their respective organization holding their shares may be present at the meeting. No other meeting? 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 video or audio recording will be allowed during the meeting. We encourage you to vote your shares in advance even if you plan to attend the meeting. What constitutes a At least one-third (1/3) of the shares entitled to vote must be present at the meeting, in quorum for the person or by proxy, to constitute a quorum. As of the record date, 24,768,406 shares of meeting? 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 to determine if there is a quorum. If a quorum is not present, we may propose to adjourn the meeting to solicit additional proxies. 6

What is the Shareholder of record. If your shares of common stock are registered directly in your name difference between with our transfer agent, American Stock Transfer & Trust Company, and not through a a shareholder of brokerage firm, bank, broker-dealer or other similar organization, you are considered the record and a “shareholder of record” with respect to those shares. We have sent the Notice directly to beneficial owner of you. shares held in street name? Beneficial owner of shares held in street name. If your shares are held in an account at a brokerage firm, bank, broker-dealer or other similar organization, then you are the “beneficial owner” of shares held in “street name,” and a Notice should be sent to you by that organization. You have the right to instruct that organization how to vote your shares. How do I vote if I If you are the shareholder of record, you may vote in one of the following four ways: am the shareholder of record of my Through the Internet. Vote by following the instructions on the Notice or going to the shares? Internet address stated on your proxy card. By telephone. Call the telephone number provided on your proxy card. By mail. If you requested and received a printed copy of the proxy materials or downloaded the proxy materials over the Internet, you can complete and sign your proxycard and mail it to the following address: Triple-S Management Corporation c/o Broadridge Financial Solutions, Inc. 51 Mercedes Way Edgewood, New York 11717 In person. Attend the meeting and vote in person or by submitting your proxy card at the meeting. Completing and sending the proxy card. 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 to ensure your proxy card is voted according to your instructions and to avoid delays in ballot taking and counting. If shares are registered in the name of more than one record holder, all record holders must sign the proxy card. If you vote via the Internet or by phone, do not return the proxy card. Closing of voting facilities. The Internet and telephone voting facilities will close at 11:59 p.m., Eastern time, on May 25, 2016. If you plan to vote by mail, your proxy card must be received no later than 12:00 p.m., Eastern Time, on May 25, 2016. How do I vote if I If you are a beneficial owner you will receive the Notice from the organization that holds am a “beneficial your shares with instructions on how to vote your shares. That organization will allow you to owner”? 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. You can vote in person at the meeting, but you must bring at the meeting a “legal proxy” issued in your name by the organization that holds your shares. The legal proxy authorizes you to vote your shares held in street name at the meeting. Contact the organization that holds your shares for instructions on how to obtain a legal proxy. You must bring a copy of the legal proxy to the meeting and ask for a ballot in order to cast your vote in person. In order for your vote to be counted, you must hand the copy of the legal proxy with your completed ballot when you cast your vote. 7

Can I change or Yes. You can change your vote or revoke your proxy at any time before the taking of votes revoke my vote at the meeting by delivering a written notice of revocation to our Secretary at or before the after I have voted? meeting; or by submitting another proxy by mail, telephone or the Internet prior to the applicable cutoff time; or by 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 by voting in person at the meeting. If you elect to revoke your vote by delivering a written notice of revocation or by submitting another proxy by mail to our Secretary, deliver it to the following address: Triple-S Management Corporation c/o Carlos L. Rodríguez-Ramos, Secretary 1441 F.D. Roosevelt Avenue, 6th Floor San Juan, Puerto Rico 00920 If you provide more than one proxy, the properly signed proxy having the latest date will revoke any earlier proxy. Attending the meeting will not automatically revoke a proxy unless you properly vote at the meeting or specifically request that your prior proxy be revoked. If you are a beneficial owner, you must contact the organization that holds your shares 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 happens if I If you are a shareholder of record and you indicated when voting on the Internet or by do not give specific telephone that you wish to vote as recommended by the Board, or you signed and returned a voting proxy card without giving specific voting instructions, then the persons named as proxy instructions? holders will vote your shares in the manner recommended by the Board on all matters presented in this proxy statement and, as 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. 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. Who will count the A representative of Broadridge Financial Solutions, Inc., an independent third party, will act votes? as the inspector of the election and tabulate the votes cast by proxy or in person at the meeting. Which proposals The election of directors (Proposal 1) and the advisory resolution to approve the are considered compensation of our NEOs (Proposal 3) are considered non-routine matters under applicable routine or non- rules. A broker or other nominee cannot vote without instructions on non-routine matters, routine? and therefore broker non-votes may exist in connection with Proposals 1 and 3. The ratification of the selection of D&T 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. 8

What is the Election of directors. A nominee must be elected to our Board by the affirmative vote of a required vote to majority of votes cast with respect to such nominee by the shares of common stock entitled approve each to vote and present at the meeting or represented by proxy. If shareholders do not elect a proposal? 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 a successor is elected. 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. Approval of the compensation of our named executive officers. The approval, on an advisory basis, 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 exceed 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. How does the Board recommend to vote on the Election of Directors. FOR each of the four nominees. proposals? Ratification of the selection of the independent registered public accounting firm. FOR the ratification of D&T as our independent registered public accounting firm for the current year. Approval of the compensation of our named executive officers. FOR the approval, on an advisory basis, of the compensation of our named executive officers. Will any other business be described in the Notice. 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 Current Report on Form 8-K, which will be filed with the SEC within four business days of the meeting? following the meeting. What is the cost We will bear the costs of soliciting proxies. We will also reimburse banks, brokers or other and method of custodians, nominees and fiduciaries representing beneficial owners for their reasonable out-of-pocket expenses incurred in distributing proxy materials to shareholders and obtaining their votes. In addition, our directors, officers and employees may solicit proxies on the Company's behalf in person, by telephone, or email without additional compensation. 9

What happens if Your proxy will still be valid and may be voted at the postponed or adjourned meeting. You the meeting is will still be able to change or revoke your proxy at any time before it is voted. postponed or adjourned? How and when If you are interested in submitting a proposal for inclusion in the proxy statement for the may I submit a 2017 annual meeting of shareholders, you need to follow the procedures outlined in Rule shareholder 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). To be proposal, including eligible for inclusion, we must receive the shareholder's proposal for our proxy statement for a shareholder the 2017 annual meeting of shareholders at our principal corporate offices in San Juan, nomination for Puerto Rico, at the address below no later than December 16, 2016. director, for the 2017 annual In addition, our bylaws require that we be given advance written notice of director meeting of nominations for election to our Board and other matters that shareholders wish to present for shareholders? 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 2017 annual meeting is not advanced by more than 30 days nor delayed by more than 60 days from the anniversary date of the meeting, you would need to give us appropriate notice of the proposal at the address noted below no earlier than the close of business on December 28, 2016, and no later than the close of business on January 27, 2017. If a shareholder of record does not provide timely notice of a nomination or other matters to be presented at the 2017 annual meeting, it will not appear in the notice of meeting. If you are a beneficial owner, 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 website at www.triplesmanagement.com. Any proposals, nominations or notices should be sent to: Triple-S Management Corporation c/o Carlos L. Rodríguez-Ramos, Secretary 1441 F.D. Roosevelt Avenue, 6th Floor San Juan, Puerto Rico 00920 10

PROPOSAL 1 — ELECTION OF DIRECTORS Our Board has nominated Mr. Joseph A. Frick to serve as a Group 2 director for a two-year term until the 2018 annual meeting or until a successor is elected and qualified, and Messrs. David H. Chafey, Jr., Antonio F. Faría-Soto, and Manuel Figueroa-Collazo to serve as Group 3 directors, each for a three-year term until the 2019 annual meeting or until a successor is elected and qualified. Recommendation: Vote FOR each nominee.

Overview 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 our articles and the terms of our license agreement with the BlueCross and BlueShield Association (“BCBSA”). Our Board has fixed the number of directors at ten. With the passing of Ms. Adamina Soto-Martínez on March 28, 2016, the Board currently consists of nine members: two Group 1 directors (with terms expiring at the 2017 annual meeting), two Group 2 directors (with terms expiring at the 2018 annual meeting), four Group 3 directors (with terms expiring at the 2016 annual meeting) and our president and chief executive officer, which is an ex-officio member of our Board and is excluded from the three director groups. Ms. Soto-Martínez’ seat on the board will remain vacant while the Board considers a candidate for director. Our articles of incorporation and our license with the BCBSA require our Board to be comprised of three groups as equal in number as possible. Our bylaws authorize the Board to alter the total number of directors serving on our Board, fix the exact number of directors serving in each group, nominate directors for shorter terms of office, and assign nominees to a specific group to ensure that the group size requirement is met. Accordingly, the Board nominated one individual to serve as a Group 2 director for a two-year term and three individuals to serve as Group 3 directors, each for a three-year term. 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. Nominees have indicated their 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. Proxies cannot be voted for a greater number of persons than the number of nominees. We have no knowledge that any nominee will become unavailable for election. Information about the nominees and directors continuing in office

The following candidates for election have been nominated by the Board based on the recommendation of the Corporate Governance and Nominating Committee. Below you will find information the nominees and directors whose terms in office will continue after the 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 continuing in office is as of the date of this proxy statement. Information about the number of shares of common stock beneficially owned by each of the nominees and directors 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. We encourage our shareholders to read the “Corporate Governance and Nominating Committee Director nominations process” section of this proxy, at page 24, for further details. 11

Nominees for election Nominee for Group 2 for a two-year term Joseph A. Frick Professional background: Mr. Frick is the executive vice chair of Diversified Director since 2013 Search, a national executive search firm, since May 2011. He is also the vice chair of Independent the board of directors of Independence Blue Cross, a health insurance company, Age: 63 where he previously served as president and chief executive officer from 2005 to 2010 and as 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 a NACD Board Leadership Fellow. Qualifications: Mr. Frick's significant experience as an executive and a director in several companies with similar businesses as ours and in a publicly-traded company provides an invaluable perspective to our Board. Committee positions: Member of the Corporate Governance and Nominating Committee and the Compensation and Talent Development Committee. Nominees for Group 3, each for a three-year term David H. Chafey, Jr. Professional background: Mr. Chafey was the chair of the board of directors of the Director since 2013 Government Development Bank for Puerto Rico from January 2013 to June 2015. Independent Previously, he served as president and chief operating officer of Popular, Inc., a Age: 62 publicly traded financial holding company, from 2009 to 2010, and president of Banco Popular de Puerto Rico, a subsidiary of Popular, Inc., from 2004 to 2010. He also served in various senior executive positions within Popular, Inc., including chief financial officer and executive vice president. Mr. Chafey also served in several boards of directors, including Popular, Inc., VISA Latin American and Caribbean, and VISA International. He is a NACD Board Leadership Fellow. Qualifications: Mr. Chafey's governmental experience, operational management skills in the banking and financial industry, financial acumen, and executive leadership in a publicly traded company provide critical insight into business and financial matters to our Board. Committee positions: Chair of the Investment and Financing Committee, member of the Audit Committee and the Executive Committee. Manuel Figueroa- Professional background: Mr. Figueroa-Collazo is the president of VERNET, Inc., Collazo, an educational software development company, since 1999. He has over thirty years PE, PhD of experience in senior management positions and over twenty-five years of exposure Director since 2004 at all management levels in the computer, information and telecommunications Independent industries. He was chief executive officer for Lucent Technologies, Mexico and a Age: 64 department head at AT&T Bell Laboratories. He is a NACD Board Leadership Fellow. Qualifications: Mr. Figueroa-Collazo brings to our Board considerable experience in information technology, international markets, and executive management insight, which is critical to our business. Committee positions: Chair of the Compensation and Talent Development Committee; member of the Corporate Governance and Nominating Committee and the Executive Committee 12

Nominees for Group 3, each for a three-year term (cont.) Antonio F. Faría-Soto Director since 2007 Independent Age: 67 Directors continuing in office Professional background: Mr. Faría-Soto held several senior positions within the commercial and investment banking industry and prominent positions in the government of Puerto Rico until his retirement in 2006. He served as chair of the board of directors and chief executive officer of Doral Bank, from 2005 to 2006, and as president of the Government Development Bank for Puerto Rico from 2003 to 2004. He also served as president of the Economic Development Bank for Puerto Rico from 2002 to 2003, and before that, as Commissioner of Financial Institutions of Puerto Rico. He is a NACD Board Leadership Fellow. Qualifications: Mr. Faría-Soto's broad understanding of the banking and financial industry, government regulation and public affairs, as well as his proven executive leadership provides a valuable perspective to our Board. Board and Committee positions: Chair of the Audit Committee; member of the Investment and Financing Committee and the Executive Committee Group 1 Directors (terms expire at the 2017 annual meeting) Jorge L. Fuentes-Benejam, PE Director since 2008 Independent Age: 67 Roberto Santa María-Ros Director since 2012 Independent Age: 64 Professional background: Mr. Fuentes-Benejam was chair, president and chief executive officer from 1986 until 2010, and is currently chair 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 of Puerto Rico, Puerto Rico's largest private university. Mr. Fuentes-Benejam is a NACD Board Leadership Fellow. Qualifications: Mr. Fuentes-Benejam's broad understanding of Puerto Rico's business environment, particularly the construction industry—one of the key industries we serve—as well as his considerable management and board experience, which includes his past service on the board of Puerto Rico Cement Company, a former publicly-traded company, provides a wealth of knowledge to us as a public company. Board and Committee positions: Chair of the Corporate Governance and Nominating Committee; member of the Investment and Financing Committee and the Executive Committee. Professional background: Mr. Santa María-Ros was managing partner of the San Juan, Puerto Rico office of PwC, until his retirement in 2012. He joined PwC in 1973 and was admitted to the partnership in 1988. In 2004, he was appointed partner-in-charge of PwC's audit practice division as well as managing partner of the San Juan Office. Previously, he served solely as managing partner of the San Juan Office from 2008 to 2012. He currently serves as member of the boards of the Ángel Ramos Foundation and of the Puerto Rico chapter of United Way Worldwide. Qualifications: Mr. Santa María-Ros' vast experience with a major accounting firm and his understanding of accounting and finance principles are strong attributes for our Board. Board and Committee positions: Member of the Audit Committee and the Investment and Financing Committee. 13

Group 2 Directors (terms expire at the 2018 annual meeting) Luis A. Clavell-Rodríguez, MD Director since 2006 Not independent Age: 65 Cari M. Dominguez, PhD Director since 2012 Independent Age: 67 Management director Roberto García-Rodríguez Director since 2016 Management Age: 52 Professional background: Dr. Clavell-Rodríguez 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, a clinical trial organization, and the Dana Farber Acute Lymphoblastic Leukemia Consortium at said institution. He is also a professor of pediatrics at the University of Puerto Rico's School of Medicine and of cancer medicine at the Comprehensive Cancer Center, where he also serves as acting executive director. He has particular expertise in clinical investigation, health care administration and health policy. He is a NACD Board Leadership Fellow. Qualifications: Dr. Clavell-Rodríguez' profound understanding of the managed care business and his more than thirty years of professional experience in the medical field, including the administration of medical facilities and related entities, provide valuable insight for our Board. Board and Committee positions: Chair of the Board and the Executive Committee and member of the Investment and Financing Committee. Professional background: Mrs. Dominguez serves as a director of ManpowerGroup, Inc., a global workforce provider, since 2007, and is a member of its executive compensation and human resources committee. She also serves as trustee of the SAGE Fund of Calvert Investments, Inc. since 2008. 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. Previously, she served as partner at Heidrick & Struggles, an international executive search firm, from 1995 to 1998, and as director at Spencer Stuart, a consulting firm, from 1995 to 1998. Before that, she served as assistant secretary for the Employment Standards Administration and director of the Office of Federal Contract Compliance Programs at the U.S. Department of Labor. Qualifications: Mrs. Dominguez' extensive experience in both the private and public sectors, as well her profound understanding of human resources management and public policy are of increasing importance to our Board. Board and Committee positions: Member of the Corporate Governance and Nominating Committee and the Compensation and Talent Development Committee. Professional background: Mr. García-Rodríguez has served as our president and chief executive officer since January 2016. He served as our chief operating officer from December 2013 to December 2015 and as our vice president of legal affairs and general counsel from May 2008 to December 2013. Qualifications: Mr. García-Rodríguez brings executive leadership, operational expertise and legal acumen to our Board. Pursuant to our articles of incorporation, Mr. García-Rodríguez is a director of the Company by virtue of being our president and chief executive officer. Mr. García-Rodríguez is not included in the three groups into which our Board is divided. As an ex-officio director, Mr. García-Rodríguez' 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. 14

PROPOSAL 2 — RATIFICATION OF THE SELECTION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM The Audit Committee has selected D&T as our independent registered public accounting firm for the current year. 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 D&T for ratification by shareholders. Recommendation: Vote FOR the proposal. Overview Current law, rules, and regulation, as well as the charter of the Audit Committee, require the Audit Committee to engage, retain, and supervise our independent registered accounting firm. Although ratification by our shareholders is not required by our bylaws or otherwise, the Board believes submitting the selection of D&T is a matter of good corporate governance. If shareholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain D&T. 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 D&T 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 D&T as the Company's independent registered public accounting firm for the current year. 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 our current auditors, D&T, for the year ended December 31, 2015 and PwC, our prior independent registered public accounting firm, for the year ended December 31, 2014: Audit fees. The audit fees for the year ended December 31, 2015 and 2014 were for professional services rendered by D&T and PwC, respectively, 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, 2015 and 2014 were \$2,074,000 and \$4,441,000, respectively. Included in the 2015 audit fees are \$19,000 corresponding to the recently enacted value added tax in Puerto Rico for certain designated professional services. The audit fees for the year ended December 31, 2014 include \$250,000 of additional fees billed by the accounting firm during 2015 after our submission of last year's proxy statement. Expenses corresponding to the year ended December 31, 2015 amount to \$75,000. For the year ended December 31, 2014, expenses incurred amounted to \$91,000, including \$66,000 in expenses billed in 2015 but corresponding to 2014. Audit-related fees. The audit-related fees for professional services rendered by D&T and PwC for the years ended December 31, 2015 and 2014 were \$318,000 and \$525,698, respectively. The audit-related fees related to procedures performed for SSAE 16 (Statement of Standards for Attestation Engagements-Reporting on Controls at Service Organizations) audits amounted to \$165,000 and \$300,000, respectively. Expenses related to the SSAE 16 amounted to \$3,000 and \$698, respectively. Also, for the year ended December 31, 2014, we paid \$225,000 in connection with to the preparation of supplemental schedules required in Puerto Rico, including \$50,000 paid in 2015 in excess of the estimate provided by the auditors. For 2015, fees related to the preparation of supplemental schedules required in Puerto Rico are estimated at \$175,000. During 2015, fees related to an audit performed by D&T of the Federal Employees Health Benefit Plan amounted to \$100,000. In 2015, the Puerto Rico Health Insurance Administration requested an audit of the Government Health Insurance Plan as of June 30, 2015. The amount paid for this audit was \$50,000. Tax fees. No professional tax services were rendered by D&T and PwC for the years ended December 31, 2015 and 2014. All other fees. No other services were rendered by D&T and PwC for the years ended December 31, 2015 and 2014. 15

Audit Committee's pre-approval policies and procedures The Audit Committee must pre-approve all auditing and non-audit services rendered by our independent registered public accounting firm. Pre-approval, however, is not required for non-audit services if: (1) the aggregatedollar value of such services does not exceed five percent of the total fees paid by the Company to the externalauditors during the fiscal year in which the non-audit services are provided; (2) we did not recognize such services asnon-audit services at the time of the engagement; and (3) such services are promptly brought to the attention of andapproved by the Audit Committee prior to the completion of the audit. In accordance with the foregoing, the AuditCommittee pre-approved all audit and non-audit services provided by D&T in 2015. 16

PROPOSAL 3 — AN ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS 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 2016 proxy statement.” Recommendation: Vote FOR the proposal.

Overview 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 this section titled “Compensation Disclosure” beginning on page 30 of this proxy statement. Our next vote on the frequency of shareholders’ advisory vote will be held no later than the 2017 annual meeting. 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. We encourage our shareholders to review the information in “Compensation Disclosure—Compensation discussion and analysis” of this proxy statement, 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 2015. The following is a summary of some elements of the executive compensation program:

- Competitive pay within best practices. Compensation aims to reflect best practices. Total executive compensation is regularly compared by our Compensation and Talent Development Committee with total compensation levels for equivalent positions at companies of similar size and complexity.
- Balanced compensation mix. 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 of companies. A significant percentage of total compensation is delivered in the form of incentive compensation.
- Appropriate reward of short-term performance. Cash incentive focuses on the achievement of various financial, management and individual objectives. Maximum payment of NEOs’ cash incentive is limited to 150% of their respective target opportunity, based on their base salary.
- Equity compensation focused on long-term performance. 75% of the equity award value is granted in the form of performance shares and the remaining 25% in the form of time-based restricted stock. Performance shares vest at the end of a three-year performance period and restricted shares vest in equal proportions over a three-year period.
- Annual review of chief executive officer and other executive officers performance. The Compensation and Talent Development Committee has direct responsibility to oversee the performance of the chief executive officer. The committee also discusses with the chief executive officer the performance of those executives and other personnel under his direct report as part of the committee determinations on executive compensation.

Commitment to good governance. 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. The committee also oversees the compliance of compensation-related policies and practices, including our claw-back provisions, stock ownership guidelines, an equity award grant policy, and insider trading, among others. Additionally, the committee reviews on an annual basis all compensation-related risks. At the Company's 2015 annual meeting of shareholders, 98.9% of our shareholders approved, on an advisory basis, the compensation of our NEOs. Pursuant to that vote, our Board approved an executive compensation program that is similar to the one presented to our shareholders in our 2015 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 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, nor will it create or imply any additional fiduciary duty for the Company, the Board, or the Compensation and Talent Development Committee. The 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 will take into account the outcome of the vote when considering future executive compensation decisions regarding our NEOs. 18

CORPORATE GOVERNANCE Our Board has responsibility for establishing broad corporate policies and reviewing the Company's overall performance rather than day-to-day operations. The Board also oversees our president and chief executive officer and other senior management and, in so doing, serves 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. Good corporate governance is paramount to ensure that we are managed for the long-term benefit of our shareholders. The Board engages in a regular process of reviewing our corporate governance practices and compares them to those suggested by various authorities in corporate governance and the practices of other public companies. The Board also reviews its policies and practices in light of proposed and adopted laws and regulation, including the rules of the SEC and the NYSE. We encourage you to read this section of our proxy statement, which provides information about our Board and our corporate governance practices.

Overview Board oversight of our Company is guided by strong corporate governance, effective policies and practices, and high ethical standards. The following is an overview of our corporate governance structure:

Board Our Board has currently fixed the number of directors at 10, comprised of three groups. With composition the passing of Ms. Soto-Martínez on March 28, 2016, the Board currently consists of 9 and structure members. Ms. Soto-Martínez' seat on the Board will remain vacant while the Board considers a candidate for director. Positions of chair of the board and chief executive officer are separated. Board 7 out of 9 of our current directors are independent. independence Our president and chief executive officer is the only management director. The Vice Chair of the Board leads in executive sessions with independent directors. Board Five committees: Audit, Corporate Governance and Nominating, Compensation and Talent Committees Development, Investment and Financing, and Executive. Except for the Investment and Financing, and the Executive committees, in which the Chair of the Board is a member, all other committees are composed entirely of independent directors. The president and chief executive officer is not appointed as a member of any committee. Our Board and its committees have the authority to retain independent advisors. Membership Directors must notify the Board before accepting invitations to serve on another public criteria and company board. qualifications Directors must submit an offer to resign in the event of a substantial change in their principal occupation. Annual performance self-assessment of the Board, committees, and directors. The Corporate Governance and Nominating Committee regularly reviews the Board's competency mix and recommends candidates in light of Board and Company strategy. Directors are strongly encouraged to complete a minimum level of director training annually. 19

Corporate governance documents and additional information You may visit the Corporate Governance section of our website at <http://investors.triplesmanagement.com> to find additional information about our Company's corporate governance program and policies, including electronic copies of our corporate governance guidelines, our code of business conduct and ethics, the charters of the Audit, the Corporate Governance and Nominating, and Compensation and Talent Development committees, and our articles and bylaws. Shareholders may also request print copies of any of these documents, without charge by contacting our Secretary, Mr. Carlos L. Rodríguez-Ramos, P.O. Box 363628, San Juan, Puerto Rico 00936-3827, or by calling during our business hours at (787) 749-4025.

Code of business conduct and ethics The Company has adopted a Code of Business Conduct and Ethics (the "Code of Ethics") designed to support our commitment to integrity, ethical behavior and professionalism and to comply with the laws, rules and regulations that govern our business. Our Code of Ethics applies to our Board, officers, and employees, as well as to agents, consultants and other representatives when engaged by or otherwise representing our Company and its interests. Our Board, through the Audit Committee, monitors compliance with the Code of Ethics. Our Code of Ethics expresses the values and principles behind the way we conduct our business, including providing a positive and productive work environment, protecting the environment, fair dealing, avoiding conflicts of interest, and proper use of corporate resources, among others. The Code of Ethics also provides guidance and information on how to report violations and unethical behavior, including access to EthicsPoint, a confidential hotline operated by an independent service, available at the toll-free number 1-866-384-4277 or electronically through 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. Any waiver of the Code of Ethics may be made only by our Board. The Code of Ethics provides guidance and information on how to report suspicious or illegal activities and violations to our Code of Ethics. 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.

Independence of directors Our director independence standards conform to those required by the NYSE and BCBSA. 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 current directors are independent other than Mr. Clavell- Rodríguez, because he receives compensation from Triple-S Salud, Inc. ("TSS") and Triple-S Advantage, Inc. ("TSA"), subsidiaries of the Company, for services rendered in the ordinary course of business as a healthcare provider, and Mr. García-Rodríguez, 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. Pursuant to NYSE and BCBSA 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. 20

Board leadership structure The Board believes its current leadership structure best serves the oversight of management, its ability to carry out its roles and responsibilities on behalf of the shareholders, and the Company's overall corporate governance. We believe that the separate 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 the performance of our day-to-day operations, 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 shareholder's best interest to designate a lead director. Each director in our Board is free to call upon any director to provide leadership in a given situation. However, because Mr. Clavell-Rodríguez, our chair, is not independent, our Board appointed the vice chair of our Board, Ms. Soto-Martínez, as presiding director at all executive sessions of independent directors. Until her passing on March 28, 2016, Ms. Soto-Martínez presided over these executive sessions. The Board holds executive sessions with independent directors at least once a year. The Board periodically reviews the leadership structure and may make changes to the current structure in the future.

Board meetings and committees Our Board met nine times during 2015. Each of the incumbent directors attended at least 75% of the meetings of the Board held during the period for which such person has been a director during 2015. Directors are also kept informed of our business through meetings and other communications, including direct communications with our Board's chair and others regarding matters of interest and concern to us and our shareholders. Mr. García-Rodríguez is the only director who is also an employee of the Company. He does not participate in any discussion or vote in any Board or committee meeting at which his compensation is evaluated. We encourage our directors to attend our annual meeting of shareholders; however, 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 2015 annual meeting of shareholders except for Mr. Frick. 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. The chair of the Board presides over these executive sessions, which are typically held in conjunction with each regularly scheduled meeting of the Board. Independent directors also meet at least once per year in executive session without management or directors who are not independent. Until her passing on March 28, 2016, Ms. Soto-Martínez, who served as vice chair of the Board and was an independent director, presided over these executive sessions. Ms. Soto-Martínez was a member of the Board from 2002 until she passed away in March 28, 2016. Ms. Soto-Martínez was vice chair of the Board and a member of the Audit Committee and the Compensation and Talent Development Committee. Our Board has five standing committees: Audit, Compensation and Talent Development, Corporate Governance and Nominating, Investment and Financing, and Executive. The responsibilities of each committee are set forth in its respective charters, which have been approved by the Board. Committees must review their respective charters and perform a self-evaluation at least annually. Each committee has the authority to engage, retain, and approve the fees and payment of advisors as deemed necessary or appropriate to carry out its responsibilities without further action by the Board. Such independent advisors may be the regular advisors to the Company. The table on the next page sets forth the current members of the Board and each of its committees.

Committee	Member	Member	Member	Member	Member	Member	Member	Member	Member
Audit	Luis A. Clavell-Rodríguez, chair*	David H. Chafey, Jr.	Member	Cari M. Dominguez	Antonio F. Faría-Soto	Chair	Manuel Figueroa-Collazo	Joseph A. Frick	Jorge L. Fuentes-Benejam
Compensation and Talent Development	Roberto Santa María-Ros	Member	Roberto García-Rodríguez, ex-officio*	*Not independent	#Audit Committee financial expert	Member	Chair	Chair	Member
Investment and Financing	Member	Member	Member	Member	Member	Member	Member	Chair	Member
Executive	Member	Member	Chair	Member	Member	Member	Member	Member	21

Audit Committee Members: Mr. Faría-Soto (chair), Messrs. Chafey, and SantaMaría-Ros The committee assists the Board, among other things, in fulfilling its oversight responsibilities relating to: Integrity of the Company's financial statements; Effectiveness of the Company's internal control over financial reporting; Selection of the independent registered public account firm; Performance of the Company's internal audit function and independent registered accounting firm; and Company compliance with laws and regulations. Independence and other criteria. All members of the committee have been determined by the Board to meet the independence requirements under NYSE and BCBSA standards and Rule 10A-3(b)(1) of the Exchange Act. The 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, and that Messrs. Chafey and Santa María-Ros qualify as "audit committee fina