



## **BOARD COMMITTEE CHARTER**

### **I. PURPOSE**

The Board Committee (the "Committee") is established by the Board of Directors (the "Board") of [Company Name] to assist in the oversight and implementation of corporate governance principles, risk management, financial reporting, and other key business functions. This Charter outlines the Committee's purpose, authority, responsibilities, and operations in accordance with applicable laws and regulations, including the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE) rules.

### **II. COMPOSITION AND MEMBERSHIP**

1. The Committee shall be composed of at least three (3) members of the Board, a majority of whom shall be independent directors.
2. The Board shall appoint the Chairperson of the Committee, who must be an independent director.
3. The members shall possess relevant expertise and experience to effectively discharge their duties.
4. The Board may replace or remove Committee members at any time in accordance with applicable laws and corporate policies.

### **III. AUTHORITY**

The Committee shall have the authority to:

1. Access all relevant company records and information necessary to fulfill its responsibilities.
2. Engage external advisors or consultants as needed, subject to Board approval.
3. Recommend actions and policies to the Board for approval and implementation.

### **IV. DUTIES AND RESPONSIBILITIES**

The Committee shall perform the following key functions:

#### **A. Corporate Governance**

1. Oversee the implementation of corporate governance policies and best practices.
2. Monitor compliance with the Manual on Corporate Governance and relevant laws.
3. Recommend updates to governance policies in response to evolving regulations and industry standards.

#### **B. Risk Management and Compliance**

1. Review the company's risk management framework and policies.
2. Ensure that significant risks are identified, assessed, and mitigated.
3. Oversee legal and regulatory compliance, including PSE and SEC requirements.



### **C. Financial Oversight**

1. Review and assess the company's financial statements, accounting policies, and internal controls.
2. Coordinate with the Audit Committee regarding financial reporting and external audits.
3. Ensure transparency and accountability in financial disclosures.

### **D. Sustainability and Corporate Social Responsibility (CSR)**

1. Oversee sustainability initiatives aligned with business strategy and stakeholder interests.
2. Ensure the company's environmental, social, and governance (ESG) commitments are effectively implemented.
3. Promote ethical business practices and corporate social responsibility programs.

## **V. MEETINGS AND REPORTING**

1. The Committee shall meet at least quarterly or as needed.
2. A majority of the Committee members shall constitute a quorum.
3. Minutes of meetings shall be recorded and submitted to the Board.
4. The Committee shall report its findings, recommendations, and actions to the Board regularly.

## **VI. PERFORMANCE EVALUATION**

The Committee shall conduct an annual self-assessment of its performance and effectiveness. It shall review this Charter periodically and recommend updates to the Board as necessary.

## **VII. EFFECTIVITY AND AMENDMENTS**

This Charter shall take effect upon approval by the Board and may be amended as needed to comply with regulatory requirements and business needs.

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*Approved by the Board on Feb. 17, 2025*  
Apollo Global Capital, Inc.