

UNITED COCONUT PLANTERS LIFE ASSURANCE CORPORATION

CHARTER OF THE RISK OVERSIGHT COMMITTEE

This Risk Oversight Charter (this “**Charter**”) establishes the purpose, composition and qualifications, duties and responsibilities, and processes of the Risk Oversight Committee (the “**Committee**”) of the Board of Directors (“**Board**”) of the United Coconut Planters Assurance Corporation (the “**Company**” or “**COCOLIFE**”).

I. PURPOSE

The Committee shall be responsible for the development and oversight of the risk management program of COCOLIFE and its subsidiaries.

The Committee shall provide advice to and assist the Board in determining the company’s Risk Appetite, including the Risk Appetite Statement, Risk Principles and Risk Tolerances, and ensure that the company establishes an effective Risk Management Framework, and that sufficient resources are in place for effective risk management.

II. COMPOSITION

1. Membership

The Committee shall be composed of at least three (3) Board members designated by the Board.

2. Chairman

The Chairman will be selected by the Board from among the members of the Committee. The Chairman should be a non-executive Director and should not be the Chairman of Board of any other committee.

III. MEETINGS

1. Schedule of Meetings

The Committee shall schedule to meet at least six (6) times a year. In addition, the Chairman of the Committee may call additional meetings of the Committee if requested by any member of the Committee, the Chairman of the Board, or the Chief Risk Officer.

2. Mode of Meetings

Meetings shall generally be held in person at the COCOLIFE Head Office. However, members of the Committee may participate in a meeting through remote communication such as teleconferencing, videoconferencing or other alternative modes of communication that allow them reasonable opportunities to participate.

3. Notice and Agenda

Except under extraordinary circumstances as determined by the Chairman, the notice, and agenda of every meeting together with the relevant documents, shall be delivered to all Committee members at least five (5) days prior to the meeting date. On instances that the report/s cannot be delivered five (5) days prior to the meeting, the Corporate Secretary shall inform the Committee accordingly.

4. Quorum

A quorum at a meeting of the Committee shall consist of a majority of all the members thereof and a majority of such quorum may decide on issues that may arise.

5. Urgent Actions

Any urgent action required or permitted to be taken at a meeting of the Committee may be taken without a meeting if consent in writing setting forth the action so taken, is signed by majority of the members of the Committee.

IV. RISK GOVERNANCE STRUCTURE

The Committee has established a Risk Management Committee to oversee COCOLIFE's Risk Management Framework and to ensure that risks are managed in line with the company's Risk Appetite.

COCOLIFE has also established the Risk Management and Compliance Division, headed by the Chief Risk Officer, to assist the Management, Support and Business Unit heads, the Risk Management Committee, and the Board to identify, assess, quantify, manage, and mitigate the risks arising from the business operations of the company.

The Chief Risk Officer shall provide and report all risk-related information to the Committee, and to coordinate the implementation of Board approved policy and instructions to the management and support and business unit heads.

V. DUTIES AND RESPONSIBILITIES

Without prejudice to the Committee's objectives, the Committee shall review, determine, recommend, and oversee the limits to discretionary authority that the Board delegates to management, ensure that the Risk Management Framework remains effective, that the limits are observed and that immediate corrective actions are taken whenever limits are breached.

The core responsibilities of the Risk Oversight Committee are:

1. Develop a Formal Enterprise Risk Management Framework

- a. The Committee shall develop and implement a formal enterprise risk management framework which shall include the following elements:
 - i. common language or register of risks,
 - ii. well-defined risk management goals, objectives, and oversight,
 - iii. uniform processes of assessing risks and developing

- strategies to manage prioritized risks,
 - iv. designing and implementing risk management strategies, and
 - v. continuing assessments to improve risk strategies, processes and measures;
- b. The Risk Management and Compliance Division shall implement the risk management framework under the supervision of the Committee.

2. Identify and Evaluate Exposures

- a. The Committee shall assess the risk and shall analyze the probability of its occurrence, its effects and cost.
- b. The Committee shall identify and prioritize the risks by likelihood and severity including significant financial impact.

3. Develop Risk Management Strategies

- a. The Committee shall develop strategies for managing and controlling the identified priority areas.
- b. The Committee shall identify practical methods to avoid and mitigate the impact of risk, including the allocation of resources to priority areas.

4. Oversee the Implementation of the Risk Management Framework

- a. The Committee shall conduct regular discussions on the company's current risk exposure based on regular management reports and assess how the concerned units or offices can avoid or mitigate these risks.

5. Review and Revise the Framework

- a. The Committee shall regularly evaluate the Risk Management Framework to ensure its continued relevance,

comprehensiveness, and effectiveness.

- b. The Committee shall revisit strategies, identify changes in the nature and extent of significant risks, and stay abreast of developments in the internal and external environment that may affect the Company.
- c. The Committee shall ensure that material risks have been identified, and that the Risk Profile adequately represents any significant issues relating to the company's control environment with mitigating actions put in place.

6. Review Risks

- a. The Committee shall review the risks associated with significant transactions, including but not restricted to transactions giving rise to changes in the capital and financing structure of the Company.
- b. The Risk Oversight Committee shall advise the Board on its risk appetite levels and risk tolerance limits.
- c. The Risk Oversight Committee shall review, at least annually, COCOLIFE's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on COCOLIFE.
- d. The Risk Oversight Committee shall provide oversight over Management's activities in managing credit, market, liquidity, operational, legal, and other risk exposures of the corporation. This function includes regularly receiving information on risk exposures and risk management activities from Management.

7. Reporting Responsibilities

- a. The Risk Oversight Committee shall regularly report to the

Board, COCOLIFE's over-all risk exposure, actions taken to reduce the risks, and recommend further action or plans as necessary.

- b. The minutes of meetings of the Committee shall record in detail all the matters considered by the committee and the decisions reached, including any concerns raised by members or dissenting opinions expressed.

8. Other Responsibilities

- a. The Committee shall also undertake or consider such other related tasks or topics as the Chairman of the Board or the Board may from time to time assign to it.
- b. The Committee shall perform cooperative and collaborative oversight functions with the Subsidiaries and Investments Oversight Committee over COCOLIFE and its subsidiaries.
- c. The Committee shall monitor the matters reported to the Corporate Governance Committee and Legal Oversight Committee for proper coordination in the assessment and management of the Company's risk exposures.

VI. ROLE OF MANAGEMENT

Management is obliged to supply the Committee with complete, accurate, and reliable information in a timely manner, in order to enable the Committee to make informed decisions.

VII. AUTHORITY

In line with its policy-making and oversight functions, the Committee has the authority to conduct and authorize an inquiry into any matter within the scope of its responsibilities. It likewise has the authority to avail of the assistance any director, officer, employee, or consultant of the COCOLIFE Group in the

discussion and examination of the matters/issues under consideration by the Committee, require their attendance at meetings and provide pertinent information, as necessary.

The following resource persons are normally invited to attend:

1. President & CEO
2. Chief Risk Officer
3. Chief Compliance Officer
4. Chief Financial Officer
5. Chief Actuary

The Committee shall have reasonably free and full access to all relevant information, data records, properties, and personnel.

VIII. TECHNICAL SUPPORT

The Risk Management and Compliance Division shall provide technical support to the Committee.

IX. PERFORMANCE ASSESSMENT

The Committee shall perform an annual self-assessment of the performance of its responsibilities as set out in this Charter.

X. REVIEW OF RISK OVERSIGHT COMMITTEE CHARTER

The Committee shall review its Charter annually or as may be necessary. Any proposed amendments shall be approved by the Board.