

# UNITED COCONUT PLANTERS LIFE ASSURANCE CORPORATION

## CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE

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

### I. PURPOSE

The Committee is appointed by the Board to assist in the development and fulfillment of its corporate governance responsibilities.

The Committee shall ensure that the principles of good corporate governance - transparency, accountability and fairness govern the conduct of business of COCOLIFE and the COCOLIFE Group. It shall ensure the Board’s effectiveness and due observance of corporate governance principles, guidelines and responsibilities as well as in building a strong culture of excellence and compliance, professionalism, efficiency, integrity and customer focus in COCOLIFE.

### II. COMPOSITION

#### 1. Membership

The Committee shall be composed of at least three (3) Board members designated by the Board. The Chairman and members of the Committee shall serve until their successors are duly elected and qualified.

## **2. Chairman**

The Chairman will be selected by the Board from among the members of the Committee.

## **3. Qualifications**

All members of the Committee shall have an understanding of corporate governance principles and knowledge of the basic principles of nomination, compensation, performance evaluation, capability building, shareholder relations, and corporate social responsibility. They shall likewise be conversant with the laws, rules and regulations that will bear on the exercise of their functions.

# **III. MEETINGS**

## **1. Schedule of Meetings**

The Committee shall meet at least once every quarter or more frequently as circumstances require. The Chairman or any two members of the Committee may call its meetings.

## **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. DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

#### **1. Corporate Governance**

- a. Assist the Board in ensuring the observance of corporate governance principles and procedures in a manner consistent with the interests of COCOLIFE, its shareholders, and other stakeholders in accordance with rules and regulations.
- b. Serve as a forum for ideas and proposals to improve the quality of stewardship provided by the Board.
- c. Assist the Board in defining the appropriate corporate governance framework that will facilitate effective oversight over entities in the COCOLIFE group.
- d. Adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance.

## **2. Nomination**

- a. Recommend to the Board, as appropriate, the assignment of Board members to committees.

## **3. Performance Evaluation**

- a. Develop and recommend to the Board an annual performance evaluation process for the Board and its committees, as well as senior management.
- b. Oversee the annual Board and senior management performance evaluation process and report to the Board the results of the same.
- c. Oversee the development and implementation of action plans to address the identified areas for improvement following the Board performance evaluation.
- d. If needed, coordinate with external facilitators in carrying out Board assessment, within the frequency approved by the Board.

## **4. Capability Building**

- a. Institute capability building, continuous learning, and professional development programs for Board members annually, and ensure that like programs are in place for the officers and employees.
- b. Make recommendations to the Board regarding the continuing education of Directors, and assignment to Board committees.
- c. Institute and develop a plan of succession of key positions in senior management.

## **5. Compliance Function Oversight**

- a. Ensure the independence of the compliance function from the business activities of COCOLIFE, by having a:

- i. Clearly-defined responsibilities of compliance officer;
  - ii. Absence of conflict of interest between compliance responsibilities of compliance function staff and any other responsibilities that they may have; and
  - iii. Ready access to information and personnel necessary to carry out compliance responsibilities.
- b. Ensure that a Compliance Program is defined for COCOLIFE, supported by adequate and sufficient resources and that compliance issues are resolved expeditiously.
- c. Ensure cooperative and constructive working relationship of the compliance with the Insurance Commission and other relevant agencies.
- d. Coordinate the relationship of the Chief Compliance Officer and Compliance Division with other functions and/or units of COCOLIFE, including the delineation of responsibilities and lines of cooperation.
- e. Ascertain the right of the Chief Compliance Officer to have an unimpeded access to information necessary in the conduct of investigations of possible breaches of compliance policy.

## **6. Reporting Responsibilities**

- a. Provide periodic reports to the Board of Directors on its initiatives, activities and projects.
- b. Review any report that the Company issues in relation to Committee responsibilities.

## **7. Other Responsibilities**

- a. Perform cooperative and collaborative oversight functions over parallel corporate governance committees of COCOLIFE's subsidiaries.

- b. Perform activities consistent with this Charter, the COCOLIFE By-laws, the COCOLIFE Corporate Governance Manual, COCOLIFE Compliance Charter and applicable laws and regulations as the Committee or the Board deems necessary or appropriate.

## **V. AUTHORITY AND ACCESS TO INFORMATION**

In line with its policy-making and oversight functions, the Committee has the authority to conduct or authorize an inquiry into any matter within the scope of its responsibility. It likewise has the authority to avail of the assistance of 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 Committee shall have reasonably free and full access to all relevant information, data records, properties, and personnel.

## **VI. TECHNICAL SUPPORT**

The Chief Compliance Officer together with the Risk Management and Compliance Division shall provide technical support to the Committee.

## **VII. PERFORMANCE ASSESSMENT**

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

## **VIII. REVIEW OF CORPORATE GOVERNANCE COMMITTEE CHARTER**

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