

# UNITED COCONUT PLANTERS LIFE ASSURANCE CORPORATION

## CHARTER OF THE NOMINATION COMMITTEE

This Nomination Committee Charter (this “**Charter**”) establishes the purpose, composition and qualifications, duties and responsibilities, and processes of the Nomination 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 a standing committee of the Board of COCOLIFE whose primary function is to assist the Board in nominating and appointing directors and other Board-level personnel, as well as the appointment and promotion of senior officers with the rank of Vice-President and up, and heads of divisions and departments.

### II. MEMBERSHIP

#### 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.

### **III. MEETINGS**

#### **1. Schedule of Meetings**

The Committee shall meet at least twice a year but may meet at such other times as determined by a majority of its members or by the Board.

#### **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. QUALIFICATIONS OF DIRECTORS AND OFFICERS

### 1. Qualifications of Directors

The following qualifications shall apply prospectively. These shall not be applicable to incumbent or sitting directors as well as director-candidates who are presently directors or officers of the Company and its subsidiaries, at the time of approval of the Board of Directors.

A Director of COCOLIFE shall have the following minimum qualifications:

Qualification	Required Documentation
a. <u>Age</u>	
<ul style="list-style-type: none"><li>▪ At least twenty-five (25) years of age at the time of his election or appointment</li><li>▪ Not more than eighty (80) years old, at the time of election or appointment, unless otherwise found fit to continue serving as such by Securities and Exchange Commission (“SEC”) or the Insurance Commission (“IC”)</li></ul>	<ul style="list-style-type: none"><li>– Birth Certificate</li><li>– Certification from the SEC or IC, as may be applicable</li></ul>
b. <u>Educational Background</u>	
<ul style="list-style-type: none"><li>▪ A bachelor's degree in business administration, finance, economics, or a related field from a reputable university</li><li>▪ Preferably, an advanced degree such as a Master of Business Administration (MBA), Master of Finance, or Juris Doctor (JD)</li></ul>	<ul style="list-style-type: none"><li>– Diploma/s</li><li>– Transcript of Records</li><li>– Certificate of Membership in the Philippine Bar Clearance from the Office the Bar Confidant of the Supreme Court</li></ul>

## **Qualification**

## **Required Documentation**

### **c. Professional Experience**

- A minimum of five (5) years of relevant experience in the insurance industry or related industries
  - Prior experience serving on the Board of Directors or in a senior executive role in a reputable insurance company, financial institution, or other related industries
- Curriculum vitae
  - Certificate of Employment
  - At least three (3) Professional References

### **d. Professional Training and Development**

- Attended seminars on corporate governance for Directors conducted or accredited by SEC or IC, as may be applicable
- List of Seminars Attended
  - Certificates of Attendance

### **e. Membership in a Business or Professional Organization**

- Membership in good standing and active participation in a relevant industry-wide business or professional organization
- Certificate of Membership in Good Standing

## **Qualification**

## **Required Documentation**

### **f. Good Moral Character**

- Possesses integrity, probity and shall be diligent and assiduous in the performance of his functions
  - National Bureau of Investigation Clearance
  - Certification - No Pending Case
  - Sandiganbayan/Ombudsman Clearances
  - Civil Service Commission Clearance
  - Integrated Bar of the Philippines Certification
  - Consent to undergo Background Check
  - Consent to undergo checking against the Negative File Information System (Must have no adverse findings in the Negative File Information System)
  - At least three (3) Recommendation Letters from Distinguished Members of the Insurance Industry or other Related Industries

### **g. Physical and Mental Fitness**

- Physically and mentally fit to perform his functions
  - Medical Examination
  - Physician's Certification – Fitness to Serve as a Director

## **Qualification**

## **Required Documentation**

### **h. Absence of Conflict of Interest**

- Possesses sufficient time to fully carry out his responsibilities as a director
  - Does not possess any significant financial interest in conflict with the Company
  - Has not been engaged by or held a key position such as President, Chief Financial Officer, Corporate Secretary, Treasurer, or any similar role as may be determined by the Board of Directors, in any life or non-life insurance company or other industries that conflict with the business of the Company or its subsidiaries within five (5) years of separation from such companies or industries
- Disclosure Statement of Significant Financial and/or Time Commitment Interests

### **i. Judicial Clearance**

- If the director-candidate is in possession of a Desire Letter, he/she shall first secure an Order from the Sandiganbayan in view of the pending Sandiganbayan Cases involving the Company
- Order from the Sandiganbayan authorizing the Company to accept the nomination of the director-candidate and to proceed with the evaluation and assessment of his/her qualifications and fitness to be nominated as a member of the Board of Directors

A director-candidate has the burden to prove that he possesses all the foregoing minimum qualifications and none of the disqualifications prescribed in the Manual of Corporate Governance. Unless otherwise provided, originals of the required documentation should be submitted.

In addition, directors of the Company must satisfy the requirements set forth in the Revised Corporation Code, Insurance Code, as amended and other relevant laws as well as issuances of the Insurance Commission particularly on corporate governance.

## **2. Qualifications of Officers**

An officer must satisfy the educational attainment, years of experience in insurance or related fields, and other qualifications determined by the Human Resources and Administrative Services Division for the particular position.

## **V. DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

### General

- a. The Committee shall review and assess the effectiveness of the Board's processes and procedures in the election and/or replacement of directors.

### Evaluation of Director-Candidates

- b. Subject to the availability of seats in the composition of the Board of Directors, the Committee shall evaluate the potential director-candidates and review the director-candidate's qualifications.

- c. In reviewing the nomination and/or endorsement of any director-candidate, the Committee shall take into consideration the overall balance of the composition of Board members in accordance with the Board Diversity Policy, local regulatory requirements, and the need for the Board to work effectively, as well as additional qualifications prescribed by the Board of Directors.
- d. Upon receipt of the nomination and/or endorsement of a director-candidate, a notice to the public may be published once in two (2) newspapers of general circulation in the Philippines, as an additional requisite if necessary. The notice to the public shall state that any complaint or opposition against a director-candidate may be filed with the Office of the Corporate Secretary. A complaint or opposition should be filed within thirty (30) days from the date of publication of the notice. The Office of the Corporate Secretary shall then forward any complaint or opposition to the Committee for review and consideration.

The Committee shall make a written report to the Board of its findings regarding the qualifications of any director-candidate within a period of sixty (60) days from receipt of such nomination and/or endorsement. The period may be extended for thirty (30) days if extensive evaluation is necessary.

In the event that the director-candidate fails to submit the necessary requirements within the evaluation period, his nomination shall be considered automatically denied. The director-candidate shall be notified in writing of the withdrawal of his nomination due to failure to comply with the documentary requirements.

The incumbent directors shall retain their seats in the Board in a holdover capacity until their successors shall have been duly elected and qualified.



### Evaluation of Officers

- e. In case of vacancy in any key management position, the Committee shall recommend persons to fill any vacancy in line with to the Company's Articles of Incorporation, By-Laws, Revised Corporation Code, and other pertinent regulatory issuances on corporate governance.
- f. The Committee shall have a period of sixty (60) days to search and conduct the requisite background and conflicts of interest check as well as interviews for replacements for the said vacancy. The period may be extended for thirty (30) days if extensive evaluation is necessary. The Committee shall then submit a shortlist of possible candidates for the management position to the Board for selection.
- g. It shall review the performance of all key officers of the Company and shall submit its findings and appropriate recommendations to the Board on an annual basis.
- h. It shall review the performance of all senior officers who have reached the Normal Retirement Date but continue to render services beyond such date and determine whether to renew their services on an annual and on a case-to-case basis. Under the Retirement Plan, Normal Retirement Date refers to retirement within 30 days after a member attains age 65.
- i. The Committee shall prepare a description of the roles and minimum requirements of a particular appointment.
- j. The Committee shall undertake such other duties and exercises such powers as may from time to time be assigned to or vested in the Committee by the Board.

## **VI. AUTHORITY**

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.

## **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 NOMINATION COMMITTEE CHARTER**

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