



# MAA General Assurance Phils., Inc

## CORPORATE GOVERNANCE COMMITTEE CHARTER

The Board of Directors (the "Board") of MAA General Assurance Phils., Inc. (the "Corporation") has adopted and approved this Charter, setting forth the purpose, responsibilities, authority and membership requirements of its Corporate Governance Committee (the "Committee").

### 1.0 PURPOSE

The purpose of the Committee is to assist the Board in establishing and managing governance standards, determining criteria for the composition of the Board and its committees, identifying individuals qualified to become Board members, and developing and monitoring a process to assess the effectiveness of the Board and its committees.

### 2.0 MEMBERSHIP AND COMPOSITION

The Committee shall consist of non-executive directors only, with a minimum of three (3) directors.

The Committee shall elect a chairperson from among its members who is an independent non-executive director of the Company.

In the event that a member of the Committee resigns, dies or for any other reason ceases to be a member resulting in the number of members reduced to under three (3), the Board of Directors of MAA General Assurance Philippines Ltd ("MAAGAP") shall, within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

The membership of the Committee will be determined in accordance with the requirements of and procedures set forth in the Amended and Restated By-Laws ("By-Laws"). Determinations as to whether a particular director satisfies the requirements for membership on the Committee shall be made by the Board.

The Committee shall recommend to the Board the members and the Chairman of the Committee. The Board of Directors will appoint the members and its Chairman, who shall serve at the pleasure of the Board. The Board of Directors may remove any Committee member.

A majority of the members of the Committee, but not less than two, shall be a quorum to transact business. Each member of the Committee shall have one vote. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall hold, and to the extent possible each Committee member shall attend, regularly scheduled quarterly meetings and such other special meetings as are necessary to attend to the Committee's duties and responsibilities. The schedules of meetings will normally be established well in advance of such meetings.

### **3.0 STRUCTURE AND MEETINGS**

The Committee shall meet at such times as the Committee shall consider appropriate to fulfill its duties and responsibilities, but no less frequently than annually. Unless delegated to another member of the Committee, the Chairman of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the agenda of items to be addressed at each meeting.

The schedules of meetings will normally be established well in advance of such meetings. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. The Committee may meet by telephone, video conference or similar means of remote communication.

To the extent possible and appropriate, management and Committee advisors should provide Committee members with an agenda and written briefing materials in advance of Committee meetings. Minutes and other records of meetings and activities of the Committee shall be maintained.

### **4.0 COMMITTEE RESOURCES**

The Committee shall have the sole authority, in its sole discretion, to obtain the advice of, engage, retain, oversee, or terminate independent counsel, advisers, consultants or search firms, including any search firm which may be retained by the Corporation to assist the Committee in identifying director candidates, as it determines necessary or appropriate to carry out its duties and responsibilities as set forth in this Charter.

The Committee shall be directly responsible for appointing, compensating and overseeing the work of any advisor or counsel that is retained by the Committee and shall receive appropriate funding, as determined by the Committee, for payment of reasonable compensation to such advisor, counsel or consultant, search firm and to pay any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Corporation or, at the Corporation's expense but at funding levels determined by the Committee, any outside legal counsel, expert or other advisor to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall have full, unrestricted, access to the Corporation's records.

### **5.0 AUTHORITY AND RESPONSIBILITIES**

In furtherance of its purpose, the Committee shall have the following authority and responsibilities:

- a) To make recommendations to the Board regarding the size and composition of the Board and qualifications for Board membership consistent with the By-laws.
- b) Review and assess the independence of each director and make recommendations to the Board on all determinations regarding director independence.

- c) Advise the Board on the following matters related to all standing Board committees: (i) committee member qualifications, including independence and the Audit Committee's process of determining financial literacy and expertise, (ii) committee member and chair appointments and removals including, nominating directors for appointment to committees; and (iii) committee structure and operations (including authority to delegate to subcommittees).
- d) To identify and carefully examine individuals potentially qualified to become members of the Board and, as appropriate, propose candidates to the Board for appointment to the Board or nomination for election as directors of the Corporation, consistent with criteria approved by the Board, including individuals proposed under the MAAGAP Board Nomination Process and shareholder nominees for director, and to fill vacancies on the Board in accordance with the Corporation's By-Laws. In evaluating candidates for nomination to the Board or service on a committee, the Committee shall take into account their alignment to the organization's strategic direction and other applicable law, regulation or rule. The Committee will consider potential director candidates recommended by the Corporation's shareholders in the same manner as nominees identified by the Committee.
- e) Implement and execute a process for evaluating incumbent directors prior to consideration of whether to re-nominate incumbent directors for reelection at any annual or special meeting of shareholders.
- f) Develop and recommend to the Board for its approval an annual self-evaluation process of the Board and its committees. The Committee shall oversee such annual self-evaluations.
- g) Review the performance of the committees of the Board of Directors, including annual evaluations of the performance of the Committee. The Committee shall, at least once a year, report to the Board of Directors on the Committee's performance.
- h) Review and consider the appropriateness of continued Board service of any director who retires or resigns from his or her principal employment or experiences a significant change in primary responsibilities and recommend actions to the Board.
- i) Review and recommend policies of the Board of Directors including policies contemplated or referenced in the By-Laws of the Corporation, the Terms of Reference/Charters of the committees of the Board and any other policies which it deems necessary or advisable for the Board of Directors.
- j) Develop and recommend to the Board a Code of Conduct for the Corporation and a Code of Ethics for the Chief Executive Officer and Senior Management and periodically review and make recommendations with respect to such codes of conduct.
- k) Establish policies regarding stock ownership by directors of the Corporation's common stock and review and report to the Board annually on the Board's compliance with such ownership policies.
- l) Consider and make recommendations to the Board regarding the payment of dividends to the Corporation's shareholders.

- m) Evaluate and recommend appropriate levels and terms for the Corporation's insurance for Directors and Officers.
- n) Review and make recommendations with respect to any shareholder proposal. To the extent that a shareholder proposal relates to a matter that is overseen by another committee of the Board of Directors, then the input of such other committee shall be solicited.
- o) Develop and recommend to the Board of Directors a set of Corporate Governance Guidelines, and periodically review and make recommendations with respect to such Corporate Governance Guidelines.
- p) Consider and make recommendations to the Board regarding any request by a director for a waiver of the director tenure policy set forth in the Corporate Governance Guidelines.
- q) Consider questions of possible conflicts of interest of the Board members. To administer and periodically review the Corporation's Related Person Transaction Policy and approve, reject or ratify transactions under that policy in which the Corporation is a participant and directors, nominees for director, executive officers and/or others have or will have an interest.
- r) Review and assess directors' directorships in other companies to ensure that no actual or foreseeable conflicts of interest exist with any outside directorships, director independence is maintained or that directors service to the Board will not be adversely affected by any outside directorship.
- s) Review and make recommendations to the Board on the Corporation's response to governance-related shareholder proposals.
- t) Establish and oversee procedures for shareholder communications with the Board.
- u) Recommend the dates of and oversee the planning and execution of annual meetings of the Corporation's shareholders.
- v) Consult with the Remuneration Committee regarding its procedures for evaluation of the CEO and senior management.
- w) Prepare policies and procedures for the selection of a new CEO in the event of an emergency or the retirement of the CEO.
- x) Recommend to the Board nominees for election as officers of the Corporation, including the CEO.
- y) Oversee the Corporation's orientation program for new Board members.
- z) Generally, consider and advise the Board as a whole on corporate social responsibility, environmental, and governance matters.

The Committee may perform such other duties as are delegated to the Committee under the By- Laws, the charter of this Committee, the Corporate Governance Guidelines or by resolution of the Board of Directors, governing law and the rules and regulations as the Committee or the Board deems appropriate.

## **6.0 MEETINGS**

The Committee will meet at least two times a year, with authority to convene additional meetings, as the Committee shall consider appropriate to fulfill its duties and responsibilities. All committee members are expected to attend each meeting, in person or via telephone or video conference. The majority of Committee members must be present to constitute a quorum, and the majority of members present are required to pass a vote. Each member of the Committee shall have one vote. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee may, at its discretion, invite directors, members of management, auditors, or others to attend meetings and provide pertinent information. Each regular Committee meeting may be concluded with an executive session of the committee, without members of management. Meeting agendas will be prepared and provided in advance to members, along with appropriate briefing materials. Unless delegated to another member of the Committee, the Chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the agenda of items to be addressed at each meeting. Notice of all Committee meetings shall be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board. Minutes of each meeting will be prepared.

## **7.0 DELEGATION**

The Committee may, in its discretion, delegate all or a portion of its authority to act upon specific matters to a subcommittee consisting of one or more members of the Committee as it deems appropriate, unless prohibited by applicable law, regulation or exchange listing standard. Any such subcommittee shall have a charter and shall report any action to the full Committee at the next meeting. In addition, to the extent not prohibited by applicable law, as appropriate, the Committee may, if and to the extent determined by the Committee, delegate to the Chairman of the Committee certain of the Committee's duties and responsibilities.

## **8.0 REPORTING, PERFORMANCE EVALUATION AND REVIEW OF CHARTER**

The Committee shall report its actions and recommendations periodically to the Board at regularly scheduled Board meetings and shall conduct an evaluation of the Committee's performance at least annually. The evaluation will address subjects including the Committee's composition, responsibilities, structure, process and effectiveness and the Committee shall report to the Board on its an annual performance evaluation. The Committee shall review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

## **9.0 DISCLOSURE OF THE CHARTER**

This Charter, and any amendments thereto, shall be displayed on the Corporation's web site and a printed copy of such shall be made available to any shareholder of the Corporation who requests it.