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Belle Corporation
BEL

PSE Disclosure Form 17-18 - Other SEC Forms/Reports/Requirements

Form/Report Type	Revised Manual on Corporate Governance
Report Period/Report Date	Oct 29, 2026

Description of the Disclosure
In compliance with the disclosure requirements of the Exchange, Belle Corporation hereby submits its Revised Manual on Corporate Governance (2026).

Filed on behalf by:

Name	Michelle Angeli Hernandez
Designation	Compliance Officer and Chief Risk Officer

BELLE
CORPORATION

29 October 2026

SECURITIES AND EXCHANGE COMMISSION
Corporate Governance and Finance Department
14th Floor of the SEC Headquarters, 7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City (Former UCPB Building)

Attention : **Rachel Esther J. Gumtang-Remalante. Esq.**
Director, Corporate Governance and Finance Department

PHILIPPINE STOCK EXCHANGE, INC.
6/F PSE Tower, 5th Avenue corner 28th Street,
Bonifacio Global City, Taguig City

Attention : **Marigel B. Garcia, Esq.**
Head, Issuer Regulation Division

Subject : **Amended Manual on Corporate Governance**

Gentlemen:

In compliance with the disclosure requirements of the Exchange, Belle Corporation hereby submits its Revised Manual on Corporate Governance (2026), as approved by the Board of Directors today.

Very truly yours,

MICHELLE T. HERNANDEZ
Compliance Officer

COVER SHEET

5 2 4 1 2

S.E.C. Registration Number

B E L L E   C O R P O R A T I O N

(Company's Full Name)

5 / F   T W O   E - C O M   C E N T E R ,   M A L L   O F

A S I A   C O M P L E X ,   P A S A Y   C I T Y

(Business Address: No. Street City / Town / Province)

MICHELLE ANGELI T. HERNANDEZ

Contact Person

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Annual Meeting

Amended Manual on

Corporate Governance

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STAMPS

REVISED MANUAL ON CORPORATE GOVERNANCE

BELLE
CORPORATION

October 2026

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REVISED MANUAL ON CORPORATE GOVERNANCE
BELLE CORPORATION

The Board of Directors (the "Board"), Management and Employees of Belle Corporation (the "Belle/Corporation"), hereby commit themselves to an open governance process through which its shareholders and other stakeholders may derive assurance that, in protecting and adding value to its financial and human investment, the Corporation is being managed ethically, according to prudently determined risk parameters, and striving to achieve local best practices.

OBJECTIVE

This Manual shall institutionalize the principles of good corporate governance in the entire organization. Corporate Governance is the framework of rules, systems and processes in the Corporation that governs the performance of the Board of Directors and Management of their respective duties and responsibilities to stockholders and other stakeholders which include, among others, customers, employees, suppliers, financiers, government and community in which it operates.

The Board of Directors and Management, employees and shareholders, believe that good corporate governance is a necessary component of what constitutes sound strategic business management and will therefore undertake every effort necessary to create awareness thereof within the organization as soon as possible.

RULES OF INTERPRETATION

All references to the masculine gender in the salient points of this Manual shall likewise cover the feminine gender.

All clarifications or questions stemming in the interpretation or application of this Manual shall be resolved in favor of promoting transparency, accountability, and fairness to the stakeholders and investors of Belle.

DEFINITION OF TERMS

a. *Corporate Governance*. The framework of rules, systems and processes in the Corporation that governs the performance by the Board of Directors and Management of their respective duties and responsibilities to the stockholders and other stakeholders which include, among others, customers, employees, suppliers, financiers, government and community in which it operates;

b. *Board of Directors.* The governing body elected by the stockholders that exercises the corporate powers of the Corporation, conducts all its business and controls its properties;

c. *Exchange.* An organized market place or facility that brings together buyers and sellers, and executes trades of securities and/or commodities;

d. *Management.* The body given the authority by the Board of Directors to implement the policies it has laid down in the conduct of the business of the Corporation;

e. *Independent Director.* A person who, apart from his fees and shareholdings, is independent of Management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director;

f. *Lead Independent Director.* An independent director, who has sufficient authority to lead the Board in cases where management has clear conflicts of interest, designated by the Board as lead independent director if the Chairman of the Board is not an independent director;

g. *Executive Director.* A director who is also the head of a department or unit of the Corporation or performs any work related to its operation;

h. *Non-Executive Director.* A director who is not the head of a department or unit of the Corporation nor performs any work related to its operation;

i. *Non-Audit Work.* The other services offered by an external auditor to the Corporation that are not directly related and relevant to its statutory audit functions, such as, accounting, payroll, bookkeeping, reconciliation, computer project management, data processing, or information technology outsourcing services, internal audit, and other services that may compromise the independence and objectivity of an external auditor;

j. *Internal Control.* The system established by the Board of Directors and Management for the accomplishment of the Corporation's objectives, the efficient operation of its business, the reliability of its financial reporting, and faithful compliance with applicable laws, regulations and internal rules;

k. *Internal Control System.* The framework under which internal controls are developed and implemented to manage and control a particular risk or business activity, or combination of risks or business activities, to which the Corporation is exposed;

l. *Internal Audit.* An independent and objective assurance activity designed to add value to and improve the Corporation's operations, and help it accomplish its objectives by providing a systematic and disciplined approach in the evaluation and improvement of the effectiveness of risk management, control and governance processes;

m. *Internal Audit Department.* A department of the Corporation that provides independent and objective assurance services in order to add value to and improve the Corporation's operations;

n. *Enterprise Risk Management*. A process, effected by the entity's Board of Directors, Management and other personnel, applied in strategy setting and across the enterprise that is designed to identify potential events that may affect the entity, manage risks to be within it risk appetite, and provide reasonable assurance regarding the achievement of entity objectives.

o. *Related Party*. Shall cover the Corporation's subsidiaries, as well as affiliates and any party (including their subsidiaries, affiliates and special purpose entities), that the Corporation exerts direct or indirect control over or that exerts direct or indirect control over the Corporation; the Corporation's directors; officers; shareholders and related interests (DOSRI), and their close family members, as well as corresponding persons in affiliated companies. This shall also include such other person or juridical entity whose interest may pose a potential conflict with the interest of the Corporation.

p. *Related Party Transactions*. A transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged. It shall be interpreted broadly to include not only transactions that are entered into with related parties, but also outstanding transactions that are entered into with an unrelated party that subsequently becomes a related party.

q. *Stakeholders*. Any individual, organization or society at large who can either affect and/or be affected by the Corporation's strategies, policies, business decisions and operations, in general. This includes, among others, customers, creditors, employees, suppliers, investors, as well as the government and community in which it operates.

THE BOARD'S GOVERNANCE RESPONSIBILITIES

1. Establishing a Competent Board

Compliance with the principles of good corporate governance shall start with the Board. It is the Board's responsibility to foster the long-term success of the Corporation, and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stockholders and other stakeholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities to ensure a high standard of best practice for the Corporation, its stockholders and other stakeholders.

1.1. Composition

The Board shall be composed of directors with collective working knowledge, experience or expertise that is relevant to the Corporation's industry or sector. The Board shall always ensure that it has an appropriate mix of competence and expertise and that its members remain qualified for their positions individually and collectively, to enable it to fulfill its roles and responsibilities and respond to the needs of the organization based on the evolving business environment and strategic direction.

1.1.1. The Board shall be composed of a majority of non-executive directors who possess the necessary qualifications to effectively participate and help secure

objective, independent judgment on corporate affairs and to substantiate proper checks and balances.

1.1.2. The number of directors shall be as fixed in the By Laws.

1.1.3. The Board shall designate a Lead Director among the Independent Directors.

1.2. Training

1.2.1. The Corporation shall provide a comprehensive 8-hour orientation program for new directors, including an understanding of the contributions that the director is expected to make, an explanation of the Board and its committees, and an explanation of the Corporation's business, including corporate governance and other matters that will assist them in discharging their duties. Existing directors shall also be provided an annual 4-hour training on topics regarding corporate governance such as audit, sustainability, risk management, and strategy, among others, to remain abreast with the latest developments in business and regulations.

1.2.2. The Corporation shall also provide general access to training courses to its directors as a matter of continuous professional education as well as to maintain and enhance their skills as directors, and keep them updated in their knowledge and understanding of the Corporation's business.

1.3. Board Diversity Statement

"We value, promote and observe a policy on diversity in the composition of our Corporation's Board of Directors. Diversity in age, gender, ethnicity, experience, field expertise, and personal qualities shall be considered by the Board as it installs a process of selection to ensure a mix of competent directors and key officers. We shall aim to have at least one (1) female independent director sit in our Board."

1.4. Corporate Secretary

1.4.1. The Board is assisted by the Corporate Secretary, who is an officer of the Corporation and separate from the Compliance Officer. The Corporate Secretary shall not be a member of the Board of Directors and shall annually attend a training on corporate governance. He is primarily responsible to the Corporation and its shareholders, and not to the Chairman or President of the Corporation. His loyalty to the mission, vision and specific business objectives of the corporate entity come with his duties.

1.4.2. Considering the varied functions and duties, the Corporate Secretary must possess administrative and interpersonal skills, and if not the general counsel, must have some legal skills. He must also have some financial and accounting skills, working knowledge of the operations of the Corporation, and shall be a Filipino citizen.

1.4.3. The Corporate Secretary shall have the following duties and responsibilities:

(a) Assists the Board and the Board Committees in the conduct of their meetings, including preparing an annual schedule of Board and Committee meetings and the annual board calendar and assisting the Chairs of the Board and its Committees to set agendas for those meetings;

(b) Safekeeps and preserves the integrity of the minutes of the meetings of the Board and its Committees as well as other official records of the Corporation;

(c) Keeps abreast on relevant laws, regulations, all governance issuances, relevant industry developments and operations of the Corporation, and advises the Board and Chairman on all relevant issues as they arise;

(d) Works fairly and objectively with the Board, Management and stockholders and contributes to the flow of information between the Board and Management, the Board and its Committees, and the Board and its stakeholders, including shareholders;

(e) Advises on the establishment of Board Committees and their terms of reference;

(f) Informs members of the Board, in accordance with the by-laws, of the agenda of their meetings at least five working days in advance, and ensures that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval;

(g) Attends all Board meetings, except when justifiable causes, such as illness, death in the immediate family and serious accidents, prevent him from doing so;

(h) Performs required administrative functions;

(i) Oversees the drafting of the by-laws and ensures that they conform with regulatory requirements; and

(j) Performs such other duties and responsibilities as may be provided by the SEC.

1.5. Compliance Officer

1.5.1. To ensure adherence to corporate principles and best practices, the Board shall designate a Compliance Officer who shall monitor the progress and status of the corporate governance activities of the Corporation. He shall have the rank of Senior Vice President or an equivalent position with adequate stature and authority in the Corporation, and who shall have direct reporting responsibilities

to the Chairman of the Board. He should not be a member of the Board and should annually attend a training on corporate governance.

1.5.2. The Compliance Officer shall have the following duties and responsibilities:

(a) Ensures proper onboarding of new directors (i.e. orientation on the Corporation's business, charter, Articles of Incorporation and By-Laws, among others;

(b) Monitors, reviews, evaluates and ensures the compliance by the Corporation, its officers and directors with the relevant laws that have direct impact on the Corporation's business, the Code of Corporate Governance, rules and regulations all governance issuances of regulatory agencies;

(c) Reports the matter to the Board if violations are found and recommends the imposition of appropriate disciplinary action;

(d) Ensures the integrity and accuracy of all documentary submissions to regulators;

(e) Appears before the SEC when summoned in relation to compliance with the Code of Corporate Governance;

(f) Collaborates with other departments to properly address compliance issues, which may be subject to investigation;

(g) Identifies possible areas of compliance issues and works towards the resolution of the same;

(h) Ensures the attendance of board members and key officers to relevant trainings; and

(i) Performs such other duties and responsibilities as may be provided by the SEC.

2. Establishing Clear Roles and Responsibilities of the Board

The fiduciary roles, responsibilities and accountabilities of the Board as provided under the law, the Corporation's Articles of Incorporation and By-Laws, and other legal pronouncements and guidelines shall be clearly made known to all directors as well as to shareholders and other stakeholders.

2.1. The Board Members shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Corporation and all shareholders. To ensure a high standard of best practice for the Corporation, its stockholders and other stakeholders, the Board shall have, among others, the following duties and responsibilities:

a. Install a process of selection to ensure a mix of competent directors and officers, regardless of age, gender, race and religion;

b. Determine and regularly review, together with Management, the Corporation's vision, mission, goals and strategies;

c. Ensure that the Corporation complies with all relevant laws, regulations and codes of best business practices;

d. Identify the Corporation's major and other stakeholders and formulate a clear policy on communicating with them through an effective investor relations program;

e. Adopt a system of internal checks and balances;

f. Keep Board authority within the powers of the institution as prescribed in the Articles of Incorporation, By-Laws and existing laws, rules and regulations;

g. Establish and maintain an alternative dispute resolution system to settle conflicts between the Corporation and its stockholders or other third parties, including regulatory authorities.

h. The Board shall oversee the development of and approve the Corporation's business objectives and strategy, and monitor their implementation, in order to sustain the Corporation's long-term viability and strength.

i. The Board shall be headed by a competent and qualified Chairman.

j. The Board shall be responsible for ensuring and adopting an effective succession planning program for directors, key officers and management to ensure growth and a continued increase in the shareholders' value, which includes setting the retirement age of directors and key officers at 80 years of age. An extension of tenure shall be effected upon meritorious justification, subject to the approval of the Board.

k. The Board shall align the remuneration of key officers and Board members with the long-term interests of the Corporation. In doing so, it shall formulate and adopt a policy specifying the relationship between remuneration and performance. Further, no director shall participate in discussions or deliberations involving his own remuneration.

l. The Board shall disclose in this Manual a formal and transparent board nomination and election policy that shall include how it accepts nominations from minority shareholders and reviews nominated candidates. This policy shall also include an assessment of the effectiveness of the Board's processes and procedures in the nomination, election, or replacement of a director. In addition, its process of identifying the quality of directors shall be aligned with the strategic direction of the Corporation.

m. The Board shall have the overall responsibility in ensuring that there is a group-wide policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions, particularly those which pass certain thresholds of materiality. The policy shall include the appropriate review and approval of material or significant RPTs, which guarantee fairness and transparency of the transactions. The policy shall encompass all entities within the Belle Group, taking into account their size, structure, risk profile and complexity of operations.

n. The Board shall be primarily responsible for approving the selection and assessing the performance of the Management led by the Chief Executive Officer (CEO), and control functions led by their respective heads (Chief Risk Officer, Chief Compliance Officer, and Chief Audit Executive).

o. The Board shall establish an effective performance management framework that will ensure that the Management, including the Chief Executive Officer, and personnel's performance is at par with the standards set by the Board and Senior Management.

p. The Board shall oversee that an appropriate internal control system is in place, including setting up a mechanism for monitoring and managing potential conflicts of interest of Management, board members, and shareholders. The Board shall also approve the Internal Audit Charter.

q. The Board shall identify and monitor key risk areas and set key performance indicators, and oversee that a sound enterprise risk management (ERM) framework is in place to effectively identify, monitor, assess and manage key business risks. The risk management framework shall guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.

r. The Board shall have a Board Charter that formalizes and clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties. The Board Charter shall serve as a guide to the directors in the performance of their functions and shall be publicly available and posted on the company website.

s. The Board shall disclose within three business days any transactions related to their own Belle shares.

t. Ensure that the Corporation's Code of Business Conduct and Ethics, which provides the standards for professional and ethical behavior, as well as articulates acceptable and unacceptable conduct and practices in internal and external dealings, is properly disseminated to the Board, Management and employees, and is available to the public via the Corporation's website;

u. Have the overall oversight responsibility in ensuring that strategies and programs are implemented in compliance with the Anti-Money Laundering Act and Terrorism Financing Prevention and Suppression Act, their respective IRR, and other applicable AMLC issuances;

v. Oversee the implementation and monitoring of the Corporation's policies and strategies relating to sustainability and ensure company support and alignment with industry economic, environmental, social and governance (EESG) best practices; and

w. Other duties and responsibilities as may be assigned by the SEC.

2.2. **Chairman of the Board**

2.2.1 The Board shall be headed by a competent and qualified Chairman. The roles and responsibilities of the Chairman include, among others, the following:

a. Ensures that the meetings of the Board are held in accordance with the Corporation's By-Laws;

b. Makes certain that the meeting agenda focuses on strategic matters, including the overall risk appetite of the Corporation, considering the developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations;

c. Guarantees that the Board receives accurate, timely, relevant, insightful, concise and clear information to enable it to make sound decisions;

d. Facilitates discussion on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors;

e. Ensures that the Board sufficiently challenges and inquires on reports submitted and representations made by Management;

f. Assures the availability of proper orientation for first-time directors and continuing training opportunities for all directors;

g. Makes sure that performance of the Board is evaluated at least once a year and discussed/followed up on;

h. Maintains qualitative and timely lines of communication and information between the Board and Management;

i. Have general supervision and administration of the affairs of the Corporation;

j. Initiate and develop corporate objectives and policies and formulate long range projects, plans, and programs for the approval of the Board;

k. Carry out the resolutions of the Board and represent the Corporation at all functions; and

l. Perform such other duties that are incident to his office or are entrusted to him by the Board.

2.2.2 The roles of the Chairman and the President shall be separate to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making.

2.3. **Nomination, Qualification and Election of Board of Directors**

2.3.1 Members of the Board of Directors are nominated and elected at the annual meeting of the stockholders to serve for a term of one (1) year until their successors are duly elected and qualified, provided, however, that at least three (3) members of the Board of Directors, or at least 30% of the total number of members thereof, whichever is higher, shall be independent. It shall be the responsibility of the Chairman of the Stockholders' Meeting to inform all stockholders in attendance of the mandatory requirement of electing independent directors.

2.3.2 Any vacancy occurring in the Board of Directors by reason of death, resignation, retirement or disqualification may be filled by the affirmative vote of a majority of the remaining directors constituting a quorum, upon the nomination, provided that specific slots for Independent Directors shall not be filled by unqualified nominees. A director elected to fill a vacancy shall be elected for the expired terms of his predecessor in office.

2.3.3 Nomination of directors shall be conducted by the Corporate Governance Committee (CGCom) or such committee of the Board of Directors tasked to review and evaluate nominations for election to the Board of Directors prior to a stockholders' meeting.

2.3.4 All nominations, inclusive of each nominee's acceptance, shall be submitted in writing thru the Corporate Secretary to the CGCom by any stockholder of record during the First Quarter of each year prior to the date of the regular annual meeting to allow the CGCom sufficient time to assess and evaluate the qualifications of the nominees. A stockholder of record, including a minority stockholder, entitled to notice of, and to vote at, the regular or special meeting of the stockholders for the election of directors shall be qualified to be nominated for election as a director.

2.3.5 The CGCom may engage the services of professional search firms or other reputable external sources when searching for candidates for election to the Board of Directors.

2.3.6 The CGCom meets, pre-screens and evaluates the qualifications and disqualifications of all persons nominated for election to the Board of Directors from the pool of candidates submitted by the nominating stockholders. The CGCom will then prepare the Final List of Candidates after considering the qualifications and disqualifications set forth in the Amended By-Laws of the Corporation. The same shall contain all the information about all the nominees for election as members of the Board of Directors, which list shall be made available to the SEC and to all stockholders through the filing and distribution of the Information Statement or Proxy Statement, or in such other reports as the Corporation will be required to submit to the SEC.

2.3.7 The name of the person or group of persons who recommended the nomination of the Independent Director(s) shall be identified in such report including any relationship with the nominee.

2.3.8 Only nominees qualified by the CGCom and whose names appear on the Final List of Candidates shall be eligible for election either as Independent Directors or as Regular Directors. No other nominations for election as director shall be entertained after the Final List of Candidates has been prepared and finalized. No further nominations for election as director shall be entertained or allowed on the floor during the annual stockholders' meeting.

2.3.9 Based on the Final List of Candidates, directors are elected by shareholders individually. The vote required for the election of directors is majority of the outstanding capital stock. The election of Directors shall be by ballot and each stockholder entitled to vote may cast the vote to which the number of shares he owns entitles him, for as many persons as there are to be elected as Directors, or he may cumulate or give to one candidate as many votes as the number of directors to be elected multiplied by the number of his shares shall equal, or he may distribute them on the same principle among as many candidates as he may see fit, provided that the whole number of votes cast by him shall not exceed the number of shares owned by him multiplied by the whole number of Directors to be elected.

To ensure the integrity of the election process, the Corporation may employ the services of a third party to validate the voting results.

2.4 Qualifications

2.4.1 A director of the Corporation must possess the following qualifications:

a. Holder of at least one (1) share of stock of the Corporation;

b. at least a holder of a Bachelor's Degree, or to substitute for such formal education, must have been engaged or exposed to the business of the corporation for at least five (5) years;

c. He shall be of legal age or at least twenty-one (21) years old;

d. He shall be proven to possess integrity and probity;

e. He shall be diligent, hardworking and reputable;

f. He is proven to possess the appropriate level of skill and experience in line with the strategic plans and goals of the Corporation;

g. For those who are connected with any agency of government, that he has secured consent issued by the head of the government agency for him to be nominated and elected as member of the Board of a private corporation;

h. For those previously connected with government, that the requisite "cooling-off" period has been satisfied, and

i. In addition to the qualifications for membership in the Board required in relevant laws, the Board may provide for additional qualifications, which may include practical understanding of the Corporation's business, membership in good standing in relevant industry, business or professional organizations, and previous business experience.

2.5 Permanent Disqualifications

2.5.1 The following individuals are disqualified from being a director of the Corporation:

(a) Any person convicted by final judgment or order by a competent judicial or administrative body of any crime that: (a) involves the purchase or sale of securities, as defined in the Securities Regulation Code; (b) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal, distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them;

(b) Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the SEC, Bangko Sentral ng Pilipinas (BSP) or any court or administrative body of competent jurisdiction from: (a) acting as underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (b) acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in sub-paragraphs (a) and (b) above, or wilifully violating the laws that govern securities and banking activities. The disqualification shall also apply if (a) such person is the subject of an order of the SEC, BSP or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Corporation Code, Securities Regulation Code or any other

law administered by the SEC or BSP, or under any rule or regulation issued by the Commission or BSP; (b) such person has otherwise been restrained to engage in any activity involving securities and banking; or (c) such person is the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization;

(c) Any person convicted by final judgment or order by a court, or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts;

(d) Any person found administratively liable, by final judgement for any offense involving fraudelent acts punishable under the Revised Corporation Code, Securities Regulation Code, and other laws, rules or regulations enforced or implemented by the Commission committen within five (5) years prior to the date of his election or appointment or within the tenure of the person;

(e) Any person who has been adjudged by final judgment or order of the SEC, BSP, court, or competent administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the Corporation Code, Securities Regulation Code or any other law, rule, regulation or order administered by the SEC or BSP;

(f) Any person judicially declared as insolvent;

(g) Any person found guilty by final judgment or order of a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct enumerated previously;

(h) Conviction by final judgment of an offense punishable by imprisonment for more than six (6) years, or a violation of the Corporation Code committed within five (5) years prior to the date of his election or appointment;

(i) Any person found administratively liable, by final judgement, within five (5) years prior to the election or appointment, or within the tenure, for refusal to allow the inspection and/or reproduction of corporate records;

(j) Any independent director who has served on the Board for a maximum cumulative term of nine (9) years. Reckoning of such shall be from January 2012 or the commencement of their term (if later than January 2012). Said ID may qualify for nomination and election as a non-independent director in the same Corporation after the 9th year;

(k) No person shall qualify or be eligible for nomination or election to the Board if he is engaged in any business which competes with or is antagonistic to that of the Corporation. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged;

i. If he is the owner (either of record or as beneficial owner) of 5% or more of any outstanding class of share of, any corporation (other than one in which the Corporation owns at least 20% of the capital stock) which is engaged in a business directly competitive to that of the Corporation or any of its subsidiaries or affiliates;

ii. If he is an officer, manager, or controlling person of, or the owner or any member of his immediate family is the owner (either of record or as beneficial owner) of 5% or more of any outstanding class of shares of any corporation (other than one in which the Corporation owns at least 20% of the capital stock) which is an adverse party in any suit, action or proceeding (of whatever nature, whether civil, criminal, administrative, or judicial) by or against the Corporation, which has been actually filed or threatened, imminent or probably, to be filed;

iii. If he is determined by the Board, in the exercise of its judgment in good faith, to be the nominee, officer, trustee, adviser, or legal counsel, of any individual set forth in (a) or (b) hereof; and

(l) Other grounds as the SEC may provide.

2.6 Temporary Disqualification

2.6.1 Any of the following shall be a ground for the temporary disqualification of incumbent directors:

(a) Refusal to comply with the disclosure requirements of the SEC and its implementing Rules and Regulations. This disqualification shall be in effect as long as the refusal persists;

(b) Absence in more than fifty percent (50%) of all regular and special meetings of the Board during his incumbency, or any twelve (12) month period during the said incumbency, unless the absence is due to illness, death in the immediate family or serious accident. The disqualification shall apply for purposes of the succeeding election;

(c) Dismissal or termination for cause as director of any publicly-listed company, public company, registered issuer of securities and holder of a secondary license from the Commission. The disqualification shall be in effect until he has cleared himself from any involvement in the cause that gave rise to his dismissal or termination;

(d) If the beneficial equity ownership of an independent director in the Corporation or its subsidiaries and affiliates exceeds two percent (2%) of its subscribed capital stock. The disqualification from being elected as an independent director is lifted if the limit is later complied with; and d. If any of

the judgments or orders cited in the grounds for permanent disqualification has not yet become final.

(e) A Non-Executive Director, who holds more than five (5) simultaneous board seats in listed companies.

(f) If the independent director becomes an officer or employee of the same corporation, he shall automatically be disqualified from being an independent director;

(g) If any of the judgments or orders cited on the grounds for permanent disqualifications has not yet become final.

Temporary disqualification shall be at the discretion of the Board and shall require a resolution of the majority of the Board.

A director shall have sixty (60) days upon the occurrence of any ground for temporary disqualification to remedy or correct the same otherwise, the disqualification shall become permanent.

2.7 Meetings of the Board

2.7.1 Members of the Board should attend regular and special meetings of the Board in person or via teleconference or videoconference, by remote communication or by any other technological means allowed by the Commission, except when justifiable causes, such as sickness, death in the immediate family and serious accidents, prevent them from doing so.

2.7.2 The Board may, to promote transparency, require the presence of at least one (1) independent director in all of its meetings. However, the absence of an independent director shall not affect the quorum requirements if he is duly notified of the meeting but notwithstanding such notice fails to attend.

The Board of Directors shall meet once every quarter. Regular Board meetings shall be scheduled in advance before the start of the year. Special board meetings may be called upon the request of the Chairperson or President or the Secretary at the request of any four (4) Directors.

2.7.3 Items to be discussed during the board meeting shall be made available to each director at least five (5) business days in advance. In emergency circumstances, however, the meeting may be called on a shorter notice.

2.7.4 Non-executive Directors shall meet at least once a year with the External Auditor, Chief Compliance Officer, Chief Risk Officer and Chief Audit Executive, without the presence of Executive Directors and key officers. These meetings shall be chaired by the Lead Independent Director.

2.7.5 Presence of 2/3 of the directors is required when determining the quorum of the meeting.

2.8 Compensation of Directors

No director shall participate in the approval of his compensation. Directors shall not receive any compensation unless approved by the stockholders or provided in the Corporation's By-Laws. Directors may receive reasonable per diem, at rates to be approved from time to time by the Board of Directors, for attendance in Board and Committee meetings.

2.9 Duties and Responsibilities of a Director

To ensure a high standard of best practice for the Corporation, its stockholders and other stakeholders, the Board shall conduct itself with honesty and integrity in the performance of, among others, the following specific duties and responsibilities:

2.9.1 Conduct fair business transactions with the Corporation and to ensure that personal interest does not bias Board decisions. He shall not use his position to make profit or to acquire benefit or advantage for himself and/or his related interests. He should avoid situations that may compromise his impartiality, should an actual or potential conflict of interest should arise, he should fully and immediately disclose the same and should not participate in the decision-making process.

2.9.1.1 A conflict of interest arises when the director's personal or business interest is antagonistic to that of the Corporation, or that he stands to acquire or gain financial advantage at the expense of the Corporation;

2.9.2 Devote time and attention necessary to properly discharge duties and responsibilities. He should devote sufficient time to familiarize himself with the Corporation's business. He should be constantly aware of, and knowledgeable with, the Corporation's operations to enable him to meaningfully contribute to the Board's work. He should attend and actively participate in Board and committee meetings, review meeting materials, and, if called for, ask questions or seek explanation.

2.9.3 Act judiciously. He shall evaluate the issues, ask questions and seek clarifications necessary before deciding on any matter brought before the Board;

2.9.4 Exercise independent judgment. He shall review each problem or situation objectively. Should a disagreement with other directors arise, he should carefully evaluate and explain his position. He should not be afraid to take unpopular positions if he thinks such ideas are beneficial to the Corporation;

2.9.5 Have a working knowledge of the statutory and regulatory requirements affecting the Corporation, including the contents of its Articles of Incorporation and By-Laws, the requirements of the Commission, and where applicable, the requirements of other regulatory agencies. He shall also keep himself informed of the industry

developments and business trends in order to safeguard the Corporation's competitiveness;

2.9.6 Observe confidentiality. He should keep secure and confidential all non-public information he may acquire or learn by reason of his position as director. He shall not disclose any information to any other person without the authority of the Board or the Executive Committee;

2.9.7 Ensure the continuing soundness, effectiveness and adequacy of the Corporation's control environment;

2.9.8 Attend before assumption of office and annually thereafter a seminar on corporate governance conducted by a duly recognized private or government institute.

To enable the Board to properly fulfill their duties and responsibilities, Management should provide directors with complete and timely information about the matters in the agenda of the meetings. Directors should be given independent access to Management and the Corporate Secretary, as well as to independent professional advice.

3. Establishing Board Committees

To help focus on specific corporate governance responsibilities and to aid in the optimal performance of its roles and functions, the Board, in addition to the Executive Committee, created the following permanent committees: the Audit Committee; the Corporate Governance Committee; the Risk Oversight Committee; the Related Party Transactions Committee; and the Compensation and Remuneration Committee. The members of the Committees shall be appointed by the Board on an annual basis.

All established committees shall be required to have Committee Charters stating in plain terms their respective purposes, memberships, structures, operations, reporting processes, resources and other relevant information. The Charters shall provide the standards for evaluating the performance of the Committees. Committee Charters shall be publicly available and posted on the company website.

The Board may create special committees of temporary or permanent nature, and determine the members' term, composition, compensation, powers and responsibilities.

3.1. The Executive Committee

The Executive Committee (ExCom) shall consist of at least three (3) members of the Board. Members of the Committee shall be appointed by the Board, who shall also appoint a Committee Chairperson and Committee Secretary. In accordance with this, members of the Committee may be removed or replaced, and any vacancies in the Committee shall be filled by the Board.

The ExCom's primary purpose is to function when the Board is not in session. The Committee shall have all the power and authority of the Board in the governance,

management and direction of the business and affairs of the Corporation except for those matters expressly provided for in Section 34 of the Revised Corporation Code, the Corporation's By-Laws and other pertinent laws, rules or regulations.

3.1.1 The ExCom shall have the following duties and responsibilities:

3.1.1.1 Assist the Board in overseeing the implementation of strategies and sustaining the Corporation's long-term success and competitiveness in a manner consistent with its vision / mission;

3.1.1.2 Review of major issues facing the organization;

3.1.1.3 Monitoring of the operating activities of each business group;

3.1.1.4 Defining and monitoring the Corporation's performance improvement goals;

3.1.1.5 Defining group-wide policies and actions and overseeing their implementation;

3.1.1.6 Fostering the sharing of information in all areas of the business group;

3.1.1.7 Perform other functions as the committee may deem appropriate within its scope, or as assigned by the Board;

3.1.1.8 All duties and responsibilities as provided in the Executive Committee Charter.

3.1.2 An act of the ExCom which is within the scope of its power shall not require ratification or approval for its validity and effectivity.

3.1.3 All actions of the ExCom shall be reported to the Board at the meeting thereof following such action and shall be subject to revision by the Board.

3.2. **The Audit Committee**

The Audit Committee's (AudCom) primary function is to enhance the Board's oversight capability over the Corporation's financial reporting, internal control system, internal and external audit processes and compliance with applicable laws and regulations. It shall be composed of at least three (3) non-executive members of the Board, the majority of whom, including the Chairman, shall be independent. The Chairman shall not be the Chairman of the Board and of other Board Committees. Each member shall have adequate understanding at least or competence at most of the Corporation's financial management systems and environment particularly, in the areas of accounting, audit and finance. In accordance with this, the members of the Committee may be removed or replaced, and any vacancies in the Committee shall be filled by the Board.

3.2.1 The Audit Committee shall have the following duties and responsibilities:

a. Recommend the approval of the Internal Audit Charter (IA Charter), which formally defines the role of Internal Audit and the audit plan as well as oversees the implementation of the IA Charter;

b. Through the Internal Audit (IA) Department, monitor and evaluate the adequacy and effectiveness of the Corporation's internal control system, integrity of financial reporting, and security of physical and information assets. Well-designed internal control procedures and processes that will provide a system of checks and balances shall be in place in order to:

(i) safeguard the Corporation's resources and ensure their effective utilization, and
(ii) ensure compliance with applicable laws and regulations.

c. Oversee the Internal Audit Department, and approve the appointment, evaluate the performance and confirm the removal of the Chief Audit Executive (CAE). The Audit Committee shall also approve the terms and conditions for outsourcing internal audit services;

d. Establish and identify the reporting line of the CAE/Internal Audit Head to enable him to properly fulfill his duties and responsibilities. For this purpose, he shall directly report to the Audit Committee;

e. Review and monitor Management's responsiveness to the Internal Auditor's findings and recommendations;

f. Ensure there is an established process on the appointment, reappointment, removal, and fees of the External Auditor;

g. Prior to the commencement of the audit, discuss with the External Auditor the nature, scope and expenses of the audit, and ensure proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts;

h. Evaluate and determine the non-audit work, if any, of the External Auditor, and periodically review the non-audit fees paid to the External Auditor in relation to the total fees paid to him and to the Corporation's overall consultancy expenses. The Committee shall disallow any non-audit work that will conflict with his duties as an External Auditor or may pose a threat to his independence. The non-audit work, if allowed, shall be disclosed in the Corporation's Annual Report and Annual Corporate Governance Report;

i. Review and approve the Interim and Annual Financial Statements before their submission to the Board, with particular focus on the following matters;

i. Any change/s in accounting policies and practices
ii. Areas where a significant amount of judgment has been exercised
iii. Significant adjustments resulting from the audit
iv. Going concern assumptions
v. Compliance with accounting standards
vi. Compliance with tax, legal and regulatory requirements

j. Review the disposition of the recommendations in the External Auditor's management letter;

k. Perform oversight functions over the Corporation's Internal and External Auditors. It shall ensure the independence of Internal and External Auditors, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions;

(i) Obtain any external professional advice and expertise if so required.

l. Coordinate, monitor and facilitate compliance with laws, rules and regulations;

m. Recommend to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the Commission, who undertakes an independent audit of the Corporation, and provides an objective assurance on the manner by which the financial statements shall be prepared and presented to the stockholders;

n. Perform other duties and responsibilities as the Committee may deem appropriate within the scope of its primary functions or as may be assigned by the Board; and

o. All duties and responsibilities as provided in the Audit Committee Charter.

3.2.2 The Committee shall meet at least four (4) times a year and may hold separate meetings with auditors and executive sessions (i.e. without the presence of Management).

3.3. **The Corporate Governance Committee**

The Corporate Governance Committee (CGCom) shall be composed of at least three (3) members, all of whom shall be independent directors. In accordance with this, the members of the Committee may be removed or replaced, and any vacancies in the Committee shall be filled by the Board. Each member shall have adequate and competent understanding of corporate governance principles and practices, in addition to thorough knowledge of the Corporation's business and industry in which it operates. The CG2Com is tasked to assist the Board in the performance of its corporate governance responsibilities, including functions that were formerly assigned to the Nomination Committee which is to determine the nominees for election to the Corporation's Board of Directors. This may be

done by identifying through professional search firms or other similar mechanisms, and by recommending candidates to fill vacancies occurring between annual shareholder meetings, and to provide communications with the Board of Directors and, as appropriate, communications with shareholders and regulators.

3.3.1 The CGCom shall have the following duties and responsibilities:

(a) Oversee the implementation of the corporate governance framework and periodically review the said framework to ensure that it remains appropriate in light of material changes to the Corporation's size, complexity and business strategy, as well as its business and regulatory environments;

(b) Oversee the periodic performance evaluation of the Board and its Committees as well as Executive Management, Chairman of the Board and individual directors, and conduct an annual self-evaluation of its performance;

(c) Ensure that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;

(d) Ensure that the the assessment shall be supported by an external facilitator every three (3) years;

(e) Recommend continuing education/training programs for directors, assignment of tasks/projects to Board Committees, succession planning for the Board members and Senior Officers, and remuneration packages for corporate and individual performance;

(f) Adopt corporate governance policies and ensure that these are reviewed and updated regularly, and consistently implemented in form and substance;

(g) Propose and plan relevant trainings for the members of the Board;

(h) As the NomCom duties are carried on by the CGCom, determine the nomination and election process for the Corporation's directors, has the special duty of defining the general profile of Board members that the Corporation may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board;

(i) Establish a formal and transparent procedure to develop a policy for determining the remuneration of directors and officers that is consistent with the Corporation's culture and strategy as well as the business environment in which it operates;

(j) Pre-screen and shortlist all candidates nominated to become a member of the Board of Directors in accordance with the qualifications and disqualifications provided under the Revised Manual on Corporate Governance and all relevant rules and regulations.

(k) Ensure that all candidates nominated by shareholders to become a member of the Board of Directors shall possess the ideals and values that are aligned to the Corporation's vision and mission statements, and strategic directions.

(l) Assesses the relevant work experiences, educational background, competencies and track record of candidates in light of the strategic goals and objectives of the Corporation;

(m) In consultation with the appropriate executive or management committee/s, redefine the role, duties and responsibilities of the Chief Executive Officer (CEO) by integrating the dynamic requirements of the business as a going concern and future expansionary prospects within the realm of good corporate governance at all times.

(n) Disclose the process it follows in selecting the CEO and in installing succession planning for the position of CEO and all key senior officer positions of the Corporation.

(o) Consider the following guidelines in the determination of the number of directorship a member of the Board may hold:

i. The nature of the business of the Corporation of which he is a director;

ii. The age of the director;

iii. Number of directorship/active memberships and officerships in other corporation or organization; and

iv. Possible conflict of interest.

(p) Nominate candidate/s in case any vacancy occurs by reason of death, resignation, retirement or disqualification that may be filled by the affirmative vote of a majority of the remaining directors constituting a quorum provided that specific slots for Independent Directors shall not be filled by unqualified nominees.

(q) Ensure that effective processes are in place to provide continuity of Board and executive leadership.

(r) Perform other duties and responsibilities as the Committee may deem appropriate within the scope of its primary functions or as may be assigned by the Board; and

(s) All duties and responsibilities as provided in the Corporate Governance Committee Charter.

3.3.2 The Committee may meet at least two (2) times a year.

3.4. The Risk Oversight Committee

The Risk Oversight Committee (ROCom) shall be responsible for the oversight of the Corporation's Enterprise Risk Management system to ensure its functionality and effectiveness. It shall be composed of at least three (3) members, majority of whom shall be independent directors including the Chairman, who is not at the same time the Chairman of the Board or of any other Board Committee. In accordance with this, the members of the Committee may be removed or replaced, and any vacancies in the Committee shall be filled by the Board. At least one member of the Committee shall have adequate and competent understanding and experience on risk management principles and practices, in addition to thorough knowledge of the Corporation's business and industry in which it operates.

3.4.1 The Risk Oversight Committee shall have the following duties and responsibilities:

(a) Develop a formal enterprise risk management plan which contains the following elements: (a) common language or register of risks, (b) well-defined risk management goals, objectives and oversight, (c) uniform processes of assessing risks and developing strategies to manage prioritized risks, (d) designing and implementing risk management strategies, and (e) continuing assessments to improve risk strategies, processes and measures;

(b) Oversee the implementation of the enterprise risk management plan through a Management Risk Oversight Committee. The ROCom conducts regular discussions on the Corporation's prioritized and residual risk exposures based on regular risk management reports and assesses how the concerned units or offices are addressing and managing these risks;

(c) Oversee the performance of the Chief Risk Officer who is the ultimate champion of Enterprise Risk Management (ERM) and who has adequate authority, stature, resources and support to fulfill his responsibilities.

Meet separately with the Chief Risk Officer to discuss any matters that the Committee or auditors believe should be discussed privately.

(d) Evaluates the risk management plan to ensure its continued relevance, comprehensiveness and effectiveness. The ROCom revisits defined risk management strategies, looks for emerging or changing material exposures, and stays abreast of significant developments that seriously impact the likelihood of harm or loss;

(e) Advises the Board on its risk appetite levels and risk tolerance limits;

(f) Reviews at least annually the Corporation'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 the Corporation;

(g) May engage a consultant for a more independent assessment of the risk management infrastructure and review different units' best practice.

(h) Assesses the probability of each identified risk becoming a reality and estimates its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the Corporation and its stakeholders;

(i) Provides oversight over Management's activities in managing credit, market, liquidity, operational, legal, compliance, ESG, reputational and other risk exposures of the Corporation. This function includes regularly receiving information on risk exposures and risk management activities from Management;

(j) Reports to the Board on a regular basis, or as deemed necessary, the Corporation's material risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary;

(k) Ensure a sound risk management system to identify, assess, mitigate, monitor, and control risks associated with money laundering/terrorism financing;

(l) Implement a sound anti-money laundering and terrorist financing risk management system that identifies, assesses, monitors and controls risks associated with money laundering and terrorist financing;

(m) Performs other duties and responsibilities as the Committee may deem appropriate within the scope of its primary functions or as may be assigned by the Board; and

(n) All other duties and responsibilities as provided in the Risk Oversight Committee Charter.

3.4.2 The Committee shall meet at least twice a year.

3.5. **The Related Party Transactions Committee**

The Related Party Transactions Committee (RPTCom) shall have the primary function of reviewing all material related party transactions (RPT). It shall be composed of at least three (3) non-executive directors, the majority of whom, including the Chairman, shall be independent. In accordance with this, the members of the Committee may be removed or replaced, and any vacancies in the Committee shall be filled by the Board. Each member shall have adequate and competent knowledge of the Corporation's business and industry in which it operates.

3.5.1 The Related Party Transactions Committee shall have the following duties and responsibilities:

(a) Evaluates on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparties (from nonrelated to related and vice versa) are captured. Related parties, RPTs and changes in relationships shall be reflected in the relevant reports to the Board and regulators/supervisors;

(b) Evaluates all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the Corporation are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating RPTs, the Committee takes into account, among others, the following:

i. The related party's relationship to the Corporation and interest in the transaction;
ii. The material facts of the proposed RPT, including the proposed aggregate value of such transaction;
iii. The benefits to the Corporation of the proposed RPT;
iv. The availability of other sources of comparable products or services; and
v. An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The Corporation shall have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs;

(c) Ensures that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Corporation's RPT exposures, and policies on conflicts of interest or potential conflicts of interest. The disclosure shall include information on the approach to managing material conflicts of interest that are inconsistent with such policies, and conflicts that could arise as a result of the Corporation's affiliation or transactions with other related parties;

(d) Reports to the Board of Directors on a regular basis, the status and aggregate exposures to each related party;

(e) Ensures that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process;

(f) Oversees the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures;

(g) Performs other duties and responsibilities as the Committee may deem appropriate within the scope of its primary functions or as may be assigned by the Board; and

(h) All other duties and responsibilities are provided in the Related Party Transactions Committee Charter.

3.5.2 All related party transactions which are not in the usual course of business and which are equal or greater than the materiality threshold of Php 100Mn, shall be subject for review by the RPTCom. All other RPTs which are considered usual course of business need not be reviewed by the RPTCom. The RPTCom may, at any time, ask for a review of any of the transactions. The Board of Directors reviews and approves all material RPTs endorsed by the RPTCom. All Board-approved material RPTs may be subject to ratification by a vote of the majority of the minority shareholders.

The RPT Com shall be guided by the Corporation's Material Related Party Transactions Policy ("MRPT Policy") whereby related party transactions (the "RPTs") adopted in October 2019, and all subsequent amendments thereof. Under the MRPT Policty, RPTs amounting to 10% or higher of the Company's total consolidated assets are considered as material and are subject to the Rules on Material RPTs for Publicly-Listed Companies issued by the SEC. Material RPTs shall be managed to ensure effective compliance with existing laws, rules and regulations.

All individual material RPTs shall be endorsed by Management to the Related Party Transactions Committee prior to the approval by at least two-thirds (2/3) vote of the Board of Directors, with at least a majority of the Company's independent directors voting in the affirmative. If the majority of the Company's independent directors' votes are not secured, the material RPT may be ratified by the vote of the stockholders representing at least two-thirds (2/3) of the outstanding capital stock. For aggregate RPTs within a twelve (12)-month period that breach the materiality threshold, the same board approval shall be required for the transaction/s that meet and exceed the materiality threshold covering the same related party.

3.5.3 The Committee may meet at least two (2) times a year.

3.6 The Compensation and Remuneration Committee

The Compensation and Remuneration Committee shall be composed of at least three (3) members. Its role is to decide, determine and approve by a majority vote matters relating to compensation, remuneration and benefits of the Corporation's officers and directors

and to provide communications with the Board of Directors and, as appropriate, communications with shareholders and regulators.

3.6.1 The Compensation and Remuneration Committee shall have the following duties and responsibilities:

(a) Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel, ensuring that compensation is consistent with the Corporation's culture, strategy, and control environment.

(b) Designate the amount of remuneration, which shall be in sufficient level to attract and retain directors and officers who are needed to run the Corporation successfully.

(c) Develop a form on Full Business Interest Disclosure as part of the pre-employment requirements for all incoming officers, which among other, compel all officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict in their performance of duties once hired.

(d) Disallow any director to decide his own remuneration.

(e) Directors, as such, shall not receive any compensation unless approved by the stockholders or provided in the Corporation's By-Laws. No director should participate in the approval of his compensation. However, the Board may, from time to time, approve a reasonable per diem that a director may receive for attendance in Board and Board Committee meetings.

(f) Provide in the Corporation's annual reports, information and proxy statements a clear, concise and understandable disclose of compensation of its executive officers for the previous fiscal year and the ensuing year.

(g) Review of the existing Human Resources Development or Personnel Handbook, to strengthen provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives, and compliance of personnel with all statutory requirements that must be periodically met in their respective posts. Or in the absence of such Personnel Handbook, cause the development of such, covering the same parameters of governance stated above.

(h) All other duties and responsibilities are provided in the Compensation and Remuneration Committee Charter.

3.6.2 The Committee may meet at least two (2) times a year.

4 Fostering Commitment

To show full commitment to the Corporation, the directors shall devote the time and attention necessary to properly and effectively perform their duties and responsibilities, including sufficient time to be familiar with the Corporation's business.

4.1 The directors shall have the responsibility to attend and actively participate in all meetings of the Board, Committees, and Shareholders in person, by remote communication or through tele-/videoconferencing conducted in accordance with the rules and regulations of the Commission, except when justifiable causes, such as, illness, death in the immediate family and serious accidents, prevent them from doing so. In Board and Committee meetings, the director shall review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations.

4.2 Multiple Board Seats

4.2.1 A director shall exercise due discretion in accepting and holding directorships outside of the Corporation. A director may hold directorships outside of the Corporation provided that these positions do not retract from the director's capacity to diligently perform his duties as a director of the Corporation.

4.2.2 A director shall notify his incumbent Board through the Corporate Governance Committee before accepting a directorship in another company.

4.2.3 The CEO and other Executive Directors shall limit the number of corporate board seats they hold to a low number, as determined by the Corporate Governance Committee. This is to ensure that the number of board seats held do not exceed their ability to perform their duties in an appropriate fashion.

4.2.4 Non-Executive Directors may simultaneously serve as a Director of a maximum of five (5) publicly-listed companies, including Belle Corporation.

5 Reinforcing Board Independence

The board shall endeavor to exercise an objective and independent judgment on all corporate affairs.

5.1 Independent Directors

5.1.1 An independent director of the Corporation must possess all the qualifications and none of the disqualifications of a regular director. He must be independent of Management, substantial shareholdings and material relations, whether it be business or otherwise, which could reasonably be perceived to impede the performance of independent judgment.

5.1.2 An Independent Director refers to a person who ideally:

(a) Is not or has not been a senior officer or employee of the covered Corporation unless there has been a change in the controlling ownership of the Corporation;

(b) Is not, and has not been in the three years immediately preceding the election, a director of the covered Corporation; a director, officer, employee of the covered Corporation's subsidiaries, associates, affiliates or related companies; or a director, officer, employee of the covered Corporation's substantial shareholders and its related companies;

(c) Has not been appointed in the covered entity, its subsidiaries, associates, affiliates or related companies as Chairman "Emeritus", "Ex-Officio" Directors/Officers or Members of any Advisory Board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities within three (3) years immediately preceding the his election;

(d) Is not an owner of more than two percent (2%) of the outstanding shares of the covered Corporation, its subsidiaries, associates, affiliates or related companies;

(e) Is not a relative of a director, officer, or substantial shareholder of the covered Corporation, its subsidiaries, associates, affiliates or related companies or of any of its substantial shareholders. For this purpose, relatives include spouse, parent, child, brother, sister and the spouse of such child, brother or sister;

(f) Is not acting as a nominee or representative of any director of the covered Corporation or any of its related companies;

(g) Is not a securities broker-dealer of listed companies and registered issuers of securities. "Securities broker-dealer" refers to any person holding any office of trust and responsibility in a broker-dealer firm which includes, among others, a director, officer, principal stockholder, nominee of the firm to the Exchange, associated person or salesman, and an authorized clerk of the broker or dealer;

(h) Is not retained, either in his personal capacity or through a firm, as a professional adviser, auditor, consultant, agent or counsel of the covered Corporation, any of its related companies or substantial shareholder, or is otherwise independent of Management and free from any business or other relationship within the three (3) years immediately preceding the date of his election;

(i) Does not engage or has not engaged, whether by himself or with other persons or through a firm of which he is a partner, director or substantial shareholder, in any transaction with the covered Corporation or any of its related companies or substantial shareholders, other than such transactions that are conducted at arm's length and could not materially interfere with or influence the exercise of his independent judgment;

(j) Is not affiliated with any non-profit organization that receives significant funding from the covered Corporation or any of its related companies or substantial shareholders; and

(k) Is not employed as an executive officer of another company where any of the covered Company's executives serves as directors.

5.1.3 Related companies, as used in this section, refer to (a) the covered entity's holding/parent Corporation; (b) its subsidiaries; and (c) subsidiaries of its holding/parent Corporation.

If an independent director becomes an officer, consultant, adviser, or employee of the same Corporation, he shall be automatically disqualified from being an independent director.

5.2 **President**

The positions of Chairman of the Board and President shall be held by separate individuals and each shall have clearly defined responsibilities.

5.2.1 Minimum internal control mechanisms for Management's operation responsibility shall center on the President, being ultimately accountable for the Corporation's organizational and procedural controls. In addition to the duties imposed on the President by the Board, and those duties and responsibilities provided by the Corporation's By-Laws, the President shall:

(a) Determine the Corporation's strategic direction and formulate and implement its strategic plan on the direction of the business;

(b) Communicate and implement the Corporation's vision, mission, values and overall strategy and promote any organization or stakeholder change in relation to the same;

(c) Oversee the operations of the Corporation and manage human and financial resources in accordance with the strategic plan;

(d) Have a good working knowledge of the Corporation's industry and market and keep up-to-date with its core business purpose;

(e) Direct, evaluate and guide the work of the key officers of the Corporation;

(f) Manage the Corporation's resources prudently and ensure a proper balance of the same;

(g) Provide the Board with timely information and interface between the Board and the employees;

(h) Build the corporate culture and motivate the employees of the Corporation;

(i) Serve as the link between internal operations and external stakeholders;

(j) See that all orders and resolutions of the Board are carried into effect;

(k) Submit to the Board as soon as possible after the close of each fiscal year, and to the stockholders at the annual meeting, a complete report of the operations of the Corporation for the preceding year, and the state of its affairs;

(l) Report to the Board from time to time all matters within his knowledge which in the interest of the Corporation may require to be brought to the Board's notice; and

(m) Perform such other responsibilities as the Board may impose.

5.3 **Lead Independent Director**

The Board shall designate a lead director among the independent directors if the Chairman of the Board is not independent, including if the positions of the Chairman of the Board and President are held by one person. The primary responsibility of the lead independent director is to provide leadership to the independent directors and advise the Board on matters where there may be an actual or perceived conflict of interest.

5.3.1 The functions of the lead independent director include, among others, the following:

(a) Serves as an intermediary between the Chairman and the other directors when necessary;
(b) Convenes and chairs meetings of the non-executive directors and/or independent directors without the presence of the executive directors;
(c) Contributes to the performance evaluation of the Chairman, when and as required;
(d) Leads the independent directors at Board meetings in raising queries and pursuing matters.

5.4 A director with a material interest in any transaction affecting the Corporation shall abstain from taking part in the deliberations of the same.

5.5 The non-executive directors (NEDs) shall meet once a year with the external auditor and heads of the internal audit, compliance and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the Corporation. The meetings shall be chaired by the Lead Independent Director.

6. Assessing Board Performance

The best measure of the Board's effectiveness is through an assessment process. The Board shall regularly carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

6.1 Board Evaluation

6.1.1 The Board shall conduct an annual self-assessment of its performance, committees, individual members including the performance of the Chairman, Chief Executive Officer (CEO), Chief Risk Officer (CRO), Chief Compliance Officer (CCO) and Chief Audit Executive (CAE). Every three years, the assessment shall be supported by an external facilitator.

6.1.2 The Board shall have in place a system that provides, at the minimum, criteria and process to determine the performance of the Board, the Chairman, the individual directors, committees, CEO, CRO, CCO, and CAE. This system shall allow for a feedback mechanism from the shareholders. The establishment of such valuation system, including the features thereof, shall be disclosed in the Corporation's Annual Report or in such form of report that is applicable to the Corporation. The adoption of this performance evaluation system must be covered by a Board approval.

6.1.3 During the evaluation, directors shall be afforded the opportunity to identify areas for improvement in the performance of their duties and responsibilities. They will then develop concrete action plans and ensure that these are implemented to address identified areas of improvement.

7. Strengthening Board Ethics

Members of the Board are duty-bound to apply high ethical standards, taking into account the interests of all stakeholders.

7.1 The Board shall adopt a Code of Business Conduct and Ethics that shall provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings. The Code shall be properly disseminated to the Board, Senior Management and employees. It shall also be disclosed and made available to the public through the company website.

7.2 The Board shall ensure proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics and internal policies. The Corporation's Code of Business Conduct and Ethics shall be made effective and inculcated in the Corporation's culture through a communication and awareness campaign, continuous training to reinforce the code, strict monitoring and implementation and setting in place proper avenues where issues may be raised and addressed without fear of retribution.

DISCLOSURE AND TRANSPARENCY

8. Enhancing Company Disclosure Policies and Procedures

The Corporation shall establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

8.1 Corporate disclosure policies and procedures shall be in place to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders to give a fair and complete picture of the Corporation's financial condition, results and business operations.

8.2 The Corporation shall have a policy requiring all directors and officers to disclose/report to the Corporation any dealings in the Corporation's shares within three business days.

8.3 The Board shall fully disclose all relevant and material information on individual board members and key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.

8.4 A clear disclosure of its policies and procedure shall be in place for setting Board and executive remuneration, as well as the level and mix of the same in the Annual Corporate Governance Report.

8.5 Full disclosure of the Corporation's policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions shall be required in the Manual on Corporate Governance. The material or significant RPTs reviewed and approved during the year shall be disclosed in its Annual Corporate Governance Report and Annual Report.

8.6 A full, fair, accurate and timely disclosure shall be made to the public of every material fact or event that occurs, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders. Moreover, the Board of the offeree company shall appoint an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.

8.7 The corporate governance policies, programs and procedures shall be submitted to the regulators and posted on the company website.

8.8 The Board shall therefore commit at all times to full disclosure of material information dealings. It shall cause the filing of all required information through the appropriate Exchange mechanisms for listed companies and submissions to the Commission in the interest of its stockholders and other stakeholders.

9. Strengthening the External Auditor's Independence and Improving Audit Quality

9.1 External Auditor

9.1.1 The Board, through the Audit Committee, shall recommend to the stockholders a duly accredited external auditor who shall undertake an independent audit and shall provide an objective assurance on the way in which the financial statements shall have been prepared and presented.

9.1.2 An external auditor shall enable an environment of good corporate governance as reflected in the financial records and reports of the Corporation. An external auditor shall be selected and appointed by the stockholders upon recommendation of the Audit Committee.

9.1.3 The reason/s for the resignation, dismissal or cessation from service and the date thereof of an external auditor shall be reported in the Corporation's annual and current reports. Said report shall include a discussion of any disagreement with said former external auditor on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure.

9.1.4 The external auditor of the Corporation shall not at the same time provide the services of an internal auditor to the same corporation. The Corporation shall ensure that the other non-audit work shall not be in conflict with the functions of the external auditor.

9.1.5 The Corporation's external auditor shall be rotated or the handling partner shall be changed every five (5) years or earlier. After serving the 5-year limit, the handling partner must observe a two-year (2-year) cooling-off period before he can participate again in the audit of the Corporation.

9.1.6 If an external auditor believed that the statements made in the Corporation's annual report, information statement or proxy statement filed during his engagement is incorrect or incomplete, he shall present his views in said reports.

10. Increasing Focus on Non-Financial and Sustainability Reporting

The Board, through the Executive Committee, shall ensure that the material and reportable non-financial and sustainability issues are reviewed and disclosed accordingly.

10.1 There shall be an established policy on the disclosure of material and reportable nonfinancial and sustainability issues, with emphasis on the management of environmental, social and governance (ESG) issues of the business using globally recorgnized standard or framework. The sustainability report may be subject to an independent third party assurance, in accordance with applicable laws, issuances, and best practice by the SEC and other relevant agencies.

11. Promoting a Comprehensive and Cost-Efficient Access to Relevant Information

The Corporation shall maintain a comprehensive and cost-efficient communication channel for disseminating relevant information to its shareholders and other investors. This channel is crucial for timely and informed decision-making by investors, stakeholders and other interested users. These may include, but not limited to, company website, media and analyst briefings.

INTERNAL CONTROL SYSTEMS AND RISK MANAGEMENT FRAMEWORK

12. Strengthening the Internal Control System and Enterprise Risk Management Framework

To ensure integrity, transparency and proper governance in the conduct of its affairs, the Corporation shall have a strong and effective internal control system and enterprise risk management framework.

12.1 **Internal Control System**. The Corporation shall have an adequate and effective internal control system and enterprise risk management framework in the conduct of its business taking into account its size, risk profile and complexity of its operations.

12.2 **Internal Audit Function**. The Corporation shall have in place an independent internal audit function that provides independent and objective assurance and consulting services designed to add value and improve the Corporation's operations, in accordance with the Internal Audit Charter approved by the Board upon endorsement of the Audit Committee. Internal Audit shall conform with the Global Internal Audit Standards of The Institute of Internal Auditors and applicable Topical Requirements.

The Chief Audit Executive shall report functionally to the Audit Committee and administratively to the President, shall have direct and unrestricted access to the Audit Committee, and shall ensure that Internal Audit has no direct operational responsibility or authority over any of the activities audited. The functions of the Internal Audit include, among others, the following:

(a) Provides an independent risk-based assurance service to the Board, Audit Committee and Management, focusing on reviewing the effectiveness of the governance, risk management and control processes in (1) promoting the right values and ethics, (2) ensuring effective performance management and accounting in the organization, (3) communicating risk and control information, and (4) coordinating the activities and information among the Board, external and internal auditors, and Management;

(b) Performs regular and special audit as contained in the annual audit plan and/or based on the Corporation's risk assessment;

(c) Performs consulting and advisory services related to governance and control as appropriate for the organization;

(d) Performs compliance audit of relevant laws, rules and regulations, contractual obligations and other commitments, which could have a significant impact on the organization;

(e) Reviews, audits and assesses the efficiency and effectiveness of the internal control system of all areas of the Corporation;

(f) Evaluates operations or programs to ascertain whether results are consistent with established objectives and goals, and whether the operations or programs are being carried out as planned;

(g) Evaluates specific operations at the request of the Board, Audit Committee or Management, as appropriate, subject to the independence and objectivity safeguards in the Internal Audit Charter; and

(h) Monitors and evaluates governance processes.

12.3 **Chief Audit Executive.** The Chief Audit Executive (CAE), appointed by the Board upon the recommendation of the Audit Committee, shall oversee and be responsible for the internal audit activity of the organization, including the portion that is outsourced to a third party service provider. In case of a fully outsourced internal audit activity, a qualified independent executive or senior management personnel, shall be assigned the responsibility for managing the fully outsourced internal audit activity. The following are the responsibilities of the CAE, among others:

(a) Establish, maintain, and periodically update an Internal Audit Manual, methodologies, policies, and procedures appropriate to the size, complexity, and operating environment of the Internal Audit function;

(b) Develop a flexible annual audit plan using an appropriate risk-based methodology, including any risks or control concerns identified by management, and submit plan to the Audit Committee for review and approval as well as its periodic updates;

(c) Implement the approved annual audit plan including any special tasks or projects mandated by the Audit Committee;

(d) Maintain a professional audit staff with sufficient knowledge, skills, experience, and relevant professional certifications to meet the requirements of the Internal Audit Charter;

(e) Evaluate and assess significant merging/consolidating functions and new or changing services, processes, operations and control processes coincident with their development, implementation and/or expansion;

(f) Report periodically to the Audit Committee and Senior Management on the progress of the approved Internal Audit plan, significant audit results, proposed or approved revisions to the plan, Internal Audit's budget and resource requirements,

the impact of any resource or scope limitations, and the results of the Quality Assurance and Improvement Program (QAIP);

(g) Keep the Audit Committee updated with emerging trends and successful practices in Internal Auditing;

(h) Provide a list of significant measurement goals and results to the Audit Committee;

(i) Assist in the investigation of significant suspected fraudulent activities within the Corporation and notify Management and the Audit Committee of the results;

(j) Consider the scope of work of the external auditors and regulators, as appropriate, for the purpose of providing optimal audit coverage to the organization at a reasonable overall cost;

(k) Ensure that Internal Audit may provide assurance and advisory services consistent with its mandate. The nature and scope of advisory services shall be agreed with the requesting party. Internal Audit shall not assume management responsibility, make decisions on behalf of Management, design controls as the control owner, or implement processes that it may later audit; and

(l) Establish and maintain a process to monitor the disposition of reported audit observations and agreed management actions. Internal Audit shall perform follow-up procedures, as appropriate, to determine whether corrective actions have been implemented adequately and timely. Significant overdue actions and instances in which Management has accepted a level of risk that may be unacceptable to the Company shall be communicated to the Audit Committee.

12.4 **Enterprise Risk Management**

The Corporation shall establish a separate, effective risk management function to identify, assess and monitor key exposures.

12.4.1 The risk management function involves the following activities, among others:

(a) Defining a risk management strategy;

(b) Identifying and analyzing key risk exposures relating to economic, environmental, social and governance (EESG) factors and the achievement of the organization's strategic objectives;

(c) Evaluating and categorizing each identified risk using the Corporation's predefined risk categories and parameters;

(d) Establishing a risk register with clearly defined, prioritized and residual risks;

(e) Developing a risk mitigation plan for the most important risks to the Corporation, as defined by the risk management strategy;

(f) Communicating and reporting significant risk exposures including business risks (i.e., strategic, compliance, operational, financial and reputational risks), control issues and risk mitigation plan to the Board Risk Oversight Committee; and

(g) Monitoring and evaluating the effectiveness of the organization's risk management processes.

12.5 **Chief Risk Officer.** In managing the Corporation's Risk Management System, the Corporation shall have a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management (ERM) and has adequate authority, stature, resources and support to fulfill his responsibilities, subject to a company's size, risk profile and complexity of operations. The CRO has the following functions, among others:

(a) Supervises the entire ERM process and spearheads the development, implementation, maintenance and continuous improvement of ERM processes and documentation;

(b) Communicates the top risks and the status of the implementation of risk management strategies and action plans to the Board Risk Oversight Committee;

(c) Collaborates with the President in updating and making recommendations to the Board Risk Oversight Committee;

(d) Suggests ERM policies and related guidance, as may be needed; and

(e) Provides insights on the following:

i. Risk management processes are performing as intended;
ii. Risk measures reported are continuously reviewed by risk owners for effectiveness; and
iii. Established risk policies and procedures are being complied with.

CULTIVATING A SYNERGIC RELATIONSHIP WITH SHAREHOLDERS

13. Promoting Shareholder Rights

The Corporation shall treat all shareholders fairly and equitably, and also recognize, protect and facilitate the exercise of their rights.

13.1 It shall be the duty of the directors to promote shareholder rights, remove impediments to the exercise of shareholder rights and allow possibilities to seek redress for violation of their rights. They shall encourage the exercise of shareholders' voting rights and the solution of collective action problems through appropriate mechanisms. They shall be instrumental in removing excessive costs and other administrative or practical impediments to shareholders participating in meetings

and/or voting in person. The directors shall pave the way for electronic filing and distribution of shareholder information necessary to make informed decisions, subject to legal constraints.

13.2 In addition to the sending of notices, open communications shall be maintained with stockholders to encourage them to personally attend the stockholders' meeting. If they cannot attend, they shall be apprised ahead of time of their right to appoint a proxy. The Board shall encourage active shareholder participation by sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least twenty one (21) days before the annual meetings, and seven (7) days prior to the special meetings.

13.3 The Board shall encourage active shareholder participation by making the result of the votes taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day. In addition, the Minutes of the Annual and Special Shareholders' Meeting shall be available on the company website within five (5) business days from the end of the meeting, which shall contain the following:

13.3.1. Contents – the contents of the minutes shall include the following:

a. Date, time and place of meeting, including the adoption of remote or electronic means of communication, if applicable;

b. List of directors, officers and stockholders who attended the meeting;

c. Determination of quorum;

d. The agenda/matters discussed and resolutions reached;

e. Description of the voting and vote tabulation procedures used in the meeting;

f. Records of the voting results for each agenda item, including approving, dissenting, and abstaining votes for each agenda item;

g. Description of the opportunity given to stockholders to ask questions; and

h. Record of questions asked and answers given or a statement that no questions were raised by the stockholders during the meeting, if there were none.

13.3.2. Signatory – the minutes of the meeting shall be signed by the Chairman and the Corporate Secretary or the Assistant Corporate Secretary as identified in the Corporation's General Information Sheet.

13.3.3. Posting – The minutes of the meeting shall be posted on the corporation's website within five (5) business days from the date of the regular or special stockholders' meeting.

a. The draft minutes of the meeting shall be signed and posted on the comapny website within five (5) business days from the date of the Corporation's stockholders' meeting. The draft may include either a watermark or a footnote, which indicates that the minutes are still subject to the stockholders' approval in the next stockholders' meeting.

b. The approved minutes of the previous meeting shall be signed and posted in the corporation's website within five (5) business days from stockholders' approval.

c. Both the draft and approved minutes shall be retained in the Corporation's website for a period of five (5) years.

13.4 Rights of Shareholders

The Board shall be committed to respect the following rights of stockholders:

13.4.1 Voting Rights

(a) Shareholders shall have the right to elect, remove and replace directors and vote on certain corporate acts in accordance with the Revised Corporation Code. Minority shareholders shall have the right to nominate candidates for election to the Board during the Corporation's Annual Stockholders' Meetings, in accordance with the Corporation's By-Laws.

(b) Shareholders shall have the right to participate in decisions concerning fundamental corporate changes, such as:

1. Amendments to the Corporation's constitution;
2. The authorization of additional shares;
3. The transfer of all or substantially all assets, which in effect results in the sale of the Corporation.

(c) Election of Directors shall take place during the Annual Stockholders' Meeting of the Corporation. As mandated by the Revised Corporation Code, cumulative voting may be used in the election of directors.

(d) The Board shall be transparent and fair in the conduct of the meetings of the shareholders. The shareholders shall be encouraged to personally attend such meetings, and that if they cannot attend, they shall be apprised ahead of time of their right to appoint a proxy. Subject to the requirements of the By-Laws, the right to designate a proxy shall not be unduly restricted and any doubt about the validity of a proxy should be resolved in favor of the shareholder.

(e) A director shall not be removed without cause if it will deny minority shareholders representation in the Board.

13.4.2 Pre-Emptive Right

Under the Amended Articles of Incorporation of the Corporation, no stockholder of the Corporation, because of his/its ownership of stock, has a pre-emptive or other right to purchase or subscribe to any additional share of the capital stock of the corporation whether such shares of capital stock are now or hereafter authorized, whether or not such stock is convertible into or exchangeable for any stock of the Corporation or any of any other class, and whether out of the number of shares authorized by the Articles of Incorporation of the Corporation as originally filed, or by any amendment thereof, or out of shares of the capital stock of any class of the Corporation acquired by it after the issue thereof; nor shall any holder of any such stock may issue or sell that shall be convertible into, or exchangeable for, any shares of the capital stock of any class of the Corporation or to which shall be attached or appertain any warrant or warrants of any instrument of instruments that shall confer upon the owner of such obligation, warrant or instrument the right to subscribe for, or to purchase from the Corporation, any shares of the capital stock of any class.

13.4.3 Right of Inspection

All shareholders shall be allowed to inspect corporate books and records including minutes of Board meetings and stock registries in accordance with the Revised Corporation Code, and during normal business hours. Annual reports, including financial statements, shall be provided to stockholders, without cost or restrictions.

13.4.4 Right to Information

(a) The Corporation recognizes that the essence of corporate governance is transparency, hence, the more transparent the internal workings of the Corporation, the more difficult it will be for Management and dominant shareholders to mismanage the Corporation or misappropriate assets.

(b) Towards this end, the Board shall ensure that all material information about the Corporation which could adversely affect its viability or the interest of the shareholders shall be publicly and timely disclosed. Such information shall include, among others, earnings results, acquisition or disposition of assets, off balance sheets transactions, related party transactions, remuneration of directors and Management; all of which shall be disclosed through established disclosure procedures of the PSE and SEC.

(c) The shareholders shall be provided, upon request, with periodic reports which disclose information about the directors and officers and certain other matters, such as their holdings of the Corporation's shares, dealings with the Corporation, relationships among directors and key officers, and the aggregate compensation of directors and officers.

(d) The minority shareholders shall be granted the right to propose the holding of a meeting, and the right to propose items in the agenda of the meeting, provided items are for legitimate business purposes, and in accordance with law, jurisprudence and best practice.

(e) The minority shareholders shall have access to any and all information relating to matters for which the management is accountable, and to those relating to matters for which the management shall include such information and, if not included, then the minority shareholders shall be allowed to propose to include such matters in the agenda of stockholders' meeting, being within the definition of "legitimate purposes", and in accordance with law, jurisprudence and best practice.

13.4.5 Right to Dividend

(a) Shareholders shall have the right to receive dividends subject to the discretion of the Board.

(b) The Corporation shall be compelled to declare dividends when its retained earnings shall be in excess of 100% of its paid-in capital stock, except:

1. when justified by definite corporate expansion projects or programs approved by the Board, or

2. when the Corporation is prohibited under any loan agreement with any financial institution or creditor, whether local or foreign, from declaring dividends without its consent, and such consent has not been secured; or

3. when it can be clearly shown that such retention is necessary under special circumstances obtaining in the Corporation, such as when there is a need for special reserve for probably contingencies.

(c) Belle acknowledges the importance of providing consistent dividends to its shareholders. The Board approves the dividend payout factoring in the Corporation's operating results, cash flows, capital investment needs and debt servicing requirement. The dividends shall be paid within the period required of publicly-listed companies but in no case later than thirty (30) days from date of declaration.

13.4.6 Appraisal Right

The shareholders shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 82 of the Corporation Code of the Philippines, under any of the following circumstances:

(a) In case any amendment to the Articles of Incorporation has the effect of changing or restricting the rights of any stockholder or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;

(b) In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code;

(c) In case of merger or consolidation; and

(d) In case of investment of corporate funds for any purpose other than the primary purpose of the Corporation.

13.5 Alternative Dispute Resolution

It is the responsibility of the Board of Directors to establish an alternative dispute resolution system to settle intra-corporate disputes in an amicable and effective manner.

As such, the Board of Directors normally engages the services of a neutral third party to assist in the resolution of issues between the Corporation and stockholders, third parties and regulatory authorities. The alternative dispute resolution system may include arbitration, mediation, conciliation, early neutral evaluation, mini-trial, or any combination thereof, as the Corporation and the circumstances sees fit.

Consideration is given to the need to promote candor through confidentiality of the process, the policy of fostering prompt, economical, and amicable resolution of disputes in accordance with the principles of integrity of determination by the parties, and the policy that the decision-making authority in the process rests with the parties.

13.6 The Corporation shall establish an Investor Relations Office (IRO) to facilitate constant engagement with its shareholders. The IRO shall be present at every shareholders' meeting.

DUTIES TO STAKEHOLDERS

14. Respecting Rights of Stakeholders and Effective Redress for the Violation of Stakeholders' Rights

The rights of stakeholders established by law, by contractual relations and through voluntary commitments must be respected. Where stakeholders' rights and/or interests are at stake, stakeholders shall have the opportunity to obtain prompt effective redress for the violation of their rights.

14.1 The Board shall identify the Corporation's various stakeholders and promote cooperation between them and the Corporation in creating wealth, growth and sustainability.

14.2 The Board shall establish clear policies and programs to provide a mechanism on the fair treatment and protection of stakeholders.

14.3 The Board shall adopt a transparent framework and process that allows stakeholders to communicate with the Corporation and to obtain redress for the violation of their rights.

15. Encouraging Employee's Participation

A mechanism for employee participation shall be developed to create a symbiotic environment, realize the Corporation's goals and participate in its corporate governance processes.

15.1 The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the Corporation's goals and in its governance. These policies and programs, among others, may be in the areas of health, safety and welfare, training and development, rewards/compensation for employees.

15.2 The Board shall set the tone and make a stand against corrupt practices by adopting an anticorruption policy and program in its Code of Business Conduct and Ethics. Further, the Board shall disseminate the policy and program to employees across the organization through trainings to embed them in the Corporation's culture.

15.3 The Board shall establish a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. The Board shall be conscientious in establishing the framework, as well as in supervising and ensuring its enforcement.

16. Encouraging Sustainability and Social Responsibility

The Corporation shall be socially responsible in all its dealings with the communities where it operates thru its corporate social responsibility arm, Belle Kaagapay. It shall ensure that its interactions serve its environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

16.1 The Corporation shall recognize and place an importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the Corporation to grow its business, while contributing to the advancement of the society where it operates.

COMMUNICATION AND MONITORING OF THIS MANUAL

17. Communication

17.1 **Communication of this Manual**

(a) This Manual shall be posted in the Corporation's website for any shareholder to read.

(b) All directors, officers, division and department heads are tasked to ensure that thorough dissemination of this Manual to all employees and related third parties, and to likewise enjoin compliance in the process.

(c) This Manual shall be subject to annual review unless the same frequency is amended by the Board.

(d) If necessary, funds shall be allocated by the Corporation for the purpose of conducting an orientation program or workshop to operationalize this Manual.

(e) All employees are encouraged to read and understand this manual posted in the Company's website.

18. Monitoring

18.1 Each Board Committee shall report regularly to the Board of Directors.

18.2 The Board of Directors shall ensure the proper and efficient implementation and monitoring of compliance with the Code of Business Conduct and Ethics and other internal policies.

18.3, All business processes and practices being performed within any department or business units of Belle Corporation that are not consistent with any portion of this Manual shall be revoked unless upgraded to be compliant with this Manual.

19. Penalties for Non-Compliance

19.1 To strictly observe and implement the provisions of this Manual, the following penalties shall be imposed, after notice and hearing, on the Corporation's directors, officers, staff, subsidiaries and affiliates and their respective directors, officers and staff in case of violation of any of the provisions of this Manual:

(a) In case of first violation, the subject person shall be warned, reprimanded or suspended depending on the severity of the violation. Any first violation that results in any notable financial loss for the Corporation shall be at least reprimanded or warned.

(b) Suspension from the office shall be imposed in case of second violation. The duration of the suspension shall depend on the gravity of the violation. This shall not be applicable to directors.

(c) For third violation, the maximum penalty of removal from office shall be imposed. With regard to directors, the provision of Section 28 of the Revised Corporation Code shall be observed.

19.2 The Compliance Officer shall be responsible for determining violation/s through notice and hearing and shall recommend to the Chairman of the Board the imposable penalty for such violation, for further review and approval of the Board.

20. Reportorial of Disclosure System of the Corporation's Corporate Governance Policies

20.1 The reports or disclosures required under this Manual shall be prepared and submitted to the Commission by the responsible Committee or officer through the Corporation's Compliance Officer.

20.2 All material information about the Corporation which could adversely affect its viability or the interest of its stockholders and other stakeholders should be disclosed publicly and in a timely manner. Such information should include, among others earning results, acquisition or disposition of assets, off balance sheet transactions, related party transactions, and direct and indirect remuneration of members of the Board and Management.

20.3 All disclosed information shall be released via the approved stock exchange procedure for company announcement, as well as through the annual report.

20.4 The Board shall commit at all times to full disclosure of material information dealings. It shall cause the filing of all required information through the appropriate Exchange mechanisms for listed companies and submissions to the Commission for the interests of its stockholders and other stakeholders.

21. Effectivity

The Revised Manual on Corporate Governance was approved by the Board of Directors on October 29, 2026 and shall take effect immediately. It supersedes the previous Manual on Corporation Governance that was approved and adopted by the Corporation, with version dated February 2021.

WILLY N. OCIER
Chairman

MICHELLE T. HERNAÑDEZ
Compliance Officer