



## CORPORATE GOVERNANCE AND NOMINATION COMMITTEE CHARTER

### 1. Overall Purpose / Objectives

The House of Investments, Inc. (“HI” or the “Company”) has formed a Corporate Governance and Nomination Committee (“CG & Nomination Com” or “Committee”) which is primarily tasked in ensuring compliance with and proper observance of the corporate governance principles and policies, and to select and evaluate candidates nominated to become a member of the Board of Directors and other key positions in accordance with the qualifications and disqualifications prescribed in HI’s Manual of Corporate Governance.

The CG and Nomination Com has adopted this Charter (“Charter”) that contains among others, its purpose/objectives, membership, structure operations, roles and responsibilities and other relevant information pursuant to good corporate governance and nomination.

### 2. Structure and Operations

#### A. Membership

- The HI CG and Nomination Com is composed of at least three (3) members of the Board of Directors, all of whom shall be independent directors, including the Chairman
- The Board shall designate a Chairman who will preside at each meeting of the CG & Nomination Com. If, in any year, the Board does not appoint a Chairman, the incumbent Chairman will continue in office until a successor is appointed.
- Any member of the CG and Nomination Com. Maybe removed and replaced at any time by the Board, and will automatically cease to be a member as soon as he or she ceases to meet the qualifications set out above. The Board will fill vacancies on the CG & Nomination Com by appointment from among qualified members of the Board on the recommendation of the CG & Nomination Com. If vacancy exist on CG &

Nomination Com, the remaining members may exercise all its powers so long as a quorum exists.

#### B. Attendance at Meetings

- Meetings of the CG & Nomination Com Shall be held at least annually. The Chairman may call for a special meeting upon the recommendation of the Chairman of the Board, Chief Executive Office, Compliance Officer, Committee Chairman, HR Head, key officer, employee or shareholder.
- Quorum for meetings of the CG & Nomination Com will be two members.
- The Chairman of the CG & Nomination Com shall propose a list of items to be addressed by the Committee during the year.
- The CG & Nomination Com may invite other persons (e.g. members of the management team, the CEO, COO CFO, head of internal audit, external audit and other resource persons) to its meetings, as it deems necessary.
- The proceedings of all meetings will be minuted.

#### 3. Roles and Responsibilities

To fulfill its responsibilities, the CG & Nomination Com shall:

- Develop and recommend to the Board a corporate governance guideline applicable to the Company. The Committee shall at least, annually and as it deems appropriate, review and reassess the adequacy of such guidelines and recommend and propose changes to the Board for approval.
- Review at least annually the size and composition of the Board as a whole and recommend if necessary, measures to be taken so that the Board reflects the appropriate balance of background, diversity, skills and experience required for the Board as a whole and contains at least the minimum number of independent directors required by the SEC and satisfies any other legal or regulatory requirements, i.e.:
  - a. The Board shall have at least three (3) independent directors, or such number as to constitute at least one-third of the members of the Board whichever is higher, pursuant to the rules and regulations of SEC.
  - b. Independent directors should not, if possible, and all director candidates should have no material financial, economic or other ties to any of the Board or be a member of a board, or otherwise be associated with an entity whose interests of the Company or an entity which is a related party.

- c. Board members should have appropriate and complementary skills set to provide needed guidance to company operations and planning.
  - d. The Committee shall prescribe the procedure in the election/re-election of the Chairman and Board Members.
    - A. Chairman
      - The Chairman of the Board shall be elected yearly by the members of the Board by a secret ballot or as otherwise determined.
    - B. Board members:
      - Board members shall be elected by the plurality of stockholders.
- Make recommendations on the frequency and structure of Board meetings.
  - Monitor and evaluate the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees and committee assignments.
  - Comply with the reporting requirements by the SEC, PSE and other regulatory body such as the Annual corporate Governance Report and other disclosures.
  - Make recommendations concerning any other aspect of the procedures of the Board that the CG & Nomination Com considers warranted, including but not limited to procedures with respect to the non-compliance by the Board of any company rule, guideline, procedure or corporate governance principle.
  - Maintain an orientation program for new directors and continuing education programs for directors.
  - Review and recommend retirement policies for Company directors as may be adopted from time to time.
  - Monitor the performance of the Chief Executive Officer.

The Committee in conjunction with the Remuneration Committee, shall as necessary or appropriate, initiate an annual review and evaluation of the performance of the Chief Executive Officer particularly the following:

- a. Overseeing the development of and approving the company's business objectives and strategy, and monitor their implementation, in order to sustain the Company's viability and strength.

- b. Communication and implementation of the corporation's vision, mission, values and overall strategy and promotion of any organization's or stakeholder's changes in relation to the same.
  - c. Overseeing the operations of the corporation and managing human and financial resources in accordance with the strategic plan.
  - d. Possession of good working knowledge of the corporation's industry and market and how he/she keeps it up-to-date with the core business purpose.
  - e. Directions, evaluation and guidance on the work of the key officers of the corporation.
  - f. Managing the corporation's resources prudently and ensuring a proper balance of the same.
  - g. Providing the Board with timely information and interfacing the Board and employees.
  - h. Building the corporate culture and motivating the employees of the corporation.
  - i. Serving the link between the internal operations and external stakeholder.
- Make reports and recommendations to the Board within the scope of its functions.
  - Recommend to the Board candidates for election or re-election of the Board at each annual meeting of the stockholders of the Company or any other meeting of the company's stockholders where the election of directors is considered. The Committee shall beforehand, prescreen and shortlist all candidates nominated to become a member of the Board of directors in accordance with the qualifications and disqualification enumerated in the Company's Manual of Corporate Governance. It shall also review and evaluate the qualifications of those persons nominated to other positions requiring appointment by the Board of Directors. The Committee shall provide a final list of all qualified nominees to the Board.
  - Recommend to the Board candidates for election by the Board to fill vacancies occurring on the Board. Candidates for Board nomination shall submit credentials and listing of affiliations to assure they meet the requirements of the selection criteria establish by the Committee from time to time. Such credentials and affiliations shall be reviewed by the Committee and the Board as a part of the nomination process.
  - Considers stockholders' nominees in accordance with applicable rules and regulations and develop procedures regarding the nomination process as required by the securities laws and rules and regulations of the PSE.

- Make recommendations to the Board concerning the selection criteria to be used by the Committee in seeking nominees for election to the Board. Nominees for director shall be selected on the basis of 1) whether he/she possesses knowledge, skills, experience and particularly , in the case of non-executive directors, independence of mind given their responsibilities to the Board and in the light of the Company's business and risk profile; 2) a record of integrity, good repute, ability to make independent analytical inquiries and understanding of the Company's business environment; 3) his/her willingness to devote adequate time to Board duties; 4) ability to promote smooth interaction between Board members; and such other specific criteria as may be established by the Committee from time to time.
- Aid in attracting qualified candidates to serve on the Board and interview and otherwise assist in screening of such candidates.
- Evaluate and make recommendations to the, personalities and other characteristics needed to balance the Board, Board concerning structure, composition and functioning of the Board and all Board Committees. In addition, evaluate Board effectiveness, the mix of director experience
- Perform any other activities consistent with this charter, the corporation's by-laws and governing law, as the CG & Nomination Com or as the Board deems appropriate.
- Oversee the evaluation of the Board as a whole, including the overall effectiveness of the organization of the Board.
- Ensure that the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement.
- Update knowledge and understanding on new or recent development concerning matters relevant to CG & Nomination Com's functions and responsibilities.
- Adopt rating systems for its overall level of compliance based on certain parameters as mandated by the applicable Corporate Governance Code.

#### **4. Compliance with laws, rules and regulations**

The Compliance Officer shall monitor, review evaluate and ensure the compliance by the corporation, its officers and directors with the relevant laws this charter, rules and regulations and all governance issuance of regulatory agencies. Through this Committee, he/she shall keep the Board informed of all new requirements and compliance matters. He/she shall also offer procedures or solutions with respect to the non-compliance by the Company of any rule, guideline, procedure or any corporate governance principle.

**5. Charter Review**

The Board shall review and assess the adequacy of this charter annually or as the need arises.

**6. Effective Date**

This Charter shall take effect upon approval of the Corporate Governance and Nomination Committee and replaces all previous Charters.

**CORPORATE GOVERNANCE AND NOMINATION COMMITTEE:**

(SGD) JUAN B. SANTOS  
Chairman

(SGD) ROBERTO F. DE OCAMPO, OBE  
Member

(SGD) JOHN MARK S. FRONDOSO  
Member