



HI

HOUSE OF INVESTMENTS, INC.

A YGC Member

9th Floor, Grepalife Bldg., 221 Sen. Gil J. Puyat Avenue, Makati City

LEAD INDEPENDENT DIRECTOR CHARTER

This Lead Independent Director Charter (this “Charter”) has been adopted by the Board of Directors (the “Board”) in connection with its oversight of the management and business affairs of House of Investments, Inc. (the “Company”) and in consonance with provisions III A (3) and D of HI’s Revised Manual on Corporate Governance.

APPOINTMENT AND ORGANIZATION

The Lead Independent Director shall be elected from among the independent directors in case the Chairperson is not independent from Management, such as when the position of Chairman of the Board and Chief Executive Officer are held by the same person.

The Lead Independent Director will be annually elected by the Board of Directors. Although elected annually, the Lead Independent Director is generally expected to serve for more than one year. The Lead Independent Director may be removed or replaced at any time with or without cause by a majority vote of the Board of Directors. The identity of the Lead Independent Director shall be disclosed in the Company’s annual proxy statement.

For purposes of this Charter, “independent” means meeting the requirements for independent directors in the Manual on Corporate Governance (D) Qualifications of Independent Directors.

ABSENCE OF LEAD INDEPENDENT DIRECTOR

If the Lead Independent Director is not present at any meeting of the Board, a majority of the independent directors present may select an independent director to act as Lead Independent Director for the purpose and duration of such meeting.

DUTIES AND RESPONSIBILITIES

The specific powers, duties, and responsibilities of the Lead Independent Director are as follows:

1. Preside at all meetings of the Board of Directors at which the Chairman is not present, including any executive sessions of the Independent Directors.
2. Convene and chair meetings of the Independent Directors.
3. Serve as an intermediary between the Chairperson and the other directors, if and when necessary;

4. Convene and chair meetings of the non-executive directors with the external auditor and heads of internal audit, compliance and risk, as may be needed; and

5. Contribute to the performance evaluation of the Chairperson, as required.

6. Fulfill such other responsibilities and carry out such special projects as the Board may from time-to-time request.

CHARTER REVIEW

On an annual basis, the Lead Independent Director, in consultation with the Independent Directors, shall review this Charter and recommend to the Board of Directors for approval any modifications or changes.

APPROVAL DATE

Approved and adopted by the Board of Directors on June 20, 2022.