

BOARD NOMINATION AND ELECTION POLICY

1. Purpose

This Policy establishes a transparent, fair, and objective, qualification-based process for the nomination and election of directors to ensure an effective and independent Board, protect shareholder rights, and promote compliance with applicable laws and corporate governance standards.

2. Scope

This Policy applies to nomination and election of Board of Directors of House of Investments, Inc.

3. General Policies

3.1 The Corporate Governance, Nomination and Related Party Transaction (CGNRPT) Committee shall oversee the process for the nomination and election of the Board of Directors.

3.2 The CGNRPT Committee shall pre-screen and shortlist all board nominees in accordance with the qualifications and disqualifications set forth in the Company's Manual on Corporate Governance, Board Charter and applicable laws, rules, and SEC and PSE issuances, as amended.

3.3 The Corporation or any shareholder may engage a professional search firm or other external source to identify potential director nominees, provided such nominees meet the standards, criteria, and qualifications set forth in the Corporation's Policies and Corporate Governance Code.

3.4 Any shareholder, including minority shareholders, may submit nominations for election to the Board of Directors, including independent directors in accordance with the Company's By-Laws, Manual on Corporate Governance, and Board and Committee Charters.

3.5 All nominations for election of directors by the stockholders shall be submitted in writing to the President and the Corporate Secretary at the Corporation's principal place of business at least sixty (60) working days before the regular or special meeting of stockholders for the purpose of electing directors.¹ All nominations shall be duly endorsed and submitted to the CGNRPT Committee for evaluation.

3.6 Prior to endorsement to CGNRPT, each nominee shall be required to submit a duly accomplished and notarized Statement of Eligibility and Conflict of Interest, which shall serve as (i) an Affidavit of Eligibility as Director or Independent Director, as applicable, and (ii) a Conflict- of-Interest Statement, both in the form prescribed by the Corporation. The template for the Statement of Eligibility and Conflict of Interest is attached hereto as Annex "A" and shall form an integral part of this Policy.

¹ Par 6, Section 6 of Article II, By-Laws

3.7 The CGNRPT Committee shall convene at least two (2) weeks before the submission of Preliminary Information Statement with the Securities and Exchange Commission (SEC), to pre-screen all nominees and shall submit to Corporate Secretary the final list of candidates. The profiles of all nominees shall be disclosed in the Company's Preliminary and Definitive Information Statements and published in the HI website, and included in such other reports as may be required to be filed with the SEC. Upon submission of the final list, no further nominations shall be accepted or considered.

3.8 All directors are elected at the Company's Annual Stockholders' Meeting (ASM) except when there is a vacancy thereafter which is filled by the Board of Directors at a board meeting.

3.9 . The following provisions shall govern the election of directors:

- a) At all elections of directors, there must be present, either in person or through remote communication or in absentia or through a representative authorized to act by written proxy, the owners of majority of the outstanding capital stock of the corporation. A stockholder who participates through remote communication or in absentia shall be deemed present for purposes of quorum.²
- b) The members of the Board of Directors must have at least one (1) share of the capital stock of the corporation. The corporation shall conform with the requirement to have such number of independent directors as may be required by law or regulations, and with the procedures for the nomination and election of independent directors as required by law or regulations.³
- c) Said stockholders may:
 - i. vote such number of shares for as many persons as there are directors to be elected⁴;
 - ii. cumulate said shares and give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares owned⁵; or
 - iii. distribute them on the same principle among as many candidates as he may see fit; provided, that the total number of votes cast by him shall not exceed the number of shares owned by the stockholders as shown in the books of the Corporation multiplied by the whole number of directors to be elected; provided, however, that no delinquent stock shall be voted.⁶
 - iv. may also vote through remote communication or in absentia, in which case, they shall be deemed present for purposes of quorum. Provided,

² Par 2, Section 6 of Article II, By-Laws

³ Par 3, Section 6 of Article II, By-Laws

⁴ Section 23, Revised Corporation Code

⁵ Section 23, Revised Corporation Code

⁶ *Ibid.*

however, that the votes are received by the Secretary before the Corporation finishes the tally of votes.⁷

- d) Candidates receiving the highest number of votes shall be declared elected. If no election is held, or the owners of majority of the outstanding capital stock or majority of the members entitled to vote are not present in person, by proxy, or through remote communication or not voting in absentia at the meeting, such meeting may be adjourned.⁸
- e) The non-holding of elections and the reasons therefor shall be reported to the SEC within thirty (30) days from the date of the scheduled election. The report shall specify a new date for the election, which shall not be later than sixty (60) days from the scheduled date. If no new date has been designated, or the rescheduled election is likewise not held, the SEC may, upon the application of a shareholder, and after verification of the unjustified non-holding of the election, summarily order that an election be held.⁹

3.10 An Independent Director may be re-elected provided that his or her cumulative service as Independent Director has not exceeded nine (9) years, whether continuous or intermittent, and subject to continued compliance with independence, qualification, and disclosure requirements under applicable laws, SEC rules, and this Policy, as determined by the CGNRPT Committee and approved by the stockholders.

3.11 If any vacancy shall occur among the directors by death, resignation or otherwise, such vacancy may be filled by the remaining directors at any meeting at which a quorum shall be present. In case of vacancy in the Board, the remaining directors shall continue to act, but if at any time their number be reduced to less than a quorum, the directors shall call a special meeting of the stockholders for the purpose of filling such vacancies.¹⁰

3.12 Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting.¹¹

4. Policy Review

The CGNRPT Committee shall conduct an annual review of this Policy to evaluate its effectiveness and recommend any necessary amendments to the Board.

5. Effectivity

This Policy shall take effect upon approval by the Board of Directors and shall remain in force unless amended or superseded by subsequent policies or guidelines.

⁷ Par 2, Section 5 of Article II, By-Laws

⁸ Section 23, Revised Corporation Code

⁹ *Ibid*

¹⁰ Section 2 of Article III, By-Laws

¹¹ Par 2, Section 2 of Article III, By-Laws

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ANNEX "A"

STATEMENT OF ELIGIBILITY AND CONFLICT OF INTEREST

REPUBLIC OF THE PHILIPPINES)
CITY/MUNICIPALITY OF _____) S.S.

I, _____, of legal age, _____,
_____, and residing at _____, after having
been duly sworn in accordance with law, hereby depose and state that:

1. I possess all the qualifications and none of the disqualifications required under the Revised Corporation Code of the Philippines, applicable SEC rules and regulations, and the Corporation's Corporate Governance policies;
2. If nominated as an Independent Director, I certify that I am independent of management and free from any business or other relationship that could materially interfere with the exercise of independent judgment, and that my cumulative service as Independent Director has not exceeded nine (9) years;
3. If elected, I accept my designated role as Director / Independent Director of House of Investments, Inc. and shall faithfully discharge my duties with due care, loyalty, and diligence, in accordance with law and good corporate governance;
4. I have disclosed, to the best of my knowledge, all existing or potential conflicts of interest relevant to the Corporation;
5. Except as disclosed below, I have no interest or relationship that may conflict with the interests of the Corporation;

None

With disclosure (please specify): _____

6. I undertake to promptly disclose to the Corporation any matter that may affect my qualifications or independence or any conflict of interest that may arise during my term, abstain from deliberation and voting on matters involving such conflict, and comply with all applicable policies and laws;
7. I understand that failure to disclose a conflict of interest may be grounds for disqualification or removal.

IN WITNESS WHEREOF, I have hereunto set my hand this ___ day of _____
20___, in _____, Philippines.

Affiant

SUBSCRIBED AND SWORN to before me this ___ day of _____ 20___, affiant
having presented to me a competent proof of identity.

Doc. No. _____;
Page No. _____;
Book No. _____;
Series of _____.

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