	Cirtek Holdings Philippines Corporation	Issue Date October 11, 2019
CORPORATE GOVERNANCE AND COMPLIANCE COMMITTEE		
CHARTER		Page 1 of 4

This Charter establishes the composition, role, responsibilities and operations of the Corporate Governance and Compliance Committee (the “Committee”) of the Board of Directors (“Board”) of Cirtek Holdings Philippines Corporation (the “Company”).

1.COMPOSITION

The Committee shall be composed of at least three (3) members, all of whom shall be independent directors.

2. ROLE


The Committee is tasked to assist and advise the Board in its corporate governance and compliance responsibilities.

3. DUTIES AND RESPONSIBILITIES

3.1 CORPORATE GOVERNANCE

The Committee shall ensure compliance with and adherence to good corporate governance principles and practices, and shall:

- a. Oversee the implementation of the Company’s corporate governance framework and periodically review the said framework to ensure that it remains appropriate and relevant in light of international best practices and the material changes to the Company’s size, complexity and business strategy, as well as its business and regulatory environment.
- b. Oversee the annual self-assessment/performance evaluation of the Board and the Board Committees, as well as the Management, the Chairman of the Board and individual directors, and conduct an annual self-evaluation of its own performance.
- c. Ensure that every three (3) years, the assessment cited in item 3.1 (b) should be supported by an external facilitator.
- d. 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.


	Cirtek Holdings Philippines Corporation	Issue Date October 11, 2019
CORPORATE GOVERNANCE AND COMPLIANCE COMMITTEE		
CHARTER		Page 2 of 4

- e. Recommend continuing education and training programs for directors and key officers, compliant with the required minimum hours for new and incumbent directors prescribed by regulatory authorities.
- f. Adopt good corporate governance policies and ensure that these are reviewed and updated regularly, and consistently implemented in form and substance.
- g. Ensure that the Company adopts globally accepted standards for sustainability reporting covering non-financial information with emphasis on the Company's evaluation and management of the economic, environmental, social and governance (EESG) issues, risks and opportunities of the Company to optimize business operations, improve competitiveness and shareholder value, and long-term success.
- h. Ensure that the Company provides a comprehensive report for its shareholders and other stakeholders regarding material information on its sustainability and corporate governance practices, and the impact on the Company's business.

3.2 COMPLIANCE

The Committee shall ensure compliance by the Company with all applicable laws, rules and regulations of regulatory authorities as well as the Company's Code of Ethics and Business Conduct, and shall:

- a. Review the effectiveness of the management system for monitoring compliance with (i) the laws and regulations, including, but not limited to, the submission of all reportorial requirements of regulatory authorities; and (ii) the resolutions and action plans based on the results of any assessment or investigation conducted by Management or the Internal Audit Group, and follow-up (including any applicable disciplinary action) of any instance of non-compliance.
- b. Review the findings from any examinations by regulatory bodies, and any audit observations.
- c. Oversee and ensure periodic review and update, as and when necessary, of the Company's Code of Ethics and Business Conduct and the Company's system for monitoring compliance with this Code.

	Cirtek Holdings Philippines Corporation	Issue Date October 11, 2019
CORPORATE GOVERNANCE AND COMPLIANCE COMMITTEE		
CHARTER		Page 3 of 4

- d. Evaluate Management's compliance with the Code of Ethics and Business Conduct.
- e. Ensure effectiveness of the process for communicating the Code of Ethics and Business Conduct, and for monitoring the compliance with the said Code by company personnel.
- f. Obtain regular updates from Management and the Chief Compliance Officer regarding compliance matters.

3.3 OTHER RESPONSIBILITIES

- a. Perform other activities related to this Charter as requested by the Board;
- b. Evaluate the Committee and individual member performance on a regular basis.


4. MEETINGS

The Committee shall meet at least three (3) or four (4) times a year or as often as it considers necessary. Any member may call a meeting of the Committee. A quorum for a meeting of the Committee is two (2) members. A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers or discretions vested in the Committee. The Committee may invite members of Management, consultants/advisors or others to attend meetings and provide pertinent information, as necessary.

The Company's Management and staff shall provide technical assistance and support to the Committee as and when necessary.

5. REPORTING RESPONSIBILITIES

The Committee, through its Chairman, shall report to the Board regarding the Committee actions and activities, including, but not limited to, the Committee findings, deliberations, decisions and recommendations.

	Cirtek Holdings Philippines Corporation	Issue Date October 11, 2019
CORPORATE GOVERNANCE AND COMPLIANCE COMMITTEE		
CHARTER		Page 4 of 4

Further, the Committee shall also submit and present a year-end report to the Board, providing (i) a summary of the Committee's activities during the year, (ii) confirmation of how the responsibilities in this Charter were discharged during the year, (iii) results of the annual self-assessment/performance evaluation of the Board and the Board Committees, as well as the Chairman of the Board, individual directors and Management, and (iv) recommendations as and when it considers appropriate in relation to its duties and responsibilities covering Corporate Governance and Compliance.

6. COMMITTEE ADVISORS

The Committee is authorized to hire independent advisors if it is considered necessary for the proper performance of the Committee functions under this Charter.

7. ANNUAL REVIEW OF CHARTER

The Committee shall conduct an annual review and assessment of the adequacy of the Committee Charter, and propose any changes as may be deemed necessary for Board approval.

8. EFFECTIVITY

This Charter shall take effect on the date of approval hereof by the Board.