



Corporate Governance Committee

CHARTER

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Corporate Governance Committee Charter

Document No.:-

Version. No. 1.0

Governing policy:	N/A
Policy applies to:	<input type="checkbox"/> Company-wide <input checked="" type="checkbox"/> Specific group or employees only
Documented type:	<input checked="" type="checkbox"/> New <input type="checkbox"/> Revision of existing documented information
Policy document status:	<input type="checkbox"/> INITIAL DRAFT <input type="checkbox"/> INITIAL REVIEW <input type="checkbox"/> FINAL REVIEW <input checked="" type="checkbox"/> APPROVED
Policy / Process Control Review Authority:	Compliance Management Group Corporate Governance and Data Privacy Group
Compliance governance review officer:	Atty. Laurice P. Esteban-Tuason Corporate Compliance Officer
Board approval authority:	Jose P. de Jesus Chairman of the Board Chairman of the Corporate Governance Committee
Implementation effectivity date:	August 2021
Approval Date of last revision	N/A
Effectivity Date of last revision	N/A
Date of governing policy review*	August 2022
*unless otherwise indicated, this policy will still apply beyond the review date.	
Related legislation, standards, policies, procedures, guidelines, and local protocols	Manual on Corporate Governance

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1. Purpose and Composition

The Board of Directors (the “Board”) of Converge Information and Communications Technology Solutions, Inc. (the “Company”) shall create a Corporate Governance Committee, which shall assist the Board in the performance of its corporate governance functions; and in reviewing and evaluating the qualifications of all persons nominated to the Board and other appointments that require Board approval. The Committee shall also assist the Board in assessing the effectiveness of the Board’s processes and procedures in the election or replacement of directors.

The Committee shall be composed of at least three (3) members, all of whom are independent directors. The Committee shall have a Chairman who shall be appointed by the Board and who shall be an independent director.

2. Duties and Responsibilities

The Committee shall ensure compliance with and proper observance of corporate governance principles and practices and shall determine the nomination and election process for the board directors and other key officers whose appointments require Board approval. It shall have the following duties and functions, among others:

1. Corporate Governance Functions

- 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 Company’s size, complexity and business strategy, as well as its business and regulatory environment;
- b. Review the effectiveness of the system for monitoring compliance with laws, regulations, internal polices and industry standards in relation to corporate governance;
- c. Oversee the periodic performance evaluation of the Board and its committees as well as executive management, and conduct an annual self-evaluation of its performance;
- 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;
- e. Recommend continuing education or training programs for directors, assignment of tasks to board committees, succession plan 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 training for the members of the Board;
- h. Review and approve the Company’s policies and standards which reflect the Company’s reputation; and

- i. Oversee the performance of the Ethics Committee of the Company.

2. Nomination Functions

The Committee shall assist the Board in determining the nomination for directors and other key officers whose appointments require Board approval. The Company is not precluded from adding other key management officers which it may deem will require Board approval.

In view thereof, the Committee shall have the following duties and functions, among others:

- a. Review and oversee the composition of the Board and make recommendations to ensure compliance with applicable laws, rules and regulations as well as the Company's By-Laws and Manual on Corporate Governance;
- b. Screen and evaluate the qualifications and disqualifications of the nominees to the Board of Directors in accordance with the By-laws, Manual on Corporate Governance, Board Charter and relevant laws, rules and regulations, and provide its recommendation to the Board of Directors for approval;
- c. Identify and recommend qualified individuals for nomination and election to the Board as an Independent Director, each of whom can add value and contribute independent judgment to the formulation of sound corporate strategies and policies. For this purpose, the Committee may use professional search firms or other external sources of candidates to search for qualified candidates to the Board;
- d. Ensure that a formal and transparent nomination process is developed;
- e. Review and evaluate the qualifications of persons nominated to other positions which require appointment by the Board, and provide guidance and advice as necessary for appointments by the Chairman of the Board of Directors or President;
- f. Assess the effectiveness of the Board's processes and procedures in the election or replacement of Board members and in appointing officers or advisors, and develop, update and recommend to the Board policies for considering nominees for directors, officers or advisors;
- g. Consider and recommend to the Board other qualifications for directors, including independence criteria/standards for independent directors, which are aligned with the Company's vision, mission and corporate strategy, that now or may hereafter be provided in relevant laws or any amendments thereto;
- h. Consider and recommend to the Board the appointment of key management officers whose appointments require Board approval; and
- i. Perform such other duties and responsibilities that may be delegated by the Board to the Committee from time to time.

3. Meetings and Resources

The Chairman shall preside during the meetings. The Committee shall appoint a Secretary, who may or may not be a director or member of the Committee, to prepare minutes of meetings of the Committee and keep appropriate records thereof, if necessary.

The Committee shall only act as a committee and the individual members thereof shall have no powers as such. A majority of the whole number of members shall constitute a quorum for the transaction of business and every decision of a majority of the quorum duly assembled shall be valid as an act of the Committee. Each member shall have one (1) vote. In case of a deadlock in the voting, the Chairman of the Committee shall break the deadlock by casting a second vote.

Regular meetings may be held at such time and place and upon such notice, if any, as the Committee may prescribe. However, at the minimum, the Committee should meet twice a year. Special meetings may be called by the Chairman of the committee or by request of a majority of the Committee members with at least one day's notice of the time and place of the meeting. Meetings may be held at any time and place without notice if all the members are present or of those not present waive notice in writing before or after the meeting. Meetings may be held in person or via telephone or video conference.

Key matters discussed at such meetings are to be presented at the next succeeding meeting of the Board. Relevant information on meetings shall be included in the Company's annual report.

4. Performance Evaluation

The members of the Committee shall evaluate the Committee's performance in the discharge of its duties and responsibilities under this committee charter using as standard the best practices set out in memorandum circulars and other issuances of the Securities and Exchange Commission, the Integrated Annual Corporate Governance Report, and the ASEAN Corporate Governance Scorecard concerning corporate governance committees. Committee members shall fill up a self-assessment questionnaire that is developed by the Corporate Governance Committee.

The results of the performance evaluation and any recommendation for improvement shall be reported to the Board.

5. Annual Review

This Charter shall be reviewed by the Committee annually. Any proposed changes shall be submitted and approved by the Board.

6. Disclosure

This Committee Charter shall be fully disclosed on the company's website.

7. Related document references

- Manual on Corporate Governance