



Nomination and Election

POLICY

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Nomination and Election Policy

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1. Objective

Pursuant to the nominations functions of the Corporate Governance Committee (the “Committee”) of Converge Information and Communications Technology Solutions, Inc. (the “Company”) and its Board of Directors (the “Board”), the Committee has written this policy on the nomination and election of the board of directors and officers in key management positions that require board approval.

2. Nomination Process for Members of the Board

The Committee shall observe the following process and criteria in receiving and evaluating nominations to the Board in line with the Company’s strategic directions:

1. All stockholders of the Company, regardless of the number of shares held, have the right to submit nominations for director. All nominations for director shall be in writing;
2. All written nominations from stockholders of nominees for director, which are received on or before the record date of the stockholders’ meeting where directors are to be elected, shall be forwarded to the Committee. Nominations shall indicate (i) the complete name of the nominating stockholder, along with his/her address and/or other contact details, and the number of shares he/she owns directly or beneficially (for purposes of validating that he/she is a stockholder of the Company); and (ii) the complete name(s) of the stockholder(s) being nominated and his/her/their contact details;
3. Each nominee shall be screened and his/her qualifications evaluated by the Committee taking into consideration the qualifications required and the disqualifications of directors which are provided in the Company’s Manual on Corporate Governance, by-laws, the Company Code, SEC issuances, other applicable regulations and laws. The Committee shall also take into consideration other factors such as academic attainment, the breadth of professional experience, professional affiliations, and other such factors which will be relevant in making a determination of whether the nominee has the qualities of a director which are aligned with the strategic direction, values and culture of the Company. The Committee shall further take into consideration the number of directorships being held by the nominee in other Companies in so far as the same may limit his/her ability to diligently and effectively perform the duties and responsibilities of a director of the Company.
4. A nominee for independent director shall further be evaluated taking into consideration the added qualifications required of independent directors which are provided in the Company’s Manual on Corporate Governance, by-laws, SEC issuances, and other applicable regulations

and laws, and shall be required to submit a Certification of Independent Director which conforms to the requirements of the SEC for the same, should the nomination be accepted.

5. The list of all nominees who, after evaluation by the Committee have been found to have the qualifications and none of the disqualifications, and who accept their nomination, shall be submitted to the Board at least thirty (30) business days prior to the date of the stockholders' meeting where directors are to be elected.
6. The nominees approved by the Board are recommended for election as directors at the meeting of the stockholders where directors are to be elected.

In case of vacancy in the Board other than removal of a director or expiration of term, the Committee shall likewise determine and identify the qualified nominee and recommend to the Board, if the remaining directors still constitute a quorum, to elect such qualified nominee to fill the vacancy.

The Company shall endeavor to use professional search firms or other external sources of candidates (such as director databases set up by director or shareholder bodies) when searching for candidates to the board of directors to be presented to the Committee.

In case of vacancy in the Board Committees, the Committee shall identify and recommend directors to fill vacancies in any of the Board Committees, taking into account the requirements set forth in their respective charters.

3. Nomination Process for Key Management Positions

1. The Committee shall review and evaluate the qualifications of all persons nominated to positions in the Company which require appointment by the Board, such as but not limited to the following:
 - a. Chief Executive Officer
 - b. President, Chief Resources Officer and Chief Risk Officer
 - c. Chief Operations Officer
 - d. Chief Strategy Officer
 - e. Chief Technology Officer
 - f. Chief Information Officer
 - g. Chief Customer Experience Officer
 - h. Treasurer
 - i. Corporate Secretary

- j. Internal Audit Director
- k. Corporate Compliance Officer
- l. Investor Relations Officer

The Company is not precluded from adding other key management officers which it may deem will require Board approval.

2. In conducting its review, the Committee shall consider the following factors:

- a. Duties and responsibilities of the position/s under consideration;
- b. For the nominees:
 - (i) Level of knowledge on the Company's business;
 - (ii) Potential to assume greater responsibility in the organization;
 - (iii) Ability, integrity and expertise; and
 - (iv) Results of previous performance assessments

3. The Committee's review of the management succession plan shall also take into account relevant human resource policies of the Company and its vision, mission and overall corporate strategy.

4. Assessment of this Policy

An assessment of the effectiveness of the process in this policy shall be included in the assessment of the performance of the Corporate Governance Committee.

5. Related document references

- Manual on Corporate Governance