



CORPORATE GOVERNANCE COMMITTEE CHARTER

I. PURPOSE

The Corporate Governance Committee (“CG Committee”) of PGA Sampo Insurance Corporation (the “Company”) is established to support the effective performance of the Board of Directors (“Board”) particularly with respect to its key corporate governance responsibilities, including the functions that were formerly assigned to the Nomination and Remuneration Committee.

The CG Committee is tasked to ensure compliance with and proper observance of corporate governance principles and practices embodied under the Insurance Commission’s Revised Code of Corporate Governance and the Company’s Corporate Governance Manual.

II. COMPOSITION

The CG Committee shall be composed of at least three (3) members, the majority of whom shall be Independent Directors, including the Chairman.

III. DUTIES AND RESPONSIBILITIES

The CG Committee shall have the following duties and functions:

1. Oversees the implementation of the corporate governance framework and periodically reviews 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 environments;
2. Oversees the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance;
3. Ensures 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;
4. Recommends continuing education/training programs for directors, assignment of tasks/projects to board committees, succession plan for the board members and senior officers, and remuneration packages for corporate and individual performance;
5. Adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance;
6. Proposes and plans relevant trainings for the members of the Board;

7. Determines the nomination and election process for the Company's Directors and has the special duty of defining the general profile of board members that the Company may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board; and
8. Establishes a formal and transparent procedure to develop a policy for determining the remuneration of directors and officers that is consistent with the Company's culture and strategy as well as the business environment in which it operates.

Assume the following functions that were formerly assigned to the Nomination Committee:

1. Review the structure, size and composition of the Board and number of Independent Directors to ensure compliance with the regulatory requirements;
2. Develop the criteria and qualifications for membership on the Board.
3. Recruit, review, nominate and recommend candidates for election to the Board or to fill vacancies on the Board;
4. Review the proposed candidates and conduct appropriate inquiries into the background and qualifications of any such candidates;
5. Recommend to the Board on the appointment, re-election and retirement of Directors;
6. Annually evaluate the Board's and management's performance.
7. Annually evaluate the Committee's performance and report to the Board the result of the evaluation;
8. Develop and make recommendations to the Board on the corporate governance guidelines for PGA SOMPO; and
9. Exercise oversight function in the implementation and compliance with the Corporate Governance Manual.

Assume the following functions that were formerly assigned to the Remuneration Committee:

1. Review and approve the general remuneration and benefit policies of the Company;
2. Review and approve the Management's remuneration proposals;
3. Annually review and approve the corporate goals and objectives relevant to the compensation of the President and CEO;
4. Annually evaluate the President and CEO's performance and set the compensation based on the evaluation;

5. Review and make recommendations to the Board with respect to, or approve, any incentive compensation plans and equity-based plans to be adopted by the Company;
6. Annually review the remuneration trends across the Company, having regard to any major changes in employee benefit structure, and review the ongoing appropriateness and relevance of the remuneration policy adopted by the Committee;
7. Annually review executive compensation trends and policies and make relevant modifications to the policies and practices to take into account the market practice;
8. Oversee any major changes in the employee benefit structures throughout the Company; and
9. Oversee the implementation and administration of the compensation plans of the Company.

IV. MEETINGS

The CG Committee shall hold meetings at such times and places as it considers appropriate provided that not less than four (4) meetings shall be held each year.

The meetings shall be upon a call of the Chairman of the Committee or at least majority of the members, with the majority of them present in person or via tele/videoconferencing.

V. REMUNERATION OF THE MEMBERS

The members of the CG Committee shall not receive any fees or remuneration in their capacity as such and in connection with the services provided with the Committee except for per diems as may be authorized and approved by the Board.

VI. RESOURCES AND AUTHORITIES

1. The Committee shall have the resources and authorities appropriate to discharge its functions, duties, and responsibilities including the authority to engage appropriate internal and external consultants and other experts;
2. The Committee shall report directly to the Board on its decision or recommendation unless there are legal or regulatory restrictions on its ability to do so;
3. The Committee shall have the right to require Management of the Company to attend the Committee Meetings or to provide information and reports that may be required in performing its duties.

V. PERFORMANCE ASSESSMENT

1. The Committee shall be subject to an annual performance evaluation by the Board;
2. Such assessments shall cover the following aspects:
 - a. The Committee Charter and the requirements thereto;
 - b. Composition of the Committee;
 - c. Duties and Responsibilities;
 - d. Meetings; and
 - e. Individual Performance of the Members including their attendance at the Committee meetings.

VI. AMENDMENT OF THE CHARTER

The Committee shall revisit, review, and evaluate the contents of this Charter at least annually. The updates and amendments thereto shall be approved by the Board.

This CG Committee Charter was approved by the Board on May 28, 2020.