

- Only the Committee Chairman and members are entitled to be present at the Audit, Nomination, and/or Remuneration committee meetings but others may attend at the invitation of a particular committee.
- Philamlife Board shall identify in its Annual Report any non-executive director it considers to be independent.
- Philamlife shall ensure that each director does not have, directly or indirectly, a financial, legal or other relationship with the Company that would reasonably interfere with the exercise of independent judgment in carrying out the responsibilities of the director.

#### **B. Multiple Board Seats**

- The optimum number of directorships shall be generally related to the capacity of a director in performing his duties diligently.
- The CEO and other executive directors shall submit themselves to a low indicative limit (four or lower) on membership in other corporate boards.
- The same low limit also applies to independent non-executive directors who serve as full-time executives in other corporations
- There can be a higher indicative limit (five or lower) for other directors who hold non-executive position in any corporation. In any case, the capacity of directors to serve with diligence shall not be compromised.

### **APPOINTMENTS TO PHILAMLIFE BOARD OF DIRECTORS**

- There shall be formal, rigorous, and transparent procedures for the selection and appointment of new directors of the Board.
- Appointments to Philamlife Board of Directors shall be made on merit and subject to objective criteria.
- Careful deliberation and consideration shall be done to ensure that appointees have enough time for the job. This is particularly important in the case of Chairmanship.
- Plans shall be in place for orderly succession to the Board and that of the senior management level in order to maintain a balance of appropriate skills and experiences within the Company.

Board members shall be appointed to the following Committees:

#### **A. Audit Committee**

Philamlife Audit Committee shall carry out its responsibilities relating to the Company's financial, accounting, and reporting processes, Philamlife's system of internal accounting and financial controls, Philamlife's compliance with related legal and regulatory requirements, and the fairness of transactions between the Philamlife and related parties. In furtherance of this purpose, Philamlife Audit Committee shall have the following responsibilities and authority:

- Shall be comprised of independent board members, preferably with accounting and finance experiences.
- Provides oversight of the Company's internal and external auditors