SECTION 1. INTRODUCTION

The Board of Directors of PHINMA CORPORATION (the "Company") is the governing body of the Company elected by the stockholders and mandated by law to exclusively exercise the powers of the corporation, conduct all its business and control its properties. The Board is the ultimate authority in the Company in matters of governance and in managing the corporate business. The Board, acting as a Board, has full power and authority to manage the business of the Company and to exercise their best business judgment consistent with the fiduciary duties of the Board and its members.

This Charter of the Board of PHINMA Corporation formalizes and clearly states its roles, responsibilities and accountabilities in carrying out the fiduciary duties of the Board. This Charter is adopted to serve as a guide to the directors in the performance of their functions as such.

This Charter supplements and complements, and does not supersede, the Company's Articles of Incorporation and By-Laws, the Corporation Code of the Philippines, and relevant rules, regulations, and policies promulgated by competent government authority, among them the Code of Corporate Governance for Publicly Listed Companies (Memorandum Circular No. 19, Series of 2016), promulgated by the Securities and Exchange Commission ("SEC") and succeeding Codes.

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SECTION 2. COMPOSITION OF THE BOARD OF DIRECTORS

2.1. Number of Directors

The Board shall be composed of at least five (5), but not more than fifteen (15) members and shall have at least three (3) independent directors, or such number as to constitute at least one-third of the members of the Board, whichever is higher, a majority of whom shall be non-executive directors.

2.2. Board Competency

The Board shall be composed of directors with a collective working knowledge, experience or expertise that is relevant to the Company's industry/sector, with an appropriate mix of competence and expertise, each of whom can add value and independent judgment in the formulation of sound corporate strategies. Its members shall remain qualified for their positions individually and collectively, to enable it to fulfil its roles and responsibilities and respond to the needs of the organization based on the evolving business environment and strategic direction.

Each director must possess the necessary qualifications to effectively participate in, and help secure independent judgment on corporate affairs and to provide proper checks and balances.

2.3. Board Diversity

Directors are elected on the basis of merit. Within that key principle of merit, there shall be diversity among the members of the Board as to gender, age, ethnicity, background, skills and business.

2.4. Qualifications and Disqualifications of Directors

The qualifications and disqualifications for election to the Board of Directors are set forth in the Company's Amended By-laws, Manual on Good Corporate Governance.

2.5. Independent Directors

The Board shall have at least three (3) Independent Directors, or such number of Independent Directors as may be consistent with law. To be considered independent, a Director shall be independent of management and the controlling shareholder, and is free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director.

SECTION 3. DIRECTORS' TERM OF OFFICE; TERM LIMITS FOR INDEPENDENT DIRECTORS

3.1. Directors shall hold office for a term of one (1) year, immediately upon their election and until their successors shall have been duly elected and qualified in accordance with the By-Laws of the Company and the Corporation Code.

3.2. Independent Directors shall serve for such maximum term as may be required by law, corporate governance codes, and other pertinent rules of the SEC, but may continue to qualify for nomination and election as a non-independent director.

In the instance that the Board in its best judgment believes that it is beneficial to the Company to retain an Independent Director who has served for such maximum term, the said Independent Director may be retained for meritorious justification/s provided by the Board and with shareholders' approval as may be required under the circumstances.

SECTION 4. DUTIES AND RESPONSIBILITIES OF THE BOARD

4.1. General responsibilities of the Board and directors

The Board shall exercise the corporate powers, conduct the business, and control the properties of the Company and shall be responsible for fostering the long-term success of the Company and securing its sustained competitiveness in a manner consistent with its corporate objectives and the best interests of its stockholders and other stakeholders.

4.2. Consistent with the director's three-fold duty of obedience, diligence and loyalty to the Company, a director shall:

a) Act within the scope of power and authority of the Company and the Board as prescribed in the Articles of Incorporation, By-Laws, and in existing laws, rules and regulations;

b) Exercise the best care, skill and judgment, and observe utmost good faith in the conduct and management of the business and affairs of the Company; and

c) Act in the best interest of the Company and for the common benefit of the Company's stockholders and other stakeholders.

4.2.1.

4.3. Specific duties and responsibilities of the Board

To ensure a high standard of governance for the Company, and to promote and protect the interest of the Company, its stockholders and other stakeholders, the Board shall:

a) Oversee the development of and approve the company's business objectives and strategy, and monitor their implementation, in order to sustain the company's longterm viability and strength;

b) Adopt and implement an effective succession planning program for key officers and management towards ensuring growth and continued increase in the shareholders' value and shall adopt a policy on retirement age for key officers;

c) Implement a process of selection of directors to ensure a mix of knowledge, expertise and experience and balance among independent, non-executive and executive directors in the context of the needs of the Board, and that each Director can add value and contribute independent judgment to the formulation of sound corporate strategies and policies;

d) Align as practicable the remuneration of key officers and board members with the longterm interests of the Company and oversee Management's adoption of compensation plans and professional development programs for Officers and succession planning for senior Management;

e) Adopt a formal and transparent board nomination and election policy and process that shall be aligned with the strategic direction of the Company and shall include: (i) the right of shareholders to nominate candidates for the Board of Directors; (ii) the review and evaluation of the qualifications of all persons nominated to the Board of Directors; and (iii) an assessment of the effectiveness of the Board's processes and procedures in the nomination, election, or replacement of a director. In addition, it shall include a process of identifying the quality of directors;

f) Constitute committees that it deems necessary to assist the Board in the performance of its duties and responsibilities;

g) Select and appoint the CEO and other Senior Officers as defined under the Company's By-laws;

h) Determine and review, together with Management, the Company's vision, mission and strategic objectives;

i) Oversee Management's implementation of business strategies, plans and objectives and periodically evaluate Management's overall performance;

j) Oversee Management's establishment and maintenance of effective and adequate financial reporting and internal control systems;

k) Oversee Management's adoption and implementation of a system for identifying, monitoring and managing key risk areas, and review Management's reports to the Board on major risk exposures of the Company and the actions taken to monitor, minimize, control or manage such risk;

l) Ensure that the Company has an internal audit system that can reasonably assure the Board and Management that the Company's organizational and operational controls are complied with;

m) Ensure that the Company has an independent audit mechanism for the proper audit and review of the Company's financial statements by independent auditors;

n) Ensure, prior to approval, that minutes of meetings of the Board accurately reflect matters discussed and approved at said meetings;

o) Ensure that the Company complies with all relevant laws, rules and regulations and endeavours to adopt best business practices;

p) Ensure that the Company has an effective investor relations program that will keep stockholders and investors informed of important developments in the Company;

q) Ensure that the Company has a program for communication with the sectors in the community in which the Company operates or which are directly affected by its operations. The Board, in coordination with Management, shall identify the Company's stakeholders in the community in which it operates or are directly affected by its operations and formulate a clear policy of accurate, timely and effective communication with them;

r) Ensure that the Company establishes appropriate governance policies and procedures pursuant to the Company's Manual of Corporate Governance, including, but not limited to, policies on conflict of interest and related party transactions, and oversee the effective implementation thereof;

s) Establish and maintain an alternative dispute resolution system in the Company that can, where practicable or feasible, amicably settle conflicts or difference between the Company and its stockholders and the Company and third parties, including regulatory authorities;

t) Promote social responsibility initiatives, with specific focus on community development, social progress, and environmental management, in accordance with all pertinent Philippine laws, rules and regulations;

u) Adopt a globally-recognized standard or framework in reporting non-financial information, with emphasis on the management of economic, environmental, social and governance (EESG) issues of its business, which underpin sustainability;

v) Adopt a Code of Business Conduct and Ethics and oversee effective compliance.

4.4. Specific Duties and Responsibilities of a Director

A Director should act in a manner characterized by integrity, transparency, accountability and fairness. Consistent with this, a Director shall:

a) Conduct business transactions with the Company fairly. He shall ensure that his personal interest does not conflict with the interests of the Company or affect his independent judgment and the Board's decisions, and fully and immediately disclose an actual or potential conflict of interest that may arise;

b) Devote the time and attention necessary to properly and effectively discharge his fiduciary duties and responsibilities;

c) Act judiciously on matters brought before the Board, thoroughly evaluating the issues involved before making any decision;

d) Exercise independent judgment;

e) Have a working knowledge of the statutory and regulatory requirements that affect the Company and its operations, including the provisions of the Company's Articles and By-Laws, the requirements of the SEC and other regulatory agencies having jurisdiction over the Company, and keep abreast with industry developments and business trends; and,

f) Observe and safeguard confidentiality of non-public information acquired by reason of his position as a Director.

SECTION 5. BOARD MEETINGS

5.1. Frequency

The Board shall hold meetings before the start of the financial year, immediately after the annual stockholders' meeting, at least once every quarter, and on such other days as may be necessary for the business of the Company.

5.2. Schedule of Meetings

The schedule of the regular meetings of the Board shall be determined at the beginning of calendar year.

5.3. Notice of meetings

Notices and reminders of the scheduled Board meetings shall be sent to directors at least three days before the scheduled date by any customary means of communications (e.g. 6 by email, in writing, by telephone, telefax). The notice shall specify the time and place of the meeting.

5.4. Agenda and Board materials

The agenda and materials for the Board meeting, as a general rule and to the extent practicable, shall be distributed to all directors prior to the scheduled Board meeting.

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SECTION 6. THE CHAIRMAN OF THE BOARD

6.1. The Board shall be headed by a competent and qualified Chairman, who shall if practicable be a non-executive director.

6.2. The roles and responsibilities of the Chairman shall include:

a) To ensure that the meeting agenda focuses on strategic matters, including enterprise risks, considering the developments in the business and regulatory environments, key governance concerns, and important issues that could significantly affect operations;

b) To ensure that the Board receives accurate, timely, relevant, concise, and clear information to enable it to make sound decisions;

c) To facilitate discussions on key issues and encourage discussion and debate;

d) To encourage the Board to inquire on reports submitted and representations made by Management;

e) To assure the availability of proper orientation for first-time directors and continuing training opportunities for all directors; and

f) To take appropriate action towards evaluation of Board performance at least once a year and discussion/follow up on such evaluation.

SECTION 7. THE CORPORATE SECRETARY

7.1. The Corporate Secretary shall be primarily responsible to the Company and its shareholders, and shall work with the Chairman, the President and the Board.

7.2. The Corporate Secretary shall, among others, have the following duties and responsibilities:

a) Assist the Board and the Board committees in the conduct of their meetings, including preparing an annual schedule of Board and committee meetings and the annual board calendar, and assisting the chairs of the Board and its committees to set agendas for those meetings;

b) Prepare, safe keep and preserve the integrity of, the minutes of the meetings of the Board and its committees free from interference by the Board, any director or officer of the Company, as well as other official records of the corporation;

c) Keep abreast on relevant laws, regulations, all governance issuances, relevant industry developments and operations of the corporation, and advise the Board and the Chairman on all relevant issues as they arise;

d) Work fairly and objectively with the Board, Management and stockholders and contribute to the flow of information between the Board and management, the Board and its committees, and the Board and its shareholders and as appropriate, its stakeholders;

e) Advise on the establishment of Board committees and their terms of reference;

f) Inform members of the Board, in accordance with the by-laws, of the agenda of their meetings to the extent possible at least five working days in advance, and shall ensure that the members have accurate information that will enable them to arrive at intelligent decisions on matters that require their approval;

g) Attend all Board meetings, except when justifiable causes, such as illness, death in the immediate family and serious accidents, prevent attendance;

h) Perform required administrative functions;

i) Oversee the drafting of the by-laws and ensures that they conform with regulatory requirements; and

j) Perform such other duties and responsibilities as may be provided by law or the appropriate regulatory authority.

SECTION 8. DIRECTORSHIPS IN OTHER BOARDS

The Board may consider the adoption of guidelines on the number of directorships that its members can hold in stock and non-stock corporations. In any case, the capacity of Directors to diligently and efficiently perform their duties and responsibilities to the Company should not be compromised. A director should notify the Corporate Secretary before accepting a directorship in another company.

SECTION 9. ORIENTATION AND CONTINUING EDUCATION PROGRAMS AND TRAINING FOR DIRECTORS

The Board shall adopt a policy on the training of directors, including an orientation program for first-time directors and relevant annual continuing training for all directors.

SECTION 10. COMPENSATION OF DIRECTORS

Directors shall not receive any compensation as such, except for reasonable per diems for attendance at meetings, unless such compensation is provided in the By-Laws or granted by a vote of the stockholders representing at least a majority of the outstanding capital stock of the Company.

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SECTION 11. AMENDMENT

This Charter shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by a resolution of the Board.

SECTION 12. MISCELLANEOUS

12.1. Access to information

The Board shall have reasonably free and full access to all relevant information, data, records, properties and personnel of the Company and sanctions against any officer or employee preventing such free and full access shall be provided.

12.2. Technical assistance

The Board may invite such members of Management and other persons to its meetings and may secure independent expert advice as it may deem desirable or appropriate.

SECTION 13. ADOPTION AND EFFECTIVITY

This Charter of the Board of Directors of PHINMA Corporation was adopted by the Board of the Company on March 6, 2018.

This Charter shall take effect when approved by the Board and shall apply retrospectively

Attest:

Compliance Officer	Corporate Secretary	Chairman of the Board

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