COMMITTEE CHARTER

BUSINESS RISK OVERSIGHT COMMITTEE

AFFINITAS INSURANCE BROKERS, INC.

(Approved by the Board of Directors on December 11, 2024)

1. Purpose

The **Risk Oversight Committee (ROC)** is a standing Committee of the **Board of Directors** of **Affinitas Insurance Brokers, Inc. (AIBI)** established to assist the Board in fulfilling its responsibilities of **identifying, assessing, monitoring, and managing enterprise-wide risks**.

The Committee ensures that risk management practices are aligned with the Corporation's business objectives, strategic plans, and risk appetite, and that ssuch practices comply with applicable laws, regulations, and Insurance Commission (IC) directives. It shall ensure that the AIBI operates within the Board-approved Risk Appetite Statement (RAS) and monitors adherence thereto.

2. Legal and Regulatory Basis

This Charter is adopted pursuant to:

- **Insurance Commission Circular Letter No. 2020-71**, "Corporate Governance Guidelines for Intermediaries";
- **IC Circular Letter No. 2022-17**, "Guidelines on Board Diversity";
- **Revised Corporation Code of the Philippines (R.A. 11232)**; and
- The **Corporate Governance Manual** of Affinitas Insurance Brokers, Inc.

3. Authority

The ROC derives its authority from the **Board of Directors**. It has unrestricted access to information, Management, and external advisers as necessary to discharge its functions effectively. The ROC may recommend engagement of professional experts in risk, audit, or compliance matters, subject to Board approval.

4. Composition

1. The ROC shall be composed of at least **three (3) members of the Board**, majority of whom shall be **non-executive directors**, including at least one (1) **Independent Director** who shall act as **Chairperson**.
2. Members must possess adequate knowledge and experience in risk management, finance, or insurance operations.
3. The **Chief Risk Officer (CRO)** serves as resource person and functionally reports to the ROC.
4. The **Chief Compliance Officer (CCO)** and **Head of Internal Audit** may attend as resource persons when required.
5. Members are appointed annually by the Board and may be re-appointed.

5. Meetings

1. The ROC shall meet **at least quarterly** and as often as necessary.
2. The presence of a **majority of the members** shall constitute a quorum.
3. Meetings may be conducted physically, virtually, or in hybrid mode as allowed by law.
4. The **CRO** shall coordinate with the Chairperson in preparing the agenda and materials at least **five (5) business days** before the meeting.
5. The **Committee Secretary** shall record the minutes and submit them to the Board for notation.

6. Roles and Responsibilities

A. Governance and Oversight

1. Recommend for Board approval the **Risk Management Policy**, **Risk Appetite Statement (RAS)**, and **Enterprise Risk Management (ERM) Framework**.
2. Ensure integration of risk management into corporate strategy, planning, and decision-making.
3. Promote a risk-aware culture throughout the Corporation.

B. Risk Identification and Monitoring

1. Oversee the identification, assessment, and management of all material risks, including:
    a. Strategic and business risks;
    b. Financial, liquidity, and credit risks;
    c. Operational and process risks;
    d. Regulatory, legal, and compliance risks;
    e. Data privacy, information security, and cyber risks;
    f. Anti-Money Laundering and Counter-Terrorist Financing (AML/CTF) risks;
    g. Reputational, conduct, and ESG risks.
2. Review risk dashboards, key risk indicators (KRIs), and stress-testing results prepared by the CRO.
3. Ensure timely escalation and remediation of material risk events or breaches.

C. Business Continuity and Crisis Management

1. Oversee the development, periodic testing, and improvement of the **Business Continuity Plan (BCP)** and **Disaster Recovery Plan (DRP)**.
2. Review lessons learned from incidents and ensure implementation of corrective measures.

D. Coordination with Other Committees

1. Coordinate with the **Audit Committee** on internal control and financial risk issues.
2. Coordinate with the **Corporate Governance Committee** on compliance and governance-related risks.

E. Reporting

1. The Committee shall disclose in the Annual Corporate Governance Report the number of meetings held and members' attendance.
2. Submit a **Quarterly Risk Oversight Report** to the Board summarizing risk exposures, mitigation measures, and emerging trends.

3. Immediately escalate material risk events to the Board and to regulators as required.

4. Support Management in preparing IC risk-related submissions.

F. Evaluation

1. Conduct an **annual self-assessment** of the Committee's performance.

2. Review and recommend amendments to this Charter annually.

7. Secretariat and Records

The **Corporate Secretary** shall designate a **Committee Secretary** to provide administrative support.

All records, minutes, and resolutions of the ROC shall be preserved for a period of **at least five (5) years** and made available to the Insurance Commission upon request.

8. Effectivity and Review

This Charter shall take effect immediately upon approval by the Board of Directors.

It shall be reviewed **annually** or as necessary to ensure continued relevance, adequacy, and compliance with applicable laws and regulations.

CERTIFICATE OF ADOPTION AND ATTESTATION

We, the undersigned, hereby certify that the foregoing **Audit Committee Charter** was **reviewed, approved, and adopted** by the **Board of Directors of Affinitas Insurance Brokers, Inc.** during its meeting held on the 11th day of December 2024, at Makati City, Philippines.

APPROVED BY:

Name	**Position**	**Signature / Date**
Atty. Fidel V. Esquieres	Chairman of the Board	
Mr. Peter Y. Esquieres	President / CEO	
Debbie Ledesma	Independent Director	
Mr. Jose Banta	Independent Director	
Atty. Karlo Emmanuel SJ. Barde	Corporate Secretary	

ATTESTED BY:

Name	**Position**	**Signature / Date**
Debbie Ledesma	Chairperson, Corporate Governance Committee	
Joseph S. Oseo	Chief Compliance Officer	
Atty. Maria Rhona Vergara	Chief Risk Officer	

CERTIFICATION BY THE CORPORATE SECRETARY

This is to certify that the foregoing Charter was duly approved by the Board of Directors of **Affinitas Insurance Brokers, Inc.** in its regular meeting held on December 11, 2024.

IN WITNESS WHEREOF, I have hereunto set my hand this ___ day of MAY 14 2025, 2025, at Makati City, Philippines.

ATTY. KARLO EMMANUEL SJ. BARDE
Corporate Secretary

Noted by:

ATTY. FIDEL V. ESQUIERES
Chairman of the Board

MAY 14 2025

SUBSCRIBED AND SWORN to before me this _____ day of _____, 20__ in Quezon City who exhibited to me his/her CTC/CEI ID. No. _____ issued by _____ issued on _____.

ATTY. RIZAL JOSE F. VALMORES
NOTARY PUBLIC
UNTIL DECEMBER 31, 2026
ADM MATTER NO. 003
PTR NO. 7016197-D 01-02-2025 / Q.C.
IBP No. 472850 / 10-23-2024 / Q.C.
ROLL NO. 28435
MCLE NO. VIII-0008500 / 05-07-2024
Add.: 473 Boni Serrano Road, Barangay San Roque, Murphy, Quezon City

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COMMITTEE CHARTER

AUDIT COMMITTEE

AFFINITAS INSURANCE BROKERS, INC.

(Approved by the Board of Directors on December 11, 2024)

1. Purpose

The **Audit Committee** is a standing committee of the **Board of Directors** of **Affinitas Insurance Brokers, Inc. (AIBI)** created to strengthen the Board's oversight of the integrity of financial reporting, the effectiveness of internal controls, risk management, compliance with laws and regulations, and the performance and independence of internal and external auditors.

2. Regulatory Basis

This Charter is adopted pursuant to:

- **Insurance Commission Circular Letter No. 2020-71**, "Corporate Governance Guidelines for Intermediaries";
- **Revised Corporation Code of the Philippines (R.A. 11232)**; and
- the **Corporate Governance Manual of Affinitas Insurance Brokers, Inc.**

3. Authority

The Audit Committee derives its authority from the Board and has full access to Management, records, and independent advisers necessary to perform its duties. It may request the attendance of any director, officer, or employee to clarify matters under review.

4. Composition

1. Composed of at least **three (3) directors**, with at least one (1) **Independent Director** serving as **Chairperson**.
2. All members shall be financially literate; at least one member must have audit, accounting or finance expertise.

3. Members are appointed annually by the Board and may be re-appointed.
4. The **Head of Internal Audit** shall serve as primary resource person and secretariat support may be provided by the Corporate Secretary's office.

5. Meetings

1. Meet **at least quarterly** and as necessary to discharge its duties.
2. A majority constitutes a quorum.
3. Meetings may be held in person or virtually per applicable law.
4. The agenda and materials shall be distributed at least **five (5) business days** in advance.
5. Minutes shall be kept and submitted to the Board for notation at the next regular meeting.

6. Roles and Responsibilities

A. Financial Reporting and Disclosures

1. Review and recommend Board approval of annual and interim financial statements, with focus on material adjustments, accounting policies, estimates, and compliance with IFRS and IC requirements.
2. Ensure fair and transparent financial reporting to shareholders and regulators.
3. Review management's representation letters and external audit opinions before Board release.

B. Internal Control and Risk Oversight

1. Oversee Management in establishing and maintaining adequate internal controls.
2. Monitor the effectiveness of control frameworks, including IT controls and data security.

3. Review reports of the Risk Oversight Committee on risk exposures with financial implications.

C. Internal Audit

1. Approve the **Internal Audit Charter** and risk-based annual audit plan.
2. Ensure the independence of Internal Audit and adequacy of resources.
3. Review audit reports, management responses, and status of corrective actions.
4. Evaluate the performance of the Head of Internal Audit annually.
5. Operate under a Board-approved Internal Audit Charter reviewed annually by the Audit Committee.

D. External Audit

1. Recommend to the Board the appointment, re-appointment, removal, and audit fees of the external auditor subject to shareholders' ratification.
2. Review the scope, plans, and results of external audits.
3. Confirm auditor independence and non-existence of prohibited non-audit services.
4. Discuss significant audit findings and resolution of any disagreements with Management.
5. The external auditor shall be rotated every five (5) years or as prescribed by the Insurance Commission and other regulatory agencies of the government including BSP, among others.

E. Compliance and Ethics

1. Oversee the implementation of the Compliance Program and Code of Conduct.
2. Review reports from the Chief Compliance Officer on regulatory filings, violations, and whistle-blower cases.
3. Monitor actions taken to remediate identified non-compliance issues.

F. Reporting and Evaluation

1. Report quarterly to the Board on significant audit and control matters.

2. Conduct an **annual self-assessment** of the Committee's performance and the adequacy of this Charter.
3. Recommend updates to the Charter as needed to ensure ongoing IC compliance.
4. Results of the Audit Committee's self-assessment shall form part of the Annual Corporate Governance Report.

7. Secretariat and Records

The Corporate Secretary shall designate a Committee Secretary to record proceedings and maintain files for not less than **five (5) years**. All records shall be available for Insurance Commission examination upon request.

8. Effectivity and Review

This Charter takes effect upon Board approval and shall be reviewed at least annually by the Audit Committee and Corporate Governance Committee to ensure alignment with regulatory and best-practice changes.

CERTIFICATE OF ADOPTION AND ATTESTATION

We, the undersigned, hereby certify that the foregoing **Audit Committee Charter** was **reviewed, approved, and adopted** by the **Board of Directors of Affinitas Insurance Brokers, Inc.** during its meeting held on the 11th day of December 2024, at Makati City, Philippines.

APPROVED BY:

Name	**Position**	**Signature / Date**
Atty. Fidel V. Esquieres	Chairman of the Board	
Mr. Peter Y. Esquieres	President / CEO	
Debbie Ledesma	Independent Director	
Mr. Jose Banta	Independent Director	
Atty. Karlo Emmanuel SJ. Barde	Corporate Secretary	

ATTESTED BY:

Name	**Position**	**Signature / Date**
Debbie Ledesma	Chairperson, Corporate Governance Committee	
Joseph S. Oseo	Chief Compliance Officer	
Atty. Maria Rhona Vergara	Chief Risk Officer	

CERTIFICATION BY THE CORPORATE SECRETARY

This is to certify that the foregoing Charter was duly approved by the Board of Directors of **Affinitas Insurance Brokers, Inc.** in its regular meeting held on December 11, 2024.

MAY 14 2025

IN WITNESS WHEREOF, I have hereunto set my hand this ___ day of _____, 2025, at Makati City, Philippines.

ATTY. KARLO EMMANUEL SJ. BARDE
Corporate Secretary

Noted by:

ATTY. FIDEL V. ESQUIERES
Chairman of the Board

SUBSCRIBED AND SWORN to before me this MAY 14 2025 day of _____, 20__ in Quezon City who exhibited to me his/her CTC/CEI ID. No. _____ issued by _____ issued on _____.

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ATTY. RIZAL JOSE F. VALMORES
NOTARY PUBLIC
UNTIL DECEMBER 31, 2026
ADM MATTER NO. 003
PTR NO. 7016197-D 01-02-2025 / Q.C.
IBP No. 472850 / 10-23-2024 / Q.C.
ROLL NO. 28435
MCLE NO. VIII-0008500 / 05-07-2024
Add.: 473 Boni Serrano Road, Barangay San Roque, Murphy, Quezon City

COMMITTEE CHARTER

Corporate Governance Committee

AFFINITAS INSURANCE BROKERS, INC.

(Approved by the Board of Directors on December 11, 2024)

1. Purpose

The **Corporate Governance Committee (CGC)** is a standing committee of the **Board of Directors** of **Affinitas Insurance Brokers, Inc. (AIBI)** created to assist the Board in the performance of its corporate governance responsibilities. It ensures adherence to good governance principles of integrity, transparency, accountability, and fairness; oversees the nomination and remuneration of directors and officers; and monitors the Corporation's governance framework and compliance with regulatory standards.

2. Legal and Regulatory Basis

This Charter is adopted pursuant to:

- **Insurance Commission Circular Letter No. 2020-71**, "Corporate Governance Guidelines for Intermediaries";
- **Insurance Commission Circular Letter No. 2022-17**, "Board Diversity Guidelines";
- **Revised Corporation Code of the Philippines (R.A. 11232)**; and
- the **Corporate Governance Manual of Affinitas Insurance Brokers, Inc.**

3. Authority

The CGC derives its authority from the **Board of Directors** and has access to Management, employees, and relevant records necessary to carry out its responsibilities.

It may seek the advice of external governance experts or consultants, subject to Board approval, when specialized advice is required.

4. Composition

1. The Committee shall consist of **at least three (3) directors**, majority of whom are **Independent director.**
2. The Committee shall ensure that the Board maintains diversity in gender, age, experience, and expertise, and shall report metrics annually in the Annual Corporate Governance Report.
3. The **Chairperson** shall be **Independent Director**.
4. Members shall possess knowledge and experience relevant to corporate governance, law, insurance, or management.
5. The **Chief Compliance Officer (CCO)** shall serve as resource person and Committee Secretary.
6. Members are appointed annually by the Board and may be re-appointed.

5. Meetings

1. The Committee shall meet **at least quarterly** and as may be necessary.
2. A **majority of members** shall constitute a quorum.
3. The Chairperson may call a special meeting when governance issues or nominations require immediate attention.
4. Minutes shall be recorded and submitted to the Board for notation at the next regular meeting.

6. Roles and Responsibilities

A. Corporate Governance Oversight

1. Oversee the implementation of corporate governance principles and policies throughout the Corporation.
2. Review and recommend updates to the **Corporate Governance Manual**, Board and Committee Charters, and related policies.
3. Ensure the Corporation's governance framework is aligned with regulatory issuances and international best practices.

4. Supervise compliance with the **Insurance Commission Governance Self-Assessment Checklist** and Annual Corporate Governance Report (ACGR).
5. Monitor observance of ethical standards, including the **Code of Conduct**, **Conflict-of-Interest Policy**, and **Whistleblowing Policy**.

B. Board Nomination and Selection

1. Formulate and implement policies on the nomination, selection, and succession of directors and senior officers.
2. Define the qualifications, disqualifications, and competencies required for directors, consistent with IC and regulatory standards.
3. Review and recommend candidates for election or re-election to the Board.
4. Ensure that the Board's composition meets diversity, independence, and competence requirements under **IC Circular 2022-17**.

C. Board Performance Evaluation

1. Oversee the annual **Board, Committee, and Individual Director Performance Evaluation**.
2. Review results of the self-assessment and recommend improvements or corrective actions.
3. Ensure results are disclosed in the Annual Corporate Governance Report.

D. Training and Continuing Education

1. Develop a **Director Orientation and Continuing Education Program**.
2. Ensure all directors complete **at least eight (8) hours of corporate governance training annually** as required by the Insurance Commission.
3. Recommend external or in-house training programs that enhance Board effectiveness.

E. Compensation and Remuneration

1. Recommend a formal and transparent policy on the remuneration of directors and officers consistent with the Corporation's culture and strategy.
2. Ensure that remuneration is fair, reasonable, performance-based, and aligned with long-term interests of the Corporation and its stakeholders.

3. Review and endorse the **Compensation Framework** and succession planning for key management and control officers.

F. Compliance and Reporting

1. Oversee the performance of the **Chief Compliance Officer** in ensuring adherence to laws, rules, and internal policies.

2. Review quarterly compliance reports and significant regulatory findings prior to Board submission.

3. Ensure the timely filing and publication of the **Annual Corporate Governance Report (ACGR)** and other IC-mandated disclosures.

7. Secretariat and Documentation

The **Corporate Secretary**, through the **Chief Compliance Officer**, shall act as Committee Secretary and maintain records of proceedings, reports, and recommendations for at least **five (5) years**. All records shall be made available to the **Insurance Commission** upon request.

8. Evaluation and Review

1. The Committee shall conduct an **annual self-assessment** of its performance and effectiveness.

2. This Charter shall be reviewed annually and updated as necessary to remain consistent with regulatory requirements and best practices.

9. Succession Plan

The Committee shall maintain and annually review a Management Succession Plan covering key executive and control positions.

10. Effectivity

This Charter shall take effect immediately upon approval by the Board of Directors and shall remain in force unless amended or repealed by the Board.

CERTIFICATE OF ADOPTION AND ATTESTATION

We, the undersigned, hereby certify that the foregoing **Corporate Governance Committee Charter** was **reviewed, approved, and adopted** by the **Board of Directors of Affinitas Insurance Brokers, Inc.** during its meeting held on the 11th day of December 2024, at Makati City, Philippines.

APPROVED BY:

Name	**Position**	**Signature / Date**
Atty. Fidel V. Esquieres	Chairman of the Board	
Mr. Peter Y. Esquieres	President / CEO	
Debbie Ledesma	Independent Director	
Mr. Jose Banta	Independent Director	
Atty. Karlo Emmanuel SJ. Barde	Corporate Secretary	

ATTESTED BY:

Name	**Position**	**Signature / Date**
Debbie Ledesma	Chairperson, Corporate Governance Committee	
Joseph S. Oseo	Chief Compliance Officer	
Atty. Maria Rhona Vergara	Chief Risk Officer	

CERTIFICATION BY THE CORPORATE SECRETARY

This is to certify that the foregoing Charter was duly approved by the Board of Directors of **Affinitas Insurance Brokers, Inc.** in its regular meeting held on December 11, 2024.

IN WITNESS WHEREOF, I have hereunto set my hand this MAY 14 2025 day of _____, 2025, at Makati City, Philippines.

ATTY. KARLO EMMANUEL SJ. BARDE
Corporate Secretary

Noted by:

ATTY. FIDEL V. ESQUIERES
Chairman of the Board

SUBSCRIBED AND SWORN to before me this MAY 14 2025 day of _____, 20__ in Quezon City who exhibited to me his/her CTC/CEI ID. No. _____ issued by _____ issued on _____.

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ATTY. RIZAL JOSE F. VALMORES
NOTARY PUBLIC
UNTIL DECEMBER 31, 2026
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PTR NO. 7016197-D 01-02-2025 / Q.C.
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COMMITTEE CHARTER

Related Party Transaction Committee

AFFINITAS INSURANCE BROKERS, INC.

(Approved by the Board of Directors on December 11, 2024)

1. Purpose

The **Related Party Transactions** or **Inter Party Transaction Committee** is a standing committee of the **Board of Directors of Affinitas Insurance Brokers, Inc. (AIBI)** created to assist the Board in ensuring that all material related party transactions are conducted on arm's length terms, in the best interest of the Corporation and its stakeholders, and in compliance with applicable laws and regulations.

2. Legal and Regulatory Basis

This Charter is adopted pursuant to:

- **Insurance Commission Circular Letter No. 2020-71**, "Corporate Governance Guidelines for Intermediaries";
- **Insurance Commission Circular Letter No. 2022-19,** "Guidelines on Related Party Transactions";
- **Revised Corporation Code of the Philippines (R.A. 11232);** and
- The **Corporate Governance Manual** of Affinitas Insurance Brokers, Inc.

3. Authority

The RPT Committee derives its authority from the Board of Directors and has unrestricted access to Management, employees, and relevant records necessary to carry out its responsibilities. It may engage external auditors, legal counsel, or independent experts, subject to Board approval, to provide advice or assurance on related party transactions.

4. Composition

1. The Committee shall consist of at least three (3) non-executive directors, majority of whom shall be Independent Directors.
2. Members shall possess knowledge and experience in finance, law, insurance, or corporate governance.
3. The Chief Compliance Officer (CCO) shall serve as resource person and Committee Secretary.
4. Members are appointed annually by the Board and may be re-appointed.

5. Meetings

1. The Committee shall meet at least quarterly and as may be necessary to review related party transactions.
2. A majority of members shall constitute a quorum.
3. The Chairperson may call a special meeting when urgent related party matters require immediate attention.
4. Minutes shall be recorded and submitted to the Board for notation at the next regular meeting.

6. Roles and Responsibilities

A. **Review of Related Party Transactions**

- Evaluate all material related party transactions to ensure they are conducted on arm's length terms and do not prejudice the interests of the Corporation or its stakeholders.
- Recommend approval, disapproval, or modification of related party transactions to the Board.
- Ensure proper disclosure of related party transactions in accordance with regulatory requirements.

B. **Policy Oversight**

- Develop and recommend to the Board a Related Party Transactions Policy covering identification, review, approval, and monitoring procedures.

- Periodically review and update the RPT Policy to align with regulatory issuances and best practices.

C. **Monitoring and Compliance**

- Oversee Management's implementation of the IPT Policy.
- Review quarterly reports on related party transactions prepared by Management and Compliance.
- Ensure compliance with Insurance Commission reporting requirements and disclosure obligations.

D. **Conflict of Interest Management**

- Ensure that directors and officers disclose their interests in related party transactions.
- Monitor observance of the Corporation's Conflict-of-Interest Policy.

7. Secretariat and Documentation

The Corporate Secretary, through the Chief Compliance Officer, shall act as Committee Secretary and maintain records of proceedings, reports, and recommendations for at least five (5) years. All records shall be made available to the Insurance Commission upon request.

8. Evaluation and Review

The Committee shall conduct an annual self-assessment of its performance and effectiveness. This Charter shall be reviewed annually and updated as necessary to remain consistent with regulatory requirements and best practices.

9. Effectivity

This Charter shall take effect immediately upon approval by the Board of Directors and shall remain in force unless amended or repealed by the Board.

CERTIFICATE OF ADOPTION AND ATTESTATION

We, the undersigned, hereby certify that the foregoing **Inter Party Transaction Committee or Related Transactions (RPT) Committee Charter** was **reviewed, approved, and adopted** by the **Board of Directors of Affinitas Insurance Brokers, Inc.** during its meeting held on the 11th day of December 2024, at Makati City, Philippines.

APPROVED BY:

Name	**Position**	**Signature / Date**
Atty. Fidel V. Esquieres	Chairman of the Board	
Mr. Peter Y. Esquieres	President / CEO	
Debbie Ledesma	Independent Director	
Mr. Jose Banta	Independent Director	
Atty. Karlo Emmanuel SJ. Barde	Corporate Secretary	

ATTESTED BY:

Name	**Position**	**Signature / Date**
Debbie Ledesma	Chairperson, Corporate Governance Committee	
Joseph S. Oseo	Chief Compliance Officer	
Atty. Maria Rhona Vergara	Chief Risk Officer	

CERTIFICATION BY THE CORPORATE SECRETARY

This is to certify that the foregoing Charter was duly approved by the Board of Directors of **Affinitas Insurance Brokers, Inc.** in its regular meeting held on December 11, 2024.

IN WITNESS WHEREOF, I have hereunto set my hand this ___ day of MAY 14 2025, 2025, at Makati City, Philippines.

ATTY. KARLO EMMANUEL SJ. BARDE
Corporate Secretary

Noted by:

ATTY. FIDEL V. ESQUIERES
Chairman of the Board

SUBSCRIBED AND SWORN to before me this MAY 14 2025 day of _____, 20__ in Quezon City who exhibited to me his/her CTC/CEI ID. No. _____ issued by _____ issued on _____.

ATTY. RIZAL JOSE F. VALMORES
NOTARY PUBLIC
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