P.J. LHUILLIER INCORPORATED	Audit, Compliance and Corporate Governance Committee (ACCGC) Charter Cebuana Lhuillier Insurance Broker / Cebuana Lhuillier Insurance Solutions (CLIB/CLIS)	Document No.: CC-AUC05D Effectivity Date: December 17, 2025

DESCRIPTION

I. Organization

The Audit, Compliance and Corporate Governance Committee ("Committee") was organized in 2016. The Committee plays an important role in providing oversight of the governance, risk management, anti-money laundering compliance and internal control practices of P.J. Lhuillier, Inc. (PJLI).

The Committee is a Board-level Committee which shall report directly to the Board of Directors (Board).

This Charter which governs the work of the Committee was established in March 2016. The Committee previously exercised oversight over all companies of the P.J. Lhuillier Group of Companies (PJLGC). Thereafter, the Board decided to establish separate Committee to focus and address specific governance, risk management, anti-money laundering compliance and internal control practices of each PJLGC company. Consequently, the Charter was reviewed and updated in April 2023. Lastly, the Internal Audit function of PJLI is provided by the Internal Audit Division of its affiliate Pawncare Services Inc., under a Support Services Agreement.

The Board of Directors, through the Committee, formally authorizes the Internal Audit Activity (IAA) to carry out independent and objective assurance and advisory services designed to enhance and protect organizational value, in accordance with the Global Internal Audit Standards (2024) and the IIA Code of Ethics.

The Chief Audit Executive (CAE) of the Internal Audit Division (IAD) shall report functionally to the Committee and administratively to senior management to preserve independence and objectivity.

The Internal Audit Activity shall have full, free, and unrestricted access to all records, information systems, assets, personnel, properties, and relevant information necessary to perform its engagements. Any impairment to independence, objectivity, scope, or access shall be promptly reported by the Chief Audit Executive (CAE) to the Committee.

Where the Internal Audit Activity is performed under a Support Services Agreement, the Committee shall ensure that the arrangement does not impair independence, that the provider maintains adequate competence and resources, and that the quality of outsourced internal audit services conforms to the Global Internal Audit Standards (2024).

II. Purpose

The purpose of the Committee is to provide a structured, systematic oversight of the governance, risk management, anti-money laundering compliance, and internal control practices of PJLI. The Committee shall review the Audit Report to ensure integrity of operations, presence of internal controls and protection of PJLI's assets.

In fulfilling this purpose, the Committee shall ensure that the Internal Audit Activity provides risk-based and objective assurance, advice, insight, and foresight that supports the Board and Management in creating, protecting, and sustaining value, consistent with the Global Internal Audit Standards (2024).

Furthermore, the Committee shall report to the Board the following matters:

- Values and ethics
- Governance structure
- Risk management
- Internal control framework
- Anti-money laundering compliance
- Oversight of the internal audit activity, external auditors, and other providers of assurance
- Financial statements and public accountability reporting

- State of the Company's operations
- Levels of risk of the Company
- Provides resolutions to high risk areas.

The Committee is a Board-level Committee composed of three (3) members: Two (2) independent directors and one (1) non-executive director, and is chaired by an independent director. The Internal Audit Division and Anti-Money Laundering Division report directly to the Committee.

III. Authority

This Charter defines the authority of the Committee to carry out the responsibilities established for it by the Board as articulated within the Committee Charter.

In discharging its responsibilities, the Committee will have unrestricted access to members of management, employees, and relevant information it considers necessary to discharge its duties. The Committee will also have unrestricted access to records, data, and reports, including customer information and their transaction records for anti-money laundering/ counter-terrorism financing purposes. If access to requested documents is denied due to legal or confidentiality reasons, the Committee and/or the Chief Audit Executive ("CAE") or Head of the Anti-Money Laundering Division ("AML Division"), as the case may be, will follow a prescribed Board-approved mechanism for resolution of the matter.

The Committee is entitled to receive any explanation that it deems necessary to discharge its responsibilities. The organization's management and staff should cooperate with the Committee.

The Committee may engage independent counsel and/or other external advisors it deems necessary to carry out its duties.

The Committee is empowered to:

- Appoint, compensate, and oversee all audit and non-audit services performed by auditors, including the work of any registered public accounting firm employed by the organization.
- Resolve any disagreements between management and the external auditor regarding financial reporting and other matters.
- Pre-approve all auditing and non-audit services performed by auditors.

The Internal Audit Division provides reasonable assurance to the Board, Management, and stockholders that the Company's organizational and procedural controls are effective and complied with. It also conducts special administrative investigations when required to do so.

The Internal Audit Activity is authorized to access all systems, properties, personnel, and information required to perform its responsibilities. Management and staff shall provide full cooperation to Internal Audit. Any limitation or restriction encountered shall be immediately escalated to the Committee.

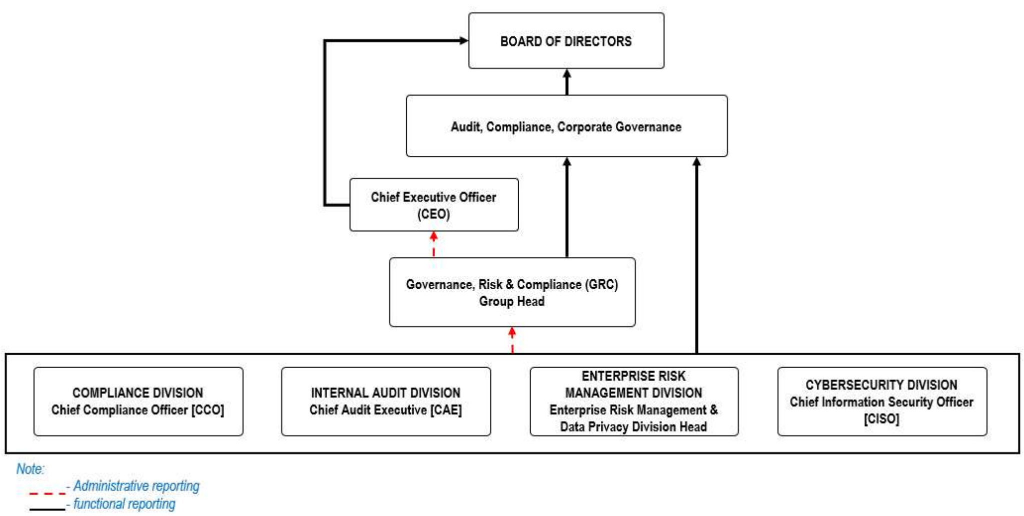
Any impairment to independence or objectivity whether in fact or appearance shall be disclosed to the Committee for evaluation and corrective action.

BROAD FUNCTIONS	DUTIES AND RESPONSIBILITIES
1. Ensure effective oversight of internal and external audit functions	• Approve the audit universe • Approve the audit plan • Review and endorse selection of external auditors • Monitor performance of the Internal Audit Division.
2. Ensure transparency, integrity, accuracy and timely submission of audit reports	• Review results of audit reports. • Ensure audit results are communicated in a timely manner

3. Influence proper and timely mitigation of identified critical business and regulatory risks resulting from the audit process	• Monitor and review the Company's risk profile on a regular basis.

COMPOSITION		
NAME	**ROLE**	**FUNCTION**
Committee Chair	CHAIRMAN	1. Convene and preside over Committee meetings. 2. Provide regular reports to the Board of Directors. 3. Set deadlines for submission of plans, records and other information needed by the Committee to carry out its function. 4. Call for a vote as needed.
Committee Member	MEMBER	1. Attend the Committee meetings 2. Perform duties as may be assigned by the Committee Chairman 3. Decide on matters presented for votation.

STRUCTURE



RULES AND REGULATIONS

I. Responsibilities

It is the responsibility of the Committee to provide the Board with independent, objective report on the adequacy of management's arrangements with respect to the following aspects of governance of the organization:

A. Values and Ethics

In line with the organization's values and ethics, the Committee will:

- Review and assess the policies, procedures, and practices established by the governing body to monitor conformance with its code of conduct and ethical policies by all management and staff of the organization.

- Provide oversight of the mechanisms established by Management to establish and maintain high ethical standards for all employees of the organization.
- Review and provide advice on the systems and practices established by Management to monitor compliance with laws, regulations, policies, and standards of ethical conduct and identify any legal or ethical violations (actual or potential) and give advice on the course of corrective action.
- The Committee shall ensure that Internal Audit evaluates the design, implementation, and effectiveness of ethics and conduct programs and reports significant ethical breaches directly to the Committee.

B. Organizational Governance

The Committee shall ensure that Internal Audit evaluates the design, implementation, and effectiveness of ethics and conduct programs and reports significant ethical breaches directly to the Committee. The Committee shall confirm that Internal Audit performs periodic assessments of governance processes in accordance with the Global Internal Audit Standards (2024).

C. Risk Management

With respect to the organization's risk management practices, the Committee will:

- Annually review the organization's risk profile.
- Obtain from the Chief Audit Executive (CAE) an annual report on management's implementation and maintenance of an appropriate enterprise-wide risk management process.
- Provide oversight into significant risk exposures and control issues, including fraud risks, governance issues, and other matters needed or requested by senior management and the board.
- Provide oversight of the adequacy of the combined assurance being provided.
- Review and provide advice on the risk management processes and procedures established and maintained by management to ensure that they are operating as intended.
- The Committee shall ensure that the Internal Audit Activity develops and executes a risk-based internal audit plan aligned with the organization's enterprise risk profile and risk appetite

D. Fraud

For the prevention and detection of fraud, the Committee will:

- Oversee management's system for the prevention and deterrence of fraud.
- Ensure that appropriate action is taken against known perpetrators of fraud.
- Periodically review and validate with management and internal and external auditors if the entity has appropriate anti-fraud programs, proper controls in place to identify potential fraud.
- Ensure that investigations are undertaken if fraud is detected.
- Internal Audit shall assess the effectiveness of fraud risk management processes and report indications of fraud immediately to the Committee.

E. Control

With respect to the adequacy and effectiveness of the organization's controls in responding to risks, the Committee will:

- Evaluate the effectiveness of the organization's governance and control framework, including information technology security
- Review and provide advice on the control of the organization as a whole and its individual units.
- Review reports on all matters of significance arising from work performed by other providers of financial and internal control assurance

to senior management and the board.
- Obtain updates from the President/CEO or his authorized representative on status of recommended action based on audit findings.
- Internal Audit shall communicate results of engagements to the Committee in a timely manner and monitor management's remediation of findings until closure

F. Compliance

The Committee will:
- Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
- Review the observations and conclusions of internal and external auditors and the findings of any regulatory agencies.
- Obtain regular updates from management and the organization's legal counsel regarding compliance matters.
- Internal Audit shall provide independent assurance on the effectiveness of the compliance management system as part of its risk-based plan.

G. Compliance to Anti-Money Laundering Act and regulations
- Review, and endorse to the Board for approval, the organization's Money Laundering and Terrorism Financing Prevention Program (MTPP) Manual documenting the policies and procedures of the organization's compliance with the Anti-Money Laundering Act (AMLA) and other regulations.
- Oversee the implementation of the MTPP.
- Review the MTPP Manual at least on an annual basis and recommend to the Board the adoption of a comprehensive and risk-based MTPP geared towards the promotion of high ethical and professional standards and the prevention of the organization from being used, intentionally or unintentionally, for money-laundering and terrorism financing.
- Note Suspicious Transactions ("STRs") filed as approved by the AML Division Head.
- Note Covered Transactions Reports ("CTRs") filed.
- Note reports on transactions disposed as false positive.
- Report to the Board significant developments, issues and concerns in the organization's AML compliance as necessary.
- Update policies and procedures to ensure compliance with all applicable AML laws and regulations and management of AML risks.
- Approve changes in alert scenarios, rules, parameters, and thresholds in AML alert management and transaction monitoring systems.
- Review and approve the AML client risk profiling model and changes thereto.
- Review and recommend actions for AML critical issues.
- Review and approve annual group-wide AML compliance risk assessment.
- Review and approve the annual testing plan and changes thereto.
- Note results of Compliance Testing for AML.
- Oversee timely response and compliance to AMLC findings on regular or special examination in relation to AML.
- Internal Audit shall periodically assess the adequacy and effectiveness of AML controls, transaction monitoring, and reporting processes as part of the risk-based audit plan.

II. Composition of the Committee

Under present circumstances and as recommended by the Board of Directors, the Committee will consist of three (3) members, composed of the following:
- One (1) Independent Director who is also a member of the Board of Directors, who shall be designated as the Chairperson of the AC, provided

that he/she is not the chairperson of the Board of Directors or of any other Board-level Committee s.

- Two (2) other members are also members of the Board of Directors, One (1) is an Independent Director; and One (1) is a Non-Executive Director.

The members should collectively possess sufficient knowledge of Internal audit, financial reporting, specific industry knowledge, IT, law, regulatory requirements, governance, risk management, and internal control including the Global Internal Audit Standards (2024), to discharge their duties effectively. Because the responsibilities of the Committee evolve in response to regulatory, economic, and reporting developments, it is important to periodically re-evaluate members' competencies and the overall balance of skills on the Committee in response to emerging needs.

Remuneration for Committee members shall be structured in a manner that does not impair independence or objectivity.

IMPORTANT NOTE: The composition of the Committee will be reviewed periodically by the Board and necessary changes to conform with the standards and policies of governing bodies as the Bangko Sentral ng Pilipinas ("BSP"), and other regulatory agencies will be instituted accordingly.

A. The Chair of the Committee

The Chair shall preside at meetings of the Committee and shall have the authority to convene meetings. In the absence of the Chair at a duly-convened meeting, the other members of the Committee shall select a temporary substitute from among themselves to act as Chair at that meeting.

B. Terms of Office

The term of office for an Committee member is co-terminus with his/her term as member of the Board of Directors. The Board of Directors shall appoint the members of the Committee and its Chairperson

C. Remuneration of Chairman of Committee and Independent Members

The Chairman of the Committee and independent members of the Committee will be given honoraria for each meeting, the amount of which will be as approved by the Board

III. Operational Principles

A. Committee Values

The Committee will conduct itself in accordance with the code of values and ethics of the organization and the governing regulatory authorities (e.g., BSP and SEC).

1. Communications

All communications of the Committee with management of the organization as well as with any external assurance providers will be direct, open, and complete.

2. Work Plan

The Committee chair will collaborate with senior management and the Chief Audit Executive (CAE) to establish a work plan to ensure that the responsibilities of the Committee are scheduled and will be carried out. The AC's annual work plan shall include mandatory activities related to approval of the Internal Audit Charter, Internal Audit Strategy, risk-based internal audit plan, QAIP results, external quality assessment results, and significant audit findings.

3. Executive Sessions

The Committee will schedule, and hold if necessary, a private session with the Chief Executive Officer (CEO), the Chief Audit Executive (CAE), external assurance providers, and with any other officials that the Committee may deem appropriate at each of its meetings. At least once per year, the Committee shall meet privately with the Chief Audit Executive (CAE) without management present.

B. Conflict(s) of Interest

Committee members should adhere to the organization's code of conduct and any values and ethics established by the organization. It is the responsibility of Committee members to disclose any conflict of interest or appearance of a conflict of interest to the Committee. If there is any question as to whether Committee member(s) should recuse themselves from a vote, the Committee should vote to determine whether the member should recuse himself or herself.

C. Orientation and Training

Committee members will receive formal orientation training on the purpose and mandate of the Committee and on the organization's objectives. A process of continuing education will be established

IV. Operational Procedures

A. Meetings

The Committee will meet at least four (4) times annually or more frequently as the Committee deems necessary. Members of the Committee may participate in a meeting via telephone conference or other communications equipment (videoconferencing) at which all personnel participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person for purpose of determining quorum. At least annually, the Committee shall review the risk-based internal audit plan, Internal Audit Strategy, QAIP results, and significant engagement results.

1. **Meeting Agenda**
   The Chair will establish agenda for Committee meetings, in consultation with Committee members, senior management and the Chief Audit Executive (CAE) and AML Division.

2. **Information Requirements**
   The Committee will establish and communicate its requirements for information, which will include the nature, scope and timing of information. Information will be provided to the Committee at least one (1) week prior to each Committee meeting.

3. **Minutes**
   Minutes will be prepared in accordance with applicable law, regulation, by-laws, policy, procedure, and/or other applicable requirements. Meeting minutes will be provided in draft format at least one (1) week after the Committee meeting.

4. **Required Attendance and Preparation**
   The CAE of IAD and AML Division Head and designated Committee members are required to attend all Committee meetings. Committee members are obligated to prepare for and participate in Committee meetings.

5. **Quorum**
   The quorum for the Committee will be a majority of the members. The Committee shall act on the affirmative vote of a majority of the members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by majority consent (written or through electronic mail) of all the members.

6. **Secretariat Services**
   The Chief Audit Executive (CAE) (or another appropriate designee) will facilitate and coordinate meetings as well as provide ancillary

support to the Committee, as time and resources permit.

B. Oversight of the Internal Audit Activity and External Assurance Providers and Anti-Money Laundering Activity

1. Internal Audit Activity

The Committee will provide oversight related to:

a. Internal Audit Charter and Resources

- Review and approve the internal audit charter at least annually. The charter should be reviewed to ensure that it accurately reflects the internal audit activity's purpose, authority, and responsibility, consistent with the mandatory guidance of the Global Internal Audit Standards (2024), the IIA Code of Ethics, and applicable regulatory requirements and the scope and nature of assurance and consulting services, as well as changes in the financial, risk management, and governance processes of the organization and reflects developments in the Global Internal Audit Standards.
- Advise the Board about the status of requested resources to achieve the internal audit plan. Evaluate whether any additional resources are needed permanently or should be provided through outsourcing

b. Chief Audit Executive (CAE) Performance

- Advise the board regarding the qualifications and recruitment, appointment, and removal of the Chief Audit Executive (CAE).
- Provide input to management related to evaluating the performance of the Chief Audit Executive (CAE).
- Recommend to management or the governing body the appropriate compensation of the Chief Audit Executive (CAE)

c. Internal Audit Strategy and Plan

- Review and provide input on the internal audit activity's strategic plan, objectives, performance measures, and results.
- Review and approve proposed risk-based internal audit plan and make recommendations concerning internal audit projects.
- Review and approve the internal audit plan and engagement work program, including reviewing internal audit resources necessary to achieve the plan.
- Review the internal audit activity's performance relative to its audit plan.

d. Internal Audit Engagement and Follow Up

- Review internal audit reports and other communications to management.
- Review and track management's action plans to address the results of internal audit engagements.
- Review and advise management on the results of any special investigations.
- Inquire of the Chief Audit Executive (CAE) whether any internal audit engagements or non-audit engagements have been completed but not reported to the Committee; if so, inquire whether any matters of significance arose from such work.
- Inquire of the Chief Audit Executive (CAE) whether any evidence of fraud has been identified during internal audit engagements and evaluate what additional actions, if any, should be taken.

e. Standards Conformance

- Ensure that the internal audit activity conforms with standards defined by governing authorities and internal audit organization.
- Ensure that the internal audit activity has a quality assurance and improvement program and that the results of these periodic assessments are presented to the Committee.
- Ensure that the internal audit activity has an external quality assurance review every five years.
- Review the results of the independent external quality assurance review and monitor the implementation of the internal audit

activity's action plans to address any recommendations.

- Advise the Board about any recommendations for the continuous improvement of the internal audit activity.
- Any significant non-conformance with GIAS that impacts on the overall scope or operation of the internal audit activity shall be reported to the Committee together with corrective action plans

f. Meetings with Auditors

- Hold separate meetings with the Internal Audit staff and the External Auditor at least annually, without the presence of management, to discuss matters relevant to audit independence, scope, findings, and any concerns arising from audit activities.

2. External Auditors

The Committee will meet with the external assurance providers during the planning phase of the engagement, the presentation of the audited financial statements, and the discussion of the results of engagements and recommendations for management.

The Committee will:

- Review the external auditors' proposed audit scope and approach, including coordination of audit effort with the internal audit activity.
- Review the performance of the external auditors and exercise final approval on the appointment or removal of the auditors.
- Obtain statements from the external auditors about their relationships with the organization, including non-audit services performed in the past, to review and confirm their independence.
- Have regularly scheduled exclusive meetings with external auditors to discuss any sensitive matters.
- Monitor management's progress on recommended action plans by External Auditors.

3. Financial Statements and Public Accountability Reporting

The Committee is responsible for oversight of the independent audit of the company's financial statements, including but not limited to overseeing the resolution of audit findings in areas such as internal control, legal, regulatory compliance, and ethics.

The Committee will:

- Review with management and the external auditors the results of audit engagements, including any difficulties encountered.
- Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Review the annual financial statements, and consider whether they are complete, consistent with information known to Committee members, and reflect appropriate accounting principles/reporting standards and compliance with regulations.
- Review other sections of the annual report and related regulatory filings and consider the accuracy and completeness of the information before it is released.
- Review with management and the external auditors of all matters required to be communicated to the Committee under generally accepted external auditing standards.
- Understand strategies, assumptions and estimates that management has made in preparing financial statements, budgets, and investment plans.
- Understand how management develops interim financial information and the nature and extent of internal and external auditor involvement in the process.
- Review interim financial reports with management and external auditors before filing with regulators, and consider whether they are complete and consistent with the information known to Committee members

4. Oversight of the AML Division

- Advise the Board regarding the qualifications and recruitment, appointment, and removal of the Head of AML Division.
- Provide input to management related to evaluating the performance of the Head of AML Division.
- Recommend to management or the governing body the appropriate compensation of the Head of AML Division.
- Oversee that the AML Division ensures compliance by all responsible officers and employees with the Anti-Money Laundering Act, its implementing rules and regulations, AML regulations of the BSP and the organization's MTPP

5. Other Responsibilities

In addition, the Committee will:
- Perform other activities related to this charter as requested by the Board of Directors
- Carry out and oversee special investigations as needed.
- Annually evaluate its performance and that of its individual members.

6. Reporting on Committee Performance

The Committee will report to the Board annually or more frequently as it deems necessary, summarizing the Committee 's activities and recommendations. The report may be delivered during a Committee meeting attended by the Board or during a regularly scheduled meeting of the Board.

The report should include:
- A summary of the work the Committee performed to fully discharge its responsibilities during the preceding year.
- A summary of management's progress in addressing the results of internal and external audit engagement reports.
- An overall assessment of management's risk, control, and compliance processes, including details of any significant emerging risks or legislative changes impacting the governing organization.
- Information required, if any, by new or emerging corporate governance developments.
- Significant trends in auditing and assurance processes and use of technology in assisting the Board in its oversight responsibilities and in formulating business strategies and program;
- The Committee shall ensure the effectiveness of combined assurance by promoting coordination among Internal Audit, Risk Management, Compliance, AML, and External Audit functions.

The Committee may report to the governing body at any time regarding any other matter it deems of sufficient importance

V. Regulations

1. Quorum is majority of the members, including the Chair. In the absence of the Chair at a duly-convened meeting, the other members of the Committee shall select a temporary substitute from among themselves to act as Chair at that meeting.
2. At the minimum, the Committee shall be convened once every quarter.
3. Non-attendance to a Committee meeting must be communicated to the chair five (5) working days before meeting schedule.
4. An officer of the Internal Audit Division will be assigned to record and release the minutes of meeting (MOM).
5. By default, only members of the Committee shall be given access to its documented output such as reports and MOMs. Access for nonmembers shall be subject to approval of the chair.
6. The agenda of the meeting shall, at the minimum, be released five (5) working days before schedule of meeting.
7. Copies of presentations and other supporting documents about matters to be discussed should be sent to all Committee members three (3) working days before the schedule of the meeting.
8. All resolutions and decisions shall be documented and signed by all Committee members.
9. These Regulations shall be reviewed at least every three (3) years, or more frequently as needed, to ensure continued alignment with the Global Internal Audit Standards (2024), legal requirements, and best practices.

PERFORMANCE MEASURES

- Conduct of meetings according to schedule.
- 75% attendance rate for all members.

REVISION HISTORY

Revision	Description of Change	Originator	Release Date	Approval by AC	Approval by BoD
A	Initial release.	Ergilio S. Ong	March 2, 2016		
B	The structure of the Committee was expanded to include the AML Division in its oversight.	Atty. Maria Rosario E. Ereño	October 10, 2019		
C	• Addenda provision expressly defining the coverage of all the PJLGC entities under the AC's authority and oversight, particularly on its unrestricted access to their records, data and reports. • Amendment on the composition of the AC	Atty. Maria Rosario E. Ereño	June 20, 2022		
D	• Organization of the Committee • Purpose of the Committee • Composition of the Committee • Terms of Office of the Committee members	Maria Rodora E. Bañares	April 28, 2023		
E	**I. Organization** **Added:** ▪ Board formally authorizes Internal Audit ▪ **IA functional reporting line** to the AC ▪ **Requirement for IA access** to all records, systems, personnel ▪ Statement of conformance with GIAS 2024 requirement to **escalate impairments to independence or scope** ▪ Oversight safeguards for outsourced Internal Audit provider ▪ IA purpose aligned with "enhance and protect value" **II. Purpose** **Added to Strengthen Strategic Alignment** ▪ **Internal Audit's mission incorporated** (assurance, advice, insight, foresight) ▪ **Committee responsibility to safeguard** IA independence ▪ **Committee responsibility** to ensure **IA is adequately resources** **III. Authority** **Strengthened Operating Mandates** ▪ **IA granted unrestricted access** to	Gina P. Luisaga	December 10, 2025	December 16, 2025	December 17, 2025

	information, systems, and personnel ▪ Management required to fully cooperate with IA ▪ **Mandatory escalation of scope limitations or impairments** **IV. Responsibilities** **Improved IA Oversight & Impact** ▪ **Annual review and approval** of: ○ IA Charter ○ IA Strategy (new GIAS requirement) ○ Risk-based audit plan ▪ **Oversight of combined assurance** across all assurance functions ▪ **Monitoring and escalation** of management action plans **V. Composition of AC** **Elevated Competence Requirements** ▪ **Committee members must collectively understand**: ○ Governance, risk, and controls ○ Internal auditing fundamentals ○ GIAS 2024 ▪ Safeguards that Committee remuneration cannot impair independence **VI. Operational Principles** **Governance Reinforcement** ▪ Committee **required to review IA performance indicators and QAIP results** ▪ **Mandatory private session with Chief Audit Executive (CAE)** (no management present) **VII. Operational Procedures** **Strengthened Annual Agenda** ▪ **Required agenda items added**: ○ IA Charter ○ IA Strategy ○ Risk-based IA Plan ○ Resource assessment ○ QAIP / external quality review results ○ Significant audit findings and action plan tracking **VIII. Oversight of IA Activity** **Terminology & Compliance Updates** ▪ Replaced IPPF reference with GIAS 2024 ▪ **Mandated disclosure of non-conformance & remediation action**				

	plans IX. Regulations Charter Governance Improvements ▪ Charter must be reviewed at least every three years Ensures continuing alignment with GIAS and regulatory requirements				

Document Revision Sign Off

Approved by:

DocuSigned by: [redacted] **Jose F. Balderama** Committee Chairman	Signed by: [redacted] **Francisco S. A. Sandejas** Committee Member	[redacted] **AlmaRita D. Jimenez** Committee Member

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY)Sc.

SECRETARY'S CERTIFICATE

I, **KIMBERLY JOY L. BARAOIDAN-TUGADE**, Filipino, of legal age, and with office address at 1782 N. Garcia St. cor. Candelaria St., Brgy. Valenzuela, Makati City 1208, after being duly sworn in accordance with law, do hereby depose and state that:

1. I am the designated Assistant Corporate Secretary of **CEBUANA LHUILLIER INSURANCE BROKERS, INC.** (the "Corporation"), a domestic corporation duly organized and existing under the laws of the Republic of the Philippines with principal office at 6th Floor PNB Financial Center President Diosdado Macapagal Blvd., Barangay 76, 1300 Pasay City;

2. I hereby certify that in the December 17, 2025 Regular Meeting of the Board of the Directors of the Corporation during which a quorum was present, the following resolution was passed and adopted, to wit:

Board Resolution No. 2025-12-17-004

*"**RESOLVED**, that the Board hereby approves the Audit Committee and Internal Audit Charters as presented."*

3. I hereby certify that the above resolution is still valid, effective and subsisting.

IN WITNESS WHEREOF, I have hereunto set my hand this JUN 29 2026, at Makati City, Philippines.

[redacted]
KIMBERLY JOY L. BARAOIDAN-TUGADE
Assistant Corporate Secretary

SUBSCRIBED AND SWORN TO before me, a Notary Public commissioned in and for the City of Makati this JUN 29 2026 by **KIMBERLY JOY L. BARAOIDAN-TUGADE**, who has satisfactorily proven to me her identity through her Integrated Bar of the Philippines (IBP) Identification card bearing her Roll of Attorneys No. 63604 and that she is the same person who appeared and signed the foregoing instrument in my presence within my jurisdiction, and who avowed to the truth of its content under penalty of law.

Doc. No. 211;
Page No. 44;
Book No. I;
Series of 2026.

ATTY. DANICA C. BELLAFLOR
NOTARY PUBLIC
ROLL NO. 82698
MAKATI CITY, PHILIPPINES

[redacted]
ATTY. DANICA C. BELLAFLOR
Notary Public for Makati City
Notarial Commission Appointment No. MKT-171
Valid Until December 31, 2027
8th Floor, PJL Corporate Centre,
388 N. Garcia cor. Baler Sts., Brgy. Valenzuela, Makati City
IBP OR No.. INV 567527 / 12.18.2025
PTR No. MKT 10767744 / 01.05.2026
MCLE Compliance No. VIII-0020317
Roll of Attorneys No. 82698