

C. CORPORATE GOVERNANCE COMMITTEE

- 1) The Corporate Governance Committee is tasked with ensuring compliance with and proper observance of corporate governance principles and practices.
- 2) The Corporate Governance Committee shall consist of at least three (3) directors, one (1) of whom shall be an independent director.
- 3) The Corporate Governance Committee shall have the following functions, among others that may be delegated by the Board:
 - a) 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 Corporation's size, complexity and business strategy, as well as its business and regulatory environments.
 - b) Oversees the periodic performance evaluation of the Board and its committees as well as Management, and conducts an annual self-evaluation of its performance.
 - c) 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.
 - d) Recommends continuing education and/or relevant training programs for directors.
 - e) Develop, review and recommend to the Board a set of corporate governance policies and guidelines applicable to the Corporation, including the amendments or revisions to this Manual, and ensures that these are reviewed and updated regularly.
 - f) Responsible for overseeing the Corporation's implementation and effectiveness of its corporate governance, including the annual accomplishment of the scorecard on the scope, nature and extent of the actions undertaken by the Corporation to meet the objectives of this Manual.
 - g) To maintain an informed status on issues related to the Corporation's corporate social responsibility, public policy and philanthropy, and those affecting the name, reputation and goodwill of the Corporation.

D. INVESTMENT COMMITTEE

The Investment Committee shall consist of at least three (3) directors, one (1) of whom shall be an independent director. The Committee shall have the following functions, among others that may be delegated by the Board:



- 1) Establish, review and recommend to the Board the policies and strategies to be adopted by the Corporation regarding the investment activities and portfolios necessary to achieve its goals and objectives.
- 2) Evaluate and enhance the Corporation's investment processes.
- 3) Recommend the hiring and termination of investment managers.

Under the Investment Committee are the following three (3) sub-committees to assist the Investment Committee in considering major investments and/or capital expenditures over ₱200 Million per investment or project:

1. Network Expansion Sub-Committee – to handle site selections, developing new store formats, standardization of store constructions, and other related projects/activities;
2. Mergers and Acquisitions Sub-Committee – to explore and recommend possible mergers and acquisitions; and
3. Backroom Support Sub-Committee – to handle Information Technology, logistics, maintenance, and other support-related services.

(As amended on June 9, 2020)

VI THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER

If the need arises, the roles of the Chairman and CEO may be separate in order to foster an appropriate balance of power, increased accountability and better capacity for independent decision-making by the Board. A clear delineation of functions should be made between the Chairman and CEO upon their election.

If the positions of Chairman and CEO are unified, the proper checks and balances should be laid down to ensure that the Board gets the benefit of independent views and perspectives.

The duties and responsibilities of the Chairman in relation to the Board shall include, among others, the following:

- a) Ensure that the meetings of the Board are held in accordance with the By-Laws of the Corporation. The Chairman shall foster an environment conducive for constructive debate and leveraging on the skills and expertise of the individual directors, during each meeting of the Board.
- b) Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the CEO, Management and the directors.