BOARD CHARTER
OF THE DIRECTORS OF
COL FINANCIAL GROUP, INC.

The Board of Directors of COL Financial Group, Inc. ("COL" or the "Corporation") is the directing and controlling body of the Corporation. It exercises almost all corporate powers, lays down all corporate business policies, and is responsible for efficiency of management.

It is the Board's responsibility to foster the long-term success of the Corporation and to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stockholders and other stakeholders.[1]

The Board shall formulate the Corporation's vision, mission, strategic objectives, policies, and procedures that shall guide its activities, including the means to effectively monitor Management's performance.[2]

ARTICLE I. INTRODUCTION

Section 1. Purpose. This Board Charter contains the roles, responsibilities, and accountabilities of the Board of Directors of the Corporation in carrying out its fiduciary duties. It aims to serve as a guide to the Directors in the performance of their functions to the Corporation.[3]

ARTICLE II. BOARD COMPOSITION

Section 1. Number of Directors. The Board of Directors shall be composed of eleven (11) directors, to be elected during the regular meeting of the stockholders.[4] It shall be composed of a majority of non-executive directors (which include independent directors) who possess the necessary qualifications to effectively participate and help secure an objective and independent judgment on corporate affairs and to substantiate proper checks and balances.

Section 2. Independent Directors. At least two (2) but not more than four (4) of the members of the Corporation's Board of Directors shall be Independent Directors.[5] An Independent Director is a person who is independent of management and the controlling shareholder, and is free from

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[1] CGM, Sec. 5.02(2)
[2] CGM, Sec. 5.02(3)
[3] 2.12 Code of Corporate Governance
[4] Amended By-laws, Art III, Sec 2
[5] Amended By-laws, Art III, Sec 2

any business or other relationship which could, or could reasonably be perceived to, materially interfere with their exercise of independent judgment in carrying out their responsibilities as a director. The Independent Director is a person who: (i) has shareholdings not exceeding two percent (2%) of the shares of the Corporation and/or its related companies or any of its substantial shareholders; and (ii) apart from their fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with their exercise of independent judgment in carrying out their responsibilities as director of the Corporation.[6] The Board shall designate a lead director among the independent directors in case: (i) the Chairman of the Board is not an independent director; or (ii) if the positions of Chairman of the Board and Chief Executive Officer are held by one (1) person.

Section 3. Board Competencies and Diversity. The Board shall be composed of members who possess the necessary knowledge, skills, and experience required to properly perform their duties and responsibilities. It is encouraged that the Board be composed of a mix of competent Directors coming from diverse backgrounds, which will give each a unique perspective that they can draw from in order to provide valuable and independent judgment in the formulation of sound corporate strategies and policies.

ARTICLE III. BOARD INDEPENDENCE

Section 1. Other Directorships. The non-executive directors of the Board should concurrently serve as directors to a maximum of five (5) publicly listed companies. All directors should notify the Board regarding their directorships in other companies.

Section 2. Conflict of Interest. A director must disclose any conflict of interest to the Board. They must abstain from participating in the discussion of, and voting on, any matter where they are in conflict of interest.

Section 3. Change in Shareholdings. Each director who deals in the Corporation's shares must inform the Compliance Officer of such fact within three (3) business days from execution date.

ARTICLE IV. ELECTION OF DIRECTORS

Section 1. Nomination of Directors. The Corporate Governance Committee shall conduct the nomination of all directors (including independent directors) prior to a stockholders' meeting. All nominations shall be made in writing and signed by the nominating stockholders. Said nomination, to be valid, should also be accepted by the nominees. The Corporate Governance

[6] Amended By-laws, Art III, Sec 2

Committee shall pre-screen the nominees to review if they possess all the qualifications and none of the disqualifications of an independent director. The screening process shall be in accordance with the screening policies and parameters of the Corporate Governance Committee.

Section 2. Final List of Candidates. After the screening process, the Corporate Governance Committee shall prepare a Final List of Candidates, which list shall be made available to the Securities and Exchange Commission ("SEC" or the "Commission") and the Corporation's stockholders through the filing and distribution of the Information Statement and such other reports required by the Commission. Said Final List of Candidates shall include, at the very least, the following information of the nominee:

a. Name, age, and citizenship;
b. List of the positions and offices held or will hold with the Corporation, if such information is available;
c. Business experience during the past five (5) years;
d. Directorships held in other companies;
e. Involvement in legal proceedings; and
f. Security ownership.

Only nominees whose names appear on the Final List of Candidates shall be eligible for election. No other nominations shall be entertained or allowed after the Final List of Candidates has been issued. Said prohibition applies even during the stockholders' meeting.[7]

Section 3. Manner of Election. A majority of the outstanding shares of stocks in person or represented by proxy shall be sufficient at a stockholders' meeting to constitute a quorum for the election of directors. The nominees receiving the highest number of votes shall be declared elected.[8]

Section 4. Term. The newly elected directors shall hold office for one (1) year until their successors are elected and qualified.[9]

Section 5. Term Limits of Independent Directors. An independent director may serve as independent director for a maximum cumulative term of nine (9) years, which period shall be reckoned from the year 2012. For purposes of determining the maximum cumulative term, both continuous or consecutive service and intermittent service as an independent director shall be counted. Any fraction of a year exceeding six (6) months shall be considered as one (1) full year for purposes of computing the maximum cumulative term, regardless of the manner or reason by which the position as independent director was relinquished or vacated.[10]

[7] Amended By-laws, Art III, Sec 2(a)
[8] Sec. 24, Corporation Code of the Philippines
[9] Sec. 23, Corporation Code of the Philippines
[10] SEC Memorandum Circular 7, series 2026.

Section 6. Vacancies. Any vacancy in the Board of Directors, other than by removal by the stockholders or expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum. Otherwise, the vacancy must be filled by the stockholders at a regular or at any special meeting of the stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of their predecessor in office.[11]

Any vacancy resulting from the removal of a director by the stockholders in the manner provided by law may be filled by election at the same meeting of stockholders without need for further notice, or at any regular or special meeting of stockholders called for the purpose.[12]

ARTICLE V. MEETINGS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and places as the Chairman of the Board determines. Regular meetings may also be held upon the request of a majority of the Directors.[13]

Section 2. Notice of Meetings. Notice of any regular or special meeting of the Board, specifying the date, time, and place of the meeting, shall be communicated by the Secretary to each Director at least one (1) working day before the date of the meeting. Any Director may waive the notice requirements, which waiver may be express or implied.[14]

Section 3. Quorum. A majority number of directors shall constitute a quorum for the transaction of corporate business. Every decision of at least a majority of the directors present at a meeting at which there is a quorum shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all members of the Board.[15]

Section 4. Conduct of Meetings. The Chairman of the Board or in their absence, the Vice-Chairman[16], or in case both are absent, the President, shall preside at the meetings of the Board of Directors. If all are absent, then the Board may choose any director to preside. The Secretary

[11] Amended By-laws, Art III, Sec 3
[12] Amended By-laws, Art III, Sec 2(a)
[13] Amended By-laws, Art III, Sec 4
[14] Amended By-laws, Art III, Sec 5
[15] Amended By-laws, Art III, Sec 6
[16] Amended By-laws, Art IV, Sec 2

shall act as secretary of every meeting. In case of the Secretary's absence, the Chairman of the meeting may appoint a secretary for the meeting.[17]

ARTICLE VI. COMPENSATION

Section 1. Compensation of Directors. By resolution of the Board, each director shall receive a reasonable per diem allowance for their attendance at each Board meeting. The Board shall receive and allocate an amount not exceeding ten percent (10%) of the net income before income tax of the Corporation during the preceding year as compensation. Such compensation shall be determined and apportioned among the directors in such manner as the Board may deem proper, subject to the approval of the stockholders representing at least a majority of the outstanding capital stock at a regular or special meeting of the shareholders.[18]

Section 2. Compensation of Officers. The officers shall receive such remuneration as the Board of Directors may determine. A director shall not be precluded from serving the Corporation in any other capacity as an officer, agent, or otherwise and receiving compensation therefor.[19]

ARTICLE VII. DUTIES AND RESPONSIBILITIES

Section 1. Organizational Meeting. Immediately after their election, the Board of Directors shall formally organize by electing the Chairman, the Vice Chairman, the President, the Treasurer, the Secretary, and Assistant Secretary.

The Board may, from time to time, appoint such other officers as it may determine to be necessary or proper. Any two (2) or more compatible positions may be held concurrently by the same person except that no one shall act as President and Treasurer or Secretary at the same time.[20]

Section 2. Duties and Responsibilities of the Board. To ensure a high standard of best practice for the Corporation, its stockholders and other stakeholders, the Board should conduct itself with honesty and integrity in the performance of, among others, the following duties and responsibilities:

a. Implement a process for the selection of directors who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies;

[17] Amended By-laws, Art III, Sec 7
[18] Amended By-laws, Art III, Sec 8
[19] Amended By-laws, Art IV, Sec 12
[20] Amended By-laws, Art IV, Sec 1

appoint competent, professional, honest and highly-motivated management officers and craft an effective succession planning program for Management;[21]

b. Oversee the development of and approve the Corporation's business objectives and strategy, and monitor their implementation in order to sustain the Corporation's long-term viability and strength;[22]
c. Provide sound strategic policies and guidelines to the Corporation on major capital expenditures and establish programs that can sustain its long-term viability and strength;[23]
d. Ensure the Corporation's faithful compliance with all applicable laws, regulations, and best business practices;[24]
e. Establish and maintain an investor relations program that will keep the stockholders informed of important developments in the Corporation;[25]
f. Identify the Corporation's stakeholders and formulate a clear policy of accurate, timely, and effective communication with them;[26]
g. Ensure the integrity of the decision-making and reporting processes by adopting a system of check and balance within the Board and conducting a regular review of the effectiveness of such system and of the Corporation's internal control system;[27]
h. Identify and monitor key risk areas and performance indicators to enable the Corporation to anticipate and prepare for possible threats to its operational and financial viability;[28]
i. Formulate and implement policies and procedures that would ensure the integrity and transparency of related party transactions and of interlocking director relationships by members of the Board;[29]
j. Constitute an Audit Committee and such other committees, as it deems necessary to assist the Board in the performance of its duties and responsibilities;[30]
k. Establish and maintain an alternative dispute resolution system in the Corporation;[31]
l. Meet at such times or frequency as may be needed;[32]
m. Keep the activities and decisions of the Board within its authority under the articles of incorporation and by-laws, and in accordance with existing laws, rules and regulations;[33] and

[21] CGM, Sec. 5.02(b)(1)
[22] CGM, Sec. 5.02(b)(2)
[23] CGM, Sec. 5.02(b)(3)
[24] CGM, Sec. 5.02(b)(4)
[25] CGM, Sec. 5.02(b)(5)
[26] CGM, Sec. 5.02(b)(6)
[27] CGM, Sec. 5.02(b)(7)
[28] CGM, Sec. 5.02(b)(8)
[29] CGM, Sec. 5.02(b)(9)
[30] CGM, Sec. 5.02(b)(10)
[31] CGM, Sec. 5.02(b)(11)
[32] CGM, Sec. 5.02(b)(12)
[33] CGM, Sec. 5.02(b)(13)

n. Appoint such officers as it may deem necessary and desirable to ensure the long term sustainability of the Corporation.[34]

***Section 3. The Chairman of the Board*.** The duties and responsibilities of the Chairman include, among others, the following:

a. Preside at the meetings of the directors and the shareholders[35] and ensure that the meeting agenda focuses on strategic matters;
b. Ensure that the meetings of the Board are held in accordance with the by-laws or as the Chairman may deem necessary;[36]
c. 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[37];
d. Maintain qualitative and timely lines of communication and information between the Board and Management;[38]
e. Facilitate discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors;[39] and
f. Exercise such powers and perform such duties as the Board of Directors may assign.[40]

Section 4. Directors. All Directors of the Corporation are expected to observe the following norms of conduct:

a. Conduct fair business transactions with the Corporation, and ensure that their personal interest does not conflict with the interests of the Corporation;[41]
b. Devote the time and attention necessary to properly and effectively perform their duties and responsibilities;[42]
c. Act judiciously;[43]
d. Exercise independent judgment;[44]
e. Have a working knowledge of the statutory and regulatory requirements that affect the Corporation, including its articles of incorporation and by-laws, the rules and regulations

[34] CGM, Sec. 5.02(b)(14)
[35] Amended By-laws, Art IV, Sec 2
[36] CGM, Sec. 5.01(b)
[37] CGM, Sec. 5.01(c)
[38] CGM, Sec. 5.01(d)
[39] CGM, Sec. 5.01(e)
[40] Amended By-laws, Art IV, Sec 2
[41] CGM, Sec. 5.03(a)
[42] CGM, Sec. 5.03(b)
[43] CGM, Sec. 5.03(c)
[44] CGM, Sec. 5.03(d)

of the Commission and, where applicable, the requirements of relevant regulatory agencies;[45] and

f. Observe confidentiality.[46]

Section 5. The President. The President shall exercise the following functions:

a. Preside at the meetings of the Board of Directors and of the shareholders in the absence of the Chairman and Vice-Chairman;[47]
b. Initiate and develop corporate objectives and policies and formulate long term projects, plans, and programs for the approval of the Board of Directors;[48]
c. Supervise and manage the business affairs of the Corporation upon the direction of the Board of Directors;[49]
d. Implement the administrative and operational policies of the Corporation under their supervision and control;[50]
e. Appoint, remove, suspend, or discipline employees of the Corporation, prescribe their duties and determine their salaries;[51]
f. Oversee the preparation of the budgets and the statements of accounts of the Corporation;[52]
g. Represent the Corporation at all functions and proceedings;[53]
h. Execute, on behalf of the Corporation, all contracts, agreements, and other instruments affecting the interest of the Corporation which require Board approval;[54]
i. Make reports to the Board of Directors and the stockholders;[55]
j. Sign certificates of stock;[56] and
k. Perform such other duties as are incident to the office of the President or are entrusted by the Board of Directors.[57]

Section 6. The Corporate Secretary. The Secretary must be a resident and a citizen of the Philippines and shall have the following powers and duties:

[45] CGM, Sec. 5.03(e)
[46] CGM, Sec. 5.03(f)
[47] Amended By-laws, Art IV, Sec 4(a)
[48] Amended By-laws, Art IV, Sec 4(b)
[49] Amended By-laws, Art IV, Sec 4(c)
[50] Amended By-laws, Art IV, Sec 4(d)
[51] Amended By-laws, Art IV, Sec 4(e)
[52] Amended By-laws, Art IV, Sec 4(f)
[53] Amended By-laws, Art IV, Sec 4(g)
[54] Amended By-laws, Art IV, Sec 4(h)
[55] Amended By-laws, Art IV, Sec 4(i)
[56] Amended By-laws, Art IV, Sec 4(j)
[57] Amended By-laws, Art IV, Sec 4(k)

a. Record the minutes and transactions of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;[58]
b. Keep record books showing the details required by law with respect to the stock certificates of the Corporation, including ledgers and transfer books showing all shares of the Corporation subscribed, issued, and transferred;[59]
c. Keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest all corporate documents requiring the same;[60]
d. Ensure the giving and serving of all notices of the Corporation required by law or the Corporation's by-laws to be given;[61]
e. Certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required by law, government rules and regulations;[62]
f. Act as inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of a quorum, the validity and effect of proxies, and to receive votes, ballots, or consents, hear and determine the questions in connection with the right to vote, count and tabulate all votes, determine the result, and do such acts as are proper to conduct the election;[63]
g. Safe keep and preserve the integrity of the minutes of the meetings of the Board and its committees, as well as other official records of the Corporation;
h. To the extent practicable, inform the directors of the agenda of meetings at least five (5) working days in advance, and ensure that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval;[64]
i. Coordinate the preparation of the annual calendar of regular meetings of the Board, cause the same to be submitted to the Board for approval prior to the start of each financial year, and ensure the timely circulation of the approved calendar to all directors;[65] and
j. Perform such other duties as are incident to the office of the Corporate Secretary or as may be assigned by the Board of Directors, the President, [66] or as may be required under applicable law or regulations.

Section 7. The Treasurer. The Treasurer of the Corporation shall have the following duties:

[58] Amended By-laws, Art IV, Sec 7(a)
[59] Amended By-laws, Art IV, Sec 7(b)
[60] Amended By-laws, Art IV, Sec 7(c)
[61] Amended By-laws, Art IV, Sec 7(d)
[62] Amended By-laws, Art IV, Sec 7(e)
[63] Amended By-laws, Art IV, Sec 7(f)
[64] CGM, Sec. 5.06(h)
[65] CGM, Sec. 5.06(i)
[66] Amended By-laws, Art IV, Sec 7(g)

a. To keep full and accurate accounts of receipts and disbursements in the books of the Corporation;[67]
b. To have custody of, and be responsible for, all the funds, securities, and bonds of the Corporation;[68]
c. To deposit in the name and to the credit of the Corporation, in such banks as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the Corporation which may come under their control;[69]
d. To render annual statements showing the financial condition of the Corporation and such other financial reports as the Board of Directors, or the President may, from time to time, require;[70]
e. To prepare such financial reports, statements, certification, and other documents which may, from time to time, be required by government rules and regulations and submit the same to the proper government agencies;[71] and
f. To exercise such powers and perform such duties and functions as may be assigned by the President.[72]

Section 8. The Compliance Officer. The Compliance Officer has, among others, the following duties and responsibilities:

a. Ensure proper onboarding of new directors;
b. Monitor, review, evaluate, and ensure the compliance by the Corporation, its officers and directors with the relevant laws, rules, and regulations and all governance issuances of regulatory agencies;
c. Report to the Board if violations are found and recommend the imposition of appropriate disciplinary action;
d. Ensure the integrity and accuracy of all documentary submissions to regulators;
e. Appear before the Commission when summoned in relation to compliance with corporate governance issues;
f. Collaborate with other departments to properly address compliance issues, which may be subject to investigation;
g. Identify possible areas of compliance issues and works towards the resolution of the same;
h. Ensure the attendance of board members and key officers to relevant trainings; and
i. Perform such other duties and responsibilities as may be provided by the Commission.

[67] Amended By-laws, Art IV, Sec 9(a)
[68] Amended By-laws, Art IV, Sec 9(b)
[69] Amended By-laws, Art IV, Sec 9(c)
[70] Amended By-laws, Art IV, Sec 9(d)
[71] Amended By-laws, Art IV, Sec 9(e)
[72] Amended By-laws, Art IV, Sec 9(f)

Section 9. The Chief Audit Executive. The Chief Audit Executive directly reports functionally to the Audit Committee and administratively to the President/ Chief Executive Officer. The following are the responsibilities of the Chief Audit Executive, among others:

a. Periodically review the internal audit charter and present to senior management and the Audit Committee for approval;
b. Establish a risk-based internal audit plan, including policies and procedures, to determine the priorities of the internal audit activity, consistent with the Corporation's goals;
c. Communicate the internal audit activity's plans, resource requirements and impact of resource limitations, as well as significant interim changes, to senior management and the Audit Committee for review and approval;
d. Spearhead the performance of the internal audit activity to ensure it adds value to the Corporation;
e. Report periodically to the Audit Committee on the internal audit activity's performance relative to its plan; and
f. Present findings and recommendations to the Audit Committee and give advice to senior management and the Board on how to improve internal processes.

Section 10. The Chief Risk Officer. The Chief Risk Officer is the ultimate champion of enterprise risk management and has the following functions and responsibilities, among others:

a. Supervise the entire enterprise risk management process and spearhead the development, implementation, maintenance and continuous improvement of enterprise risk management processes and documentation;
b. Communicate the top risks and the status of implementation of risk management strategies and action plans to the Board;
c. Collaborate with the President/ Chief Executive Officer in updating and making recommendations to the Board;
d. Suggest enterprise risk management policies and related guidance, as may be needed; and
e. Provide insights on:
    i. Risk management processes are performing as intended;
    ii. Risk measures reported are continuously reviewed by risk owners for effectiveness; and
    iii. Established risk policies and procedures are being complied with.

Section 11. Term of Office and Vacancies. The term of office of all officers shall be one (1) year and until their successors are duly elected and qualified.[73] If any position becomes vacant, the Board of Directors, by majority vote, may elect a successor who shall hold office for the unexpired term.[74]

[73] Amended By-laws, Art IV, Sec 10
[74] Amended By-laws, Art IV, Sec 11

ARTICLE VIII. BOARD COMMITTEES

Section 1. Board Committees. To aid in complying with the principles of good corporate governance, the Board shall constitute committees from among its members to perform specific tasks. The Board shall establish the following committees:

a. Audit Committee;
b. Corporate Governance Committee; and
c. Compensation or Remuneration Committee.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

Section 2. Committee Charters. The charters of each committee should contain, among others, its purposes, composition, duties and responsibilities, and operations, reporting processes, resources and other relevant information.

ARTICLE IX. TRAINING PROGRAM

Section 1. Orientation for First-Time Directors. To aid in the performance of their functions, all first-time nominee directors shall be properly oriented prior to their first election or appointment to the Board.[75] Such onboarding program shall include, among others, training for first-time nominee directors on SEC-mandated topics on corporate governance, and an introduction regarding the Corporation's business, Articles of Incorporation, and other relevant policies and procedures.[76]

Section 2. Annual Corporate Governance Training. In order to ensure that directors are kept abreast of the developments in the business and regulatory environments, all directors shall, at least once a year, attend a program on corporate governance.[77] The annual training program may include, among others, topics on corporate governance matters relevant to the Corporation including audit, internal controls, risk management, sustainability, and strategy.

Section 3. Costs. All costs for training shall be shouldered by the Corporation.

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[75] SEC Memorandum Circular No. 25, series of 2026
[76] CGM, Part IX
[77] SEC Memorandum Circular No. 20, series of 2013