

POLICY

Governance and Corporate Affairs

Policy No. GOV-2018-003

Reference:

Manual on Corporate Governance

Effective Date as approved by BOD on 05/24/2017

Amended on n/a

1. Purpose

This policy defines the guidelines to promote diversity in the composition of the Board of Directors.

BOARD DIVERSITY

2. Scope / Coverage

This policy covers all Directors and its compliance will be observed by the Corporate Governance Committee (CG Comm) in particular and the Board of Directors (BOD) in general.

3. Policy

We value, promote and observe a policy on diversity in the composition of our Company's BOD to reinforce its effectiveness in providing strategic direction, oversight and compliance with laws and regulations.

4. Guidelines

- 4.1. Diversity in age, gender, ethnicity, experience, field expertise, and personal qualities shall be considered by the Board as it installs a process of selection to ensure a mix of competent directors and key officers. Diversity will foster critical discussion and promote balanced decisions by the Board by utilizing the difference in perspective of its directors.
- 4.2. Annex A below shows the Board Matrix of the Corporation indicating the Directors' respective age, gender, educational attainment, business and other related expertise.
- 4.3. The diversity representation of the Board will be part of the annual performance and effectiveness evaluation of the board and committees. The CG Comm will include this in its report to the Board of the final results of the annual performance evaluation.

5. Procedures

- 5.1. The CG Comm or its assigns, in the performance of its nomination function, may contact third party professional search firms to help identify candidates for possible on-boarding, taking into account the guidelines mentioned in item #4.1 above. This exercise may be done when the need arises, i.e. in case of a vacancy in the Board.
- 5.2. In accordance with dislosure rules of the regulators, appointment of new Directors and Officers shall be timely disclosed to the Philippine Stock Exchange (PSE) and the Securities and Exchange Commission (SEC). Likewise, the statement of beneficial ownership of shares shall be submitted to the SEC and the PSE.

For questions and/or clarifications, please contact Liz Tan or Michelle Hernandez at extension 2111 and 8812, respectively, or email governance@bellecorp.com.



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Annex A – PLC Board Matrix

PLC Board Skill Set Matrix				INDUSTRY EXPERIENCE / EXPERTISE / COMPETENCIES																		
NAME and DESIGNATION	AGE	GEN DER	EDUCATIONAL BACKGROUND	Accoun- ting / Audit	Anti- Money Launde- ring	Bank- ing	Corp. Gov.	Econo- mics	Finance	Hospita- lity / Leisure	IT / Comm	Insu- rance	Invest- ment	Internal Control	Law	Manage- ment	Manufac turing	Mining	Real Estate	Retail	Risk Manage- ment	Sales & Mktg.
Willy N. Ocier	61	М	Bachelor of Arts in Economics																			
Chairman							✓	✓	✓	✓	✓		✓			✓			✓	✓	✓	✓
Executive Director																						
Armin B. Raquel-Santos	50	М	Bachelor of Science Degree																			
President & CEO			Business Administration and Finance				~	✓	✓	✓			✓			✓			✓		✓	
Executive Director			Master of Arts in Liberal Studies																			
Roman Felipe S. Reyes			Bachelor of Science -	✓	✓	✓	✓	✓	✓	✓	✓	✓		✓		✓	✓	✓			✓	
Lead Independent Director	65	М	Commerce, Maj. Accounting																			
			MBA degree																			
A.Bayani K. Tan		М	Master of Laws Degree		~	✓	✓	✓		✓	✓	~	✓	✓		✓	✓	✓	✓		✓	
Non-Executive Director	61		Bachelor of Laws Degree												✓							
			Bachelor of Arts - Political Science																			
Joseph C. Tan		1 M	Bachelor of Arts -Business				~	~		~	~			✓			~				✓	
	61		Administration												✓	✓						
Independent Director			Bachelor of Laws Degree																			
Juan Victor S. Tanjuatco	71	М	Bachelor of Arts in Economics	•						~			~			✓					✓	
			Masters in Business Administration, major in		✓	✓	✓	✓	✓													
Independent Director			Finance																			
Exequiel P. Villacorta, Jr.	71	М	Bachelor of Science - Business Administration		1		√	√	./	√	√	√	~			✓			✓		✓	
Non-Executive Director			Masters in Business Management		*	~			✓	V	•	•										