

# REMUNERATION AND COMPENSATION COMMITTEE CHARTER

Reliable Insurance Brokers, Inc.

## Section 1: Purpose

The Remuneration / Compensation Committee (the “Committee”) is established by the Board of Directors (the “Board”) of Reliable Insurance Brokers, Inc. (the “Company”) to assist the Board in ensuring that the Company’s compensation structure and benefits framework are fair, transparent, competitive, and aligned with the Company’s goals, financial stability, and long-term interests.

The Committee is tasked with formulating and overseeing policies on remuneration, incentives, and performance-linked compensation of Directors, key officers, and employees. It ensures that remuneration packages are consistent with prudent risk management and regulatory standards set by the Insurance Commission and other relevant authorities.

## Section 2: Composition and Membership

- (a) The Risk Oversight Committee shall be composed of at least three (3) members of the Board of Directors, with at least one (1) Independent Director as a member.
- (b) The Chairman of the Committee shall be an Independent Director, or in the absence of another Independent Director, any non-executive Director designated by the Board.
- (c) The HR Manager shall serve as the permanent resource person of the Committee, providing relevant data, reports, and recommendations on compensation, benefits, and performance-based incentives.
- (d) The Assistant Corporate Secretary shall act as the Committee Secretary, responsible for taking and maintaining the minutes of all meetings.
- (e) The Compliance Officer may be invited as a resource person when discussions involve regulatory or disclosure compliance matters related to compensation reporting.

## Section 3: Authority

The Committee is authorized by the Board to:

- (a) Review and endorse for Board approval the Company’s risk management policies, frameworks, and risk appetite statements.
- (b) Access any Company information, record, or employee necessary to carry out its functions.
- (c) Require attendance of management, department heads, or external consultants to provide insights or updates on specific risk matters.
- (d) Engage professional advisors or independent experts, when necessary, to support the Committee’s assessment or decision-making.

All actions and recommendations of the Committee shall be subject to Board confirmation or ratification.

## **Section 4: Duties and Responsibilities**

The Committee shall perform the following duties and responsibilities:

### **(a) Remuneration Framework and Policy**

- Develop and recommend to the Board a formal and transparent policy on remuneration and incentives.
- Ensure compensation packages are reasonable, performance-based, and aligned with the Company's capacity to sustain its operations.
- Periodically review the structure and competitiveness of compensation and benefits to ensure alignment with industry standards.

### **(b) Directors and Officers Compensation**

- Review and recommend compensation for Executive and Non-Executive Directors, subject to approval of the Board and, when applicable, the shareholders.
- Review and approve the compensation and benefits for senior management, including performance-based incentives.

### **(c) Performance and Incentives**

- Ensure that performance metrics used for determining incentives promote responsible risk-taking and long-term value creation.
- Oversee the implementation of fair and consistent performance evaluation systems.

### **(d) Regulatory Compliance**

- Ensure that all compensation policies comply with applicable laws, including the Revised Corporation Code, Insurance Commission guidelines, and labor regulations.
- Review compensation disclosures in the Annual Corporate Governance Report (ACGR) before submission and publication.

### **(e) Coordination with Other Committees**

- Work with the Nomination and Risk Oversight Committees to ensure that compensation policies support sound governance, ethical conduct, and effective succession planning.

## **Section 5: Meetings and Quorum**

- (a) The Committee shall meet at least twice (2) annually, or as often as required, particularly before the finalization of annual budgets, evaluations, and incentive programs.
- (b) The Chairman or any two members of the Committee may call a meeting.
- (c) A majority of the members shall constitute a quorum.
- (d) Resolutions of the Committee shall require a majority vote of those present. In case of a tie, the Chairman shall cast the deciding vote.
- (e) The Committee Secretary shall prepare the minutes of meetings and submit them to the Board for notation.

## **Section 6: Reporting and Evaluation**

The Committee shall regularly report to the Board on significant risk exposures and related mitigation activities. It shall also conduct an annual self-assessment of its effectiveness, covering the performance of the Committee, its members, and its relationship with management.

Findings and recommendations shall be reported to the Board for evaluation and approval.

## **Section 7: Charter Review**

This Charter shall be reviewed by the Committee at least once every three (3) years or as may be required by the Board or regulatory authorities. Proposed revisions shall be subject to Board approval.

This Remuneration / Compensation Committee Charter of Reliable Insurance Brokers, Inc. was adopted by the Board of the Company on \_\_\_\_\_ 2025 at Mandaluyong City.

Attest:

FELICISIMO M. NACINO, JR.  
Chairman of the Board

ESPERANZA M. ATANACIO  
Assistant Corporate Secretary