CHARTER OF THE BOARD OF DIRECTORS

I. Introduction

In pursuit of achieving and maintaining an exemplary culture of corporate governance, the Board of Directors (the "Board") of **Mynt, Inc.** ("**Mynt**" or the "**Company**") hereby adopts this Charter of the Board of Directors (this "Charter").

The Board is accountable for the governance of the Company and is primarily responsible for overseeing the management of its business and affairs. Within the scope of its authority under applicable laws, rules, and regulations, including the Company's By-Laws, the Board sets the Company's strategic direction, establishes policies, and monitors Officers' performance to ensure that the Company is managed in a sound, prudent, and efficient manner.

The Board is committed to upholding the principles of good corporate governance and ensuring the long-term success and sustainability of the Company. In this regard, the Board oversees key risks, including those involving climate-related and other sustainability-related risks, and supports the Company's continued competitiveness in both the domestic and global markets. In the discharge of its duties, the Board acts with integrity, due diligence, and in the best interests of the Company, its shareholders, and other stakeholders, consistent with its fiduciary responsibilities.

II. Purpose

This Charter shall formalize and establish the Board's accountabilities, roles, and responsibilities in carrying out its fiduciary duties, which shall serve as a guide to the directors in the performance of their functions. It shall reinforce Mynt's By-Laws, Manual on Corporate Governance, and Code of Business Conduct and Ethics, fostering outstanding corporate governance that emanates from the Board, cascading down to all levels of the Company.

The adoption of this Charter also reinforces the Company's strict adherence to applicable rules and regulations of the Philippine Securities and Exchange Commission ("SEC") and the Philippine Stock Exchange, Inc. ("PSE"), among other regulatory bodies, and relevant laws in jurisdictions where the Company conducts its business.

Unless the applicable laws require otherwise, notwithstanding anything else herein, nothing herein shall substantively limit or restrict the rights or expand the obligations or liabilities of any shareholder or the director of the Company nominated by such shareholder under Mynt's Articles of Incorporation and By-Laws, or as agreed by shareholders.

III. Composition of the Board

1. Number of Directors

   The Board shall be composed of thirteen (13) members, as required by the Company's By-Laws, who are elected individually by shareholders entitled to vote at the annual shareholders' meeting. At least a majority of the Board shall be Non-Executive Directors ("NEDs"), which shall include at least three (3) Independent Directors ("IDs").

2. Board Competencies

   The Board shall be composed of members who collectively possess the necessary knowledge, skills, and experience required to properly perform their duties, including relevant working knowledge in the Company's and its subsidiaries' industries. It shall maintain an appropriate balance of competence and expertise among its members, ensuring each director is qualified for his/her role.

The Board has adopted a Policy on Board Diversity to ensure an appropriate mix of competent directors, maintaining diversity in terms of gender, age, ethnicity, culture, skills, competence, and knowledge, and shall uphold a strict stance against any form of discrimination in the selection of directors or nominees. With respect to gender, the Board shall have at least two (2) female directors or twenty percent (20%) of its total membership, whichever is lower, and at least one (1) of whom shall preferably be an ID.

3. Qualifications of a Director

A director shall have the following qualifications:

a. Owns at least one (1) share of capital stock of the Company;

b. Holds at least a college degree or have at least five (5) years of experience in a business related to that of the Company; and

c. Must be fit and proper for the position of a director, pursuant to the Company's Policy on Board Nomination and Training.

4. Permanent Disqualification of a Director

The following may be considered as grounds for the permanent disqualification of a director:

a. Conviction by final judgment or order by a competent judicial or administrative body of any crime that:

   i. Involves the purchase or sale of securities, as defined in the Securities Regulation Code ("SRC");

   ii. Arises out of his/her conduct as an underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or

   iii. Arises out of his/her fiduciary relationship with a bank, quasi-bank, trust company, investment house, or as an affiliated person of any of them.

b. By reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of a relevant regulatory agency, or any court or administrative body of competent jurisdiction from:

   i. Acting as underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker;

   ii. Acting as director or officer of a bank, quasi-bank, trust company, investment house, or investment company or as an affiliated person of any of them; or

iii. Engaging in or continuing any conduct or practice in any of the capacities mentioned in sub-paragraphs (i) and (ii) above, or willfully violating the laws that govern securities and banking activities.

c. The disqualification shall also apply if:

i. He/she is the subject of an order of a regulatory agency, or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him/her under the relevant laws, rules, and regulations;

ii. He/she has otherwise been restrained to engage in any activity involving securities and banking; or

iii. He/she is the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization.

d. Conviction by final judgment or order by a court, or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury, or other fraudulent acts;

e. Finally adjudged by any regulatory agency, court, or competent administrative body to have willfully violated, or willfully aided, abetted, counseled, induced, or procured the violation of any provision of any law, rule, regulation, or order administered by relevant regulatory agencies;

f. Judicially declared insolvent or incapacitated to contract;

g. Conviction by final judgment or order of a foreign court or equivalent financial regulatory authority for acts, violations, or misconduct similar to any of the acts, violations or misconduct enumerated above;

h. Conviction by final judgment of an offense punishable by imprisonment for more than six years, or a violation of relevant laws committed within five (5) years prior to the date of his/her election or appointment;

i. Engaged in any business which competes with or is antagonistic to that of the Company and its subsidiaries and affiliates; and

j. Other grounds as regulatory agencies may provide pursuant to the provisions of relevant laws, rules, and regulations.

5. Temporary Disqualification of a Director

The following may be considered as grounds for the temporary disqualification of a director:

a. Refusal to fully disclose the extent of his/her business interest as required under the SRC and relevant rules and regulations. This disqualification shall be in effect as long as his/her refusal persists;

b. Absence in more than fifty percent (50%) of all regular and special meetings of the Board during his/her incumbency, or any twelve (12)-month period during the said incumbency, unless the absence is due to illness, death in the immediate family, serious accident, or other unforeseen or fortuitous events. The disqualification shall apply for purposes of the succeeding election;

c. Dismissal, termination, or removal for cause as director of any publicly-listed company ("PLC"), public company, registered issuer of securities, and holder of a secondary license from the SEC. The disqualification shall be in effect until he/she has cleared himself/herself from any involvement in the cause that gave rise to his/her dismissal, termination, or removal;

d. If the beneficial equity ownership of an ID in the Company or its subsidiaries and affiliates exceeds two percent (2%) of its subscribed capital stock. The disqualification from being elected as an ID may be lifted subject to compliance with relevant rules and regulations; and

e. If any of the judgments or orders cited in the grounds for permanent disqualification has not yet become final.

Temporary disqualification shall be at the discretion of the Board and shall require a resolution of a majority of the Board.

A temporarily disqualified director shall, within sixty (60) business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he/she fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.

6. Review of Board Profile

The Board shall regularly review its composition, taking into account the evolving requirements of the Company, and best practices in corporate governance.

IV. Board Independence and Conflict of Interest

1. Conflict of Interest and Dealings of Directors

A director who has a material interest in any Company transaction is required to abstain from participating in the deliberations for that transaction. The Company mandates strict compliance with relevant laws, rules, and regulations concerning director dealings, contracts with interlocking directors, and Company disloyalty, which will be embodied in a formal Board policy. For purposes of this Charter, "material interest" shall refer to any direct or indirect personal, financial, or business interest that is significant enough to influence, or reasonably be perceived to influence, the judgment of a director relative to a transaction, and may include interests meeting defined quantitative thresholds or resulting in a material financial benefit.

Furthermore, each director must annually disclose any conflict of interest and related parties using the prescribed forms (Mynt Group's Conflict of Interest and Related Party Declaration Form). A material conflict of interest determined to be permanent will result in the director's disqualification from the Board. To prevent bias, a director is strictly prohibited from discussing or voting on any matter in which he/she has a conflict of interest, even after the annual disclosure process.

2. Policy on Insider Trading and Dealings in Securities

   The Company shall establish a policy requiring directors and officers to disclose or report any dealings in the Company's securities and prohibiting such dealings during certain periods around the disclosure of material non-public information. In line with such policy, each director is required to report to the Board any dealing in the securities of the Company within the periods provided in the said policy.

3. Policy on Multiple Board Seats

   NEDs shall serve as directors in a maximum of five (5) publicly listed companies ("PLCs"), while the Chief Executive Officer ("CEO") and other executive directors shall hold a maximum of two (2) memberships in other PLC boards. These limits exclude directorships within the Company, its parent company, and their respective affiliates, and subsidiaries. Each director shall notify the Board in writing before accepting a new directorship, and the Board shall adopt a policy on multiple directorships to ensure there is no material conflict of interest and that the director's capacity to diligently and efficiently perform their duties to the Board is not compromised.

4. Confidentiality Rule

   Directors shall keep confidential all the information contained in the Board and committee reports and discussions. They shall also ensure that all persons who have access to the same information likewise comply with this rule. The confidentiality rule applicable to incumbent directors shall continue to apply to former directors.

5. Influence of Former Directors

   Former directors shall not be allowed to exercise influence over the operations of the Company.

   An exception may be permitted if the incumbent Board determines that a former director's appointment to a certain position within the Company is in the Company's best interest.

V. Nomination and Election of Directors

1. Nomination of Directors

   All directors are elected solely on the basis of merit and qualifications, and are duly vetted by the Nominations Committee ("NomCom"). Pursuant to the Revised Corporation Code, any shareholder, including minority shareholders, may submit the names of their nominees, along with the nominees' written consent, to the NomCom, through the Corporate Affairs and Governance Team ("CAG"), at least thirty (30) business days prior to the annual shareholders' meeting. The entire nomination and election process shall be detailed in the Company's Policy on Board Nomination and Training.

2. Required Vote

For the election of directors, it is necessary for the majority or one-half plus one of the outstanding shares of stock to be present or represented in the annual shareholders' meeting. Shareholders casting votes through remote communication or in absentia, electronically or otherwise, shall be deemed present for purposes of determining the existence of a quorum.

3. Term of Office

   The directors shall hold office for a term of one (1) year or until their successors are duly elected and qualified, as provided in the Company's By-Laws and Policy on Board Nomination and Training. However, a director who is elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

4. Filling of Vacancies

   Pursuant to the Company's By-Laws, any vacancy due to expiration of term shall be filled no later than the day of such expiration at the annual shareholders' meeting. For any vacancy arising from removal by the shareholders, the election shall be held at the same meeting if so stated in the agenda and notice of meeting. In all other cases, the vacancy may be filled by at least a majority of the remaining directors, if still constituting a quorum; otherwise, the vacancy shall be filled in a special shareholders' meeting called for that purpose, in any instance no later than forty-five (45) days from the time the vacancy occurred.

5. Emergency Board

   When the remaining directors cannot constitute a quorum and emergency action is required to prevent grave, substantial, or irreparable loss or damage to the Company, the vacancy may be temporarily filled from among the Officers of the Company by the unanimous vote of the remaining directors. The designated director's actions shall be limited to any necessary emergency action and his/her term shall cease within a reasonable time from the termination of the emergency or upon election of the replacement director, whichever comes first.

   For purposes of this Charter, "Officers" shall refer to the following: (a) President, CEO, Treasurer, Chief Finance Officer ("CFO"), Corporate Secretary, and Assistant Corporate Secretary; and (b) Other officers mentioned in the By-Laws and appearing in the Company's General Information Sheet.

VI. Independent Directors

1. Independent Directors ("IDs")

   The Board shall have at least three (3) IDs, or such number as to constitute at least one-third (1/3) of the Board, whichever is higher.

   The IDs shall possess the necessary qualifications, skill, and knowledge to hold such position. They need not be experts of the Company's industry but must have at least a general understanding of the same and be experts in their respective fields.

   An ID shall, during the pre-screening of his/her nomination and within ten (10) days from the time of his/her nomination, submit to the CAG a letter of confirmation stating that he/she holds no interests affiliated with the Company, its Officers, or its controlling shareholder.

2. Lead Independent Director

   A Lead ID shall be appointed if the Chairperson of the Board is not independent from the Officers, such as when the positions of the Chairperson of the Board and the CEO are held by one person, or if the Chairperson is not an ID. The Lead ID shall, among others:

   a. Intermediate between the Chairperson of the Board and the other directors, if and when needed;

   b. Convene and chair the periodic meetings of the NEDs with the external auditor and heads of internal audit, compliance, and risk, as may be needed; and

   c. Contribute to the performance evaluation of the Chairperson of the Board.

3. Term Limit of an ID

   An ID shall only serve as such for a cumulative term of nine (9) years from the date of first election. After which, he/she shall be perpetually barred from re-election as an ID, but may continue to qualify for nomination and election as a non-ID, subject to relevant laws, rules, and regulations.

4. Qualifications of an Independent Director

   The qualifications of an ID are the following:

   i. Is not or has not been an officer, employee, or substantial shareholder of the Company, its subsidiaries, affiliates, or related companies, unless there has been a change in the controlling ownership of the Company;

   ii. Is not, and has not been in the three (3) years immediately preceding his/her election, a director of the Company; a director, officer, employee of the Company's subsidiaries, associates, affiliates or related companies; or a director, officer, or employee of the Company's related companies;

   iii. Is not a holder of shares of stock sufficient to elect one seat in the Board, or any of its related companies or of its majority corporate shareholders;

   iv. Is not an owner of more than two percent (2%) of the outstanding shares of the Company, its subsidiaries, associates, affiliates, or related companies;

   v. Has not been appointed in the Company, its subsidiaries, associates, affiliates or related companies as Chairperson "Emeritus," "Ex-Officio" directors/officers or members of any advisory board, or otherwise appointed in a capacity to assist the Board in the performance of its duties and responsibilities within three (3) years immediately preceding his/her election;

   vi. Is not a relative of any director, officer, or substantial shareholder of any of its related companies. For this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother or sister;

vii. Is not affiliated with any non-profit organization that receives significant funding from the Company or any of its related companies;

viii. Is not employed as an executive officer of another company where any of the Company's executives serve as directors;

ix. Is not acting as a nominee or representative of any director or its related companies;

x. Is not retained, either in his/her personal capacity or through a firm, as a professional adviser, auditor, consultant, agent or counsel of the Company, any of its related companies, or is otherwise independent of the Officers and free from any business or other relationship within the three (3) years immediately preceding the date of his/her election;

xi. Is not a securities broker-dealer of listed companies and registered issuers of securities. For purposes of this Charter, "securities broker-dealer" shall refer to any person holding any office of trust and responsibility in a broker-dealer firm, which includes, among others, a director, officer, principal shareholder, nominee of the firm to the PSE, an associated person or salesman, and an authorized clerk of the broker or dealer; and

xii. Does not engage or has not engaged, whether by himself/herself or with other persons or through a firm of which he is a partner, director, or substantial shareholder, in any transaction with the Company or any of its related companies, other than such transactions that are conducted at arm's length and could not materially interfere with or influence the exercise of his independent judgment.

For purposes of this Charter, "related companies" shall refer to: (a) the Company's substantial shareholders; (b) the Company's subsidiaries; and (c) other related parties as provided in the Company's related party registry. "Substantial shareholder" shall mean any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of the Company's equity security.

5. Disqualifications of an Independent Director

An ID shall no longer qualify as such if, during his tenure:

a. He/she becomes an officer or employee of the Company or becomes any of the persons enumerated above;

b. His/her beneficial security ownership in the Company or in its related companies exceeds two percent (2%), in which case the Company shall forthwith cease to consider him as an ID until his beneficial security ownership is reduced to two percent (2%) or lower; or

c. He/she fails to meet the attendance requirement as set forth in this Charter or the MCG.

VII. Board Meetings

1. Meetings and Attendance

   The Board shall hold no less than one (1) meeting every financial quarter. In addition, any director may call a meeting of the Board on not less than five (5) business days' prior written notice to the other directors. Meetings of the Board shall take place at the office of the Company in the Philippines, unless otherwise agreed by the directors.

   The conduct of meetings and the participation of directors, including voting, at Board meetings can be in person, through remote communication, such as videoconferencing, teleconferencing, or other alternative modes of communication allowed by the SEC. Participation and voting cannot be done by proxy.

   All directors are expected to attend and actively participate in all regular and special meetings of the Board, its Committees, and the shareholders.

   In Board and Committee meetings, all directors should review meeting materials and if called for, ask the necessary questions or seek clarifications and explanations. The Corporate Secretary shall inform members of the Board or Committee, in accordance with the By-Laws, of the agenda of their meetings at least five (5) business 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.

2. Quorum

   A majority of the directors shall constitute a quorum of the Board, as provided in the Company's By-Laws.

   The Board may, to promote transparency, require the presence of at least one (1) ID in all of its meetings. However, the absence of an ID shall not affect the quorum requirements if he/she is duly notified of the meeting and yet he/she fails to attend.

3. Notice of Meetings

   No less than five (5) business days' prior written notice of every meeting of the Board shall be given to any director. Notices shall be sent by the Corporate Secretary/Assistant Corporate Secretary either by personal delivery, mail, telephone, facsimile, SMS, electronic mail, or any other generally accepted mode of communication to each director at his/her last known address or contact details. Notice of such meeting shall include an agenda in reasonable detail. It shall indicate the date, time, and place of the meeting. Notwithstanding the foregoing, notice of a meeting need not be given to any director if a written waiver of notice, executed by such director before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting the lack of notice prior thereto or at its commencement. A waiver of notice need not specify the purposes of the meeting.

4. Chairperson of the Meeting

   The Chairperson of the Board shall preside at the meetings of the Board, or in his/her absence, by any other director chosen by the Board. The Corporate Secretary shall act as secretary of every meeting or, if not present, the Chairperson of the meeting shall appoint a secretary for the meeting.

5. Minutes of the Meeting

Minutes of the Board meetings shall be taken and recorded by the Corporate Secretary/Assistant Corporate Secretary. Minutes shall be signed by the Chairperson and secretary of the meeting.

6. Meetings of the NEDs

The NEDs shall, at least once a year, have a separate meeting with the external auditor and heads of the internal audit, compliance, and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the Company. The meetings shall be chaired by the Lead ID.

VIII. Responsibilities of the Board

1. Duties, Powers, and Attributes of the Board

The Board shall perform all of its duties and responsibilities under relevant laws, rules, and regulations, and Company governance documents, and shall:

a. Determine the period, manner and conditions under which the Company shall engage in the kinds of businesses referred to in its Articles of Incorporation (“AOI”).

b. Determine the manner in which the corporate capital shall be invested, subject to the provisions of the Company’s By-Laws.

c. Determine the creation of branches, agencies, office departments of any class, under the conditions it may deem convenient.

d. Decide as to the safekeeping of the funds of the Company, open current accounts, fixed deposit accounts and savings accounts with any bank authorized to operate in the Philippines and/or abroad.

e. Fix annually the percentage to be written off on all capital expenditures of the Company such as buildings, furniture and fixtures, and the like, and determine the distribution of profits and dividends.

f. Authorize any other person or persons it may deem fit, aside from the Chairperson of the Executive Committee (“ExCom”), to cancel mortgages or pledges executed as securities for loans and bonds when the mortgages have been repaid to the Company and when the bonds have been cancelled.

g. Determine the time and manner of issuance of unissued stocks and treasury shares of the Company.

h. Fix, upon the recommendation of the Chairperson of the ExCom, the budget for administration expenses.

i. Settle any doubts that may arise relative to the interpretation of the By-Laws and supply any omissions, reporting thereon to the shareholders’ meeting for such action as it may see fit to take.

j. Institute, maintain, defend, compromise or drop any litigation in which the Company or its

k. s may be interested in as plaintiff or defendant in connection with the business of the Company and grant extension of time for the payment or settlement of any indebtedness in favor of the Corporation.

l. Oversee the development of and approve the Company's business objectives and strategy, and monitor their implementation, considering sustainability and climate-related issues, in order to sustain its long-term viability and strength. In this regard, the Board shall:

   i. Review and guide corporate strategy, major plans of action, risk management policies and procedures, annual budgets and business plans and consider sustainability and climate-related issues;

   ii. Set performance objectives (both financial and non-financial) and monitor its implementation and corporate performance;

   iii. Oversee major capital expenditures, acquisitions, and divestitures and consider sustainability and climate-related issues;

   iv. Establish a system for measuring performance against plans;

   v. Review the vision, mission, values and strategic objectives at least once every five (5) years or oftener, when necessary; and

   vi. Actively engage in the affairs of the Company and keep-up with material changes in its business and regulatory environment, as well as act in a timely manner to protect the long-term interests of the Company.

m. Ensure that the Company conducts its business in compliance with all relevant laws, rules, and regulations, and in accordance with best business and corporate governance practices.

n. Review and maintain this Charter to formalize and clearly state its roles, responsibilities, and accountabilities in carrying out its fiduciary duties.

   This Charter shall serve as a guide to the directors in the performance of their functions and shall be publicly available and posted on the Company's website.

o. Conduct full Board meetings in accordance with the By-Laws and this Charter.

p. Call meetings of shareholders.

q. Adopt and ensure the proper implementation of an effective succession planning program for directors and Officers to ensure growth and continued increase in the shareholders' value, which shall include adopting a policy on the retirement age for directors and Officers as part of management succession and to promote dynamism in the Company.

r. Ensure that the remuneration of directors and Officers align with the long-term interests of the Company.

In doing so, the Board shall formulate and adopt a policy specifying the relationship between remuneration and performance, which shall adhere to the following guidelines:

i. The level of remuneration shall be commensurate to the responsibilities of the role;

ii. No director shall participate in discussions or deliberations involving his own remuneration; and

iii. Remuneration pay-out schedules shall be sensitive to risk outcomes over a multiyear horizon.

s. Ensure that there is a policy and system governing RPT and other unusual or infrequently occurring transactions, particularly those which pass certain thresholds of materiality.

Such policy shall include the appropriate review and approval of material or significant RPT, which guarantee fairness and transparency of the transactions, and shall encompass all the Company's affiliates and subsidiaries, considering their size, structure, risk profile and complexity of operations.

t. Establish a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation, and to have direct access to a unit created to handle whistleblowing concerns and ensure its enforcement.

u. Establish policies, programs and procedures covering, among others, the following matters, which will encourage employees to actively participate in the realization of the Company's goals and in its governance:

i. Health, safety and welfare;
ii. Training and development;
iii. Reward/compensation; and
iv. Diversity and inclusion.

v. Determine the manners and conditions under which employees of the Company shall be granted pensions, retirement gratuity or life insurance protection.

w. Adopt and monitor the implementation of a Code of Business Conduct and Ethics, which shall provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings.

Such Code shall also include communication and awareness campaigns, continuous training to reinforce the Code, strict monitoring and implementation, and setting in place proper avenues where issues may be raised and addressed without fear of retribution.

The Code shall be properly disseminated to the Board, officers, and employees. The Board shall ensure the proper and efficient implementation and monitoring of compliance with the said Code.

x. Approve the selection and assess the performance of Officers and such officers appointed by the Board.

y. Apply fit and proper standards on key personnel. Integrity, technical expertise, and experience in the Company's business, either current or planned, shall be the key considerations in the selection process. Since mutual trust and a close working relationship are important, the Officers shall uphold the general operating philosophy, vision, and core values of the Company.

z. Regularly meet with the Officers to engage in discussions, to ask questions, and to critically review the reports and information provided by it. The Board shall set the frequency of meetings considering the size, complexity of operations, and risk profile of the Company.

aa. Regularly review policies, internal controls, and self-assessment functions (e.g. internal audit, risk management and compliance) with the Officers to determine areas for improvement, as well as to promptly identify and address significant risks and issues. The Board shall set the frequency of review considering the size, complexity of operations, and risk profile of the Company.

bb. Ensure that an appropriate internal control system is in place, including setting up a mechanism for monitoring and managing potential conflicts of interest of the directors, Officers, and shareholders, through the establishment of an internal audit charter.

cc. Ensure that a sound enterprise risk management framework ("ERM Framework") is in place to effectively identify, monitor, assess, and manage key business risks. The ERM Framework shall guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies.

dd. Ensure that a robust internal reporting system is in place that shall enable each employee to contribute to the appreciation of the Company's overall risk exposures.

ee. Ensure that the risk management function is given adequate resources to enable it to effectively perform its functions. Such function shall be afforded with adequate personnel, access to information technology systems and systems development resources, and support and access to internal information. When necessary, the Company can seek external technical support to aid the Board and Officers in the performance of their duties and responsibilities including risk management.

ff. Establish a policy on Economic, Environmental, Social, and Governance ("EESG") practices of the Company and ensure compliance with relevant laws, rules, and regulations, policies, and reportorial requirements.

The Board shall adopt a globally-recognized standard or framework in reporting sustainability and non-financial issues such as EESG issues of the Company's business.

2. Duties and Responsibilities of Individual Directors

   Each director shall perform all of his/her duties and responsibilities under relevant laws, rules, and regulations, the Company's By-Laws and other governance documents, and this Charter. He/she shall:

   a. Always act in the best interest of the Company and all its stakeholders, and not only those of the controlling group or any other stakeholder;

   b. Remain fit and proper to be a director for the duration of his/her term;

   c. Abstain from taking part in the deliberations and recuse himself/herself from voting on any transaction where he/she has a material interest in;

   d. Engage in fair business transactions with the Company and ensure that his/her personal interests do not create any bias when making Board decisions;

   e. Attend and actively participate in all meetings of the shareholders, and the Board and its Committees where he/she is a member of, except when prevented by justifiable causes;

   f. Act judiciously on a fully-informed basis, in good faith, and with due diligence and care;

   g. Exercise independent judgment;

   h. Keep himself/herself informed of statutory and regulatory requirements and developments affecting the Company;

   i. Keep confidential all non-public information acquired by reason of his Board membership;

   j. Ensure the continuing soundness, effectiveness, and adequacy of the Company's control environment;

   k. Attend and participate in the training programs of the Company; and

   l. Notify the Board, through the CAG, before accepting a directorship in another company.

3. Adherence to the Code of Business Conduct and Ethics

   The Board shall ensure that all directors, executives, and employees adhere to the Company's Code of Business Conduct and Ethics. The Board shall adopt measures for the strict implementation and monitoring of compliance with the Code.

4. Reporting Responsibility of the Officers

   Officers are primarily accountable to the Board for the operations of the Company. As part of its accountability, it is obligated to provide the Board with complete and adequate information on the operations and affairs of the Company in a timely manner. Officers shall inform the Board regularly, promptly, and comprehensively about any issues concerning the Company’s strategy, compliance, and risk management, including for sustainability and climate-related risks and opportunities. It shall regularly update the Board of the implementation of the Company’s strategy and explain variances from the approved plans and targets, including governance, sustainability, and climate-related plans and targets.

5. Approval of the Financial Statements

   The Board is responsible for approving the Company's financial statements, which should have been first reviewed and endorsed by the Audit Committee, with the assistance of independent auditors.

6. Approval of Annual Plans and Budgets

   The Board is responsible for the approval of the Company's annual plans and budget, including related investments and personnel changes.

IX. Liability of Directors

1. Joint and Several Liability

   Directors who willfully and knowingly vote or consent to patently unlawful acts of the Company or who are guilty of gross negligence or bad faith in directing the affairs of the Company or acquire any personal or pecuniary interest in conflict with their duty as such directors, shall be liable jointly and severally for all damages resulting therefrom suffered by the Company, its shareholders, and other stakeholders.

2. Liability as Trustee of the Company

   When a director attempts to acquire or acquires, in violation of his/her duty, any interest adverse to the Company in respect of any matter which has been reposed in him/her in confidence, as to which equity imposes a disability upon him/her to deal on his/her own behalf, he/she shall be liable as a trustee for the Company and must account for the profits which otherwise would have accrued to the Company.

X. Chairperson of the Board

The Board shall be headed by a competent and qualified Chairperson, who shall preside over all shareholders and Board meetings and exercise such other powers given to him/her under the Company’s By-Laws, and relevant laws, rules, and regulations. He/she shall also have the following roles and responsibilities:

a. Ensure that meeting agenda focuses on strategic matters, which include the overall risk appetite of the Company, developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations;

b. Guarantees that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions;

c. Facilitates discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors;

d. Ensures that the Board sufficiently challenges and inquires on reports submitted and representations made by the Officers; and

e. Leads the evaluation of the performance of the Board at least once a year, the discussion thereof, and the oversight and follow-up on such evaluation and discussion.

The Company shall disclose the relationship between the Chairperson and the CEO, if any, in its annual report to the SEC.

XI. Corporate Secretary

The Board shall be assisted in its duties by a Corporate Secretary, who shall, as far as practicable, be a separate individual from the Chief Compliance Officer ("CCO"). He/she shall be primarily responsible to the Company and its shareholders, and not to the Chairperson or President of the Company.

The Corporate Secretary shall not be a member of the Board and shall annually attend a training on corporate governance. He/she shall be a Filipino citizen and must be a resident of the Philippines.

The duties and responsibilities of the Corporate Secretary shall include the following:

a. Assists the Board and its Committees in the conduct of their meetings, including preparing an annual schedule of meetings of the Board and its Committees, and assists the chairs of the Board and its Committees to set the agenda for those meetings.

b. Safekeeps and preserves the integrity of the minutes of the meetings of the Board and its Committees, as well as other official records of the Company.

c. Keeps abreast of relevant laws, rules, regulations, governance issuances, relevant industry developments and operations of the Company, and advises the Board and the Chairperson on all relevant issues as they arise.

d. Works fairly and objectively with the Board, Officers, and shareholders, and contributes to the flow of information between the Board and Officers, the Board and its Committees, and the Board and its stakeholders, including shareholders.

e. Advises the Board on corporate governance and the establishment of good governance framework, including the establishment of Board Committees

f. Provides notice of meeting and informs the Board of the agenda at least five (5) business days before the date of the meeting.

g. Ensures that the directors have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval.

h. Attends all Board meetings, except when justifiable causes such as illness, death in the immediate family, and serious accidents, prevent him/her from doing so, and maintains a record of the same.

i. Submits to the SEC, at the end of every fiscal year, an annual certification as to the attendance of the directors during Board meetings.

j. Performs such administrative functions as may be required from him/her.

k. Oversees the drafting of the amendments to the AOI and By-Laws, and ensures that these conform with regulatory requirements.

l. Performs such other duties and responsibilities as may be required under relevant laws, rules, and regulations, and Mynt's By-Laws.

XII. Chief Compliance Officer ("CCO")

The Board shall ensure that it is assisted in its duties by a CCO, who shall have a rank of Senior Vice President or an equivalent position with adequate stature and authority in the Company. The CCO shall not be a member of the Board and shall annually attend a training on corporate governance.

The CCO shall be a member of the Company's Officers in charge of the compliance function. He/she shall be primarily liable to the Company and its shareholders, and not to the Chairperson or President of the Company.

The duties and responsibilities of the CCO shall include the following:

a. Ensures proper onboarding of new directors, which includes the orientation on the Company's business, charter, AOI, and By-Laws.

b. Monitors, reviews, evaluates and ensures compliance by the Company, its officers and directors, with the relevant laws, rules, and regulations, and this Charter.

c. Reports to the Board if violations are found and recommends the imposition of appropriate disciplinary action.

d. Ensures the integrity and accuracy of all documentary and electronic submissions as may be required under relevant laws, rules, and regulations, which are not handled by other business units.

e. Appears before the regulators when summoned in relation to compliance with relevant laws, rules, and regulations, and this Charter.

f. Collaborates with other business units to properly address compliance issues, which may be subject to investigation.

g. Identifies possible areas of compliance issues and works towards the mitigation or resolution of the same.

h. Ensures the attendance of directors and Officers to relevant training.

i. Performs such other duties and responsibilities as may be required under relevant laws, rules, and regulations, and Mynt's By-Laws.

XIII. Board Committees

1. Creation of Board Committees

   The Board, in its sound discretion and taking into account the business and compliance environment of the Company, shall establish Board Committees for the effective performance of its functions.

2. Delegation of Rights and Responsibilities to the Board Committee

   The Board may delegate part of its rights and responsibilities to any of its Committees, which shall be composed of Board members of the Company specifically chosen for their particular background and areas of expertise that will allow them to adequately perform the functions assigned to their Committee.

3. Board Committee Charters

   Each Board Committee shall have a formal written charter that clearly sets out its purpose, authority, composition, procedures, and the duties and responsibilities of its members. Each charter shall be reviewed annually and updated as necessary to ensure alignment with best governance practices and evolving regulatory requirements.

4. Board Committees

   The Company's Board Committees shall include an Audit Committee, a Board Risk Oversight Committee, a Compensation and Benefits Committee, a Corporate Governance Committee, an Executive Committee, a Nominations Committee, and a Related Party Transactions Committee.

XIV. Remuneration of the Board

The Company shall provide a policy and procedures for disclosure in its Annual Report concerning the setting, level, and mix of remuneration for the Board and Officers, their remuneration on an individual basis, and termination and retirement provisions. Directors are entitled to fees and compensation by Board resolution, with the level commensurate to the Company's size and scope. No director shall be involved in deciding their own remuneration during their incumbent term.

The executive director/s of the Company shall not receive a per diem in addition to his/her remuneration as part of Mynt's Officers (e.g., in his/her role as the Company's President and CEO).

The per diem received by the non-executive directors shall be properly disclosed in pertinent annual reports and posted on the website of the Company.

XV. Orientation and Continuing Education

To promote effective Board performance and continuing qualification of the directors in carrying-out their duties and responsibilities, all newly-elected directors shall attend an orientation program prior to the commencement of their functions. The orientation program shall cover SEC-mandated topics on corporate governance and include an introduction to the Company's business, AOI and By-Laws, corporate structure, vision and mission, corporate strategy, governance codes and policies, programs, and initiatives, and other governance matters. This orientation program for first time directors shall be conducted pursuant to the Company's Policy on Board Nomination and Training.

All incumbent directors and Officers shall also attend an annual continuing training program to apprise themselves on any developments in the Company's business and regulatory environments. This annual training program shall last for at least four (4) hours.

Directors, with the assistance of the CAG and CCO, shall assess their training and development needs in determining the coverage of their continuing training program.

XVI. Performance Assessment

The Board shall periodically carry out evaluations to appraise its performance as a body, and assess whether it possesses the right mix of backgrounds and competencies.

The Board's assessment shall be conducted in accordance with the Policy on Board Performance Assessment of the Company, which shall adhere to the following guidelines:

a. The Board shall conduct an annual self-assessment of its performance, including the performance of the Chairperson, individual members and committees;

b. Every three (3) years, the assessment shall be supported by an external facilitator who shall be an independent third party (e.g. consulting firm, academic institution, or professional organization);

c. Incorporate a system that provides criteria and process to determine the performance of the Board, the individual directors, Board Committees, and such system shall allow for a feedback mechanism from the shareholders;

d. In establishing the criteria, attention shall be given to the values, principles, and skills required for the Company; and

e. The Corporate Governance Committee shall oversee the assessment and evaluation process.

XVII. Effectivity and Review

This Charter was approved by the Board on 17 June 2026, and shall take effect upon the listing of the securities of the Company in the Philippine Stock Exchange.

This Charter shall be reviewed annually by the Corporate Governance Committee to assess its effectiveness, and recommend amendments, as it may deem necessary. Any amendments to this Charter shall be approved by a majority of the Board.