



CHARTER OF THE EXECUTIVE COMMITTEE

Charter of the Executive Committee

The Board of Directors (the “**Board**”) of Mynt, Inc. (the “**Corporation**”) hereby adopts this Charter of the Executive Committee (this “**Charter**”).

The Executive Committee (the “**Committee**”) shall be responsible for making recommendations to the Board (as defined below) on matters concerning capital markets, mergers, acquisitions and divestitures, as well as key finance matters relating to capital structure, investments, and financial risk management and shall exercise the powers delegated by the Board as provided in this Charter.

For purposes of this Charter, (1) "Group Company" shall mean the Corporation and its Controlled subsidiaries; (2) “Control” means, (a) with respect to a person (other than an individual), the direct or indirect (i) beneficial ownership of more than 50% of the voting power of such person, (ii) right or power to appoint, or cause the appointment of, more than 50% of the members of the board of directors (or similar governing body) of such person, or (iii) right or power to manage, or direct the management of, the assets of such Person and (b) with respect to any natural person, the direct or indirect right or power to direct or cause the direction of the management and affairs of the business and assets of such natural person. The terms “Controlling” and “Controlled” shall have meanings correlative to the foregoing.

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 Corporation nominated by such shareholder under the Corporation’s Articles of Incorporation and By-Laws, or as agreed by shareholders.

A. **Composition**

1. The Committee shall be composed of at least three (3) directors, including the chief executive officer of the Corporation, one (1) director nominated by Ant International Technologies (Singapore) Holding Pte. Ltd. (“**Ant International Technologies**”) and one (1) director nominated by Globe Capital Venture Holdings, Inc. (“**Globe Venture**”).
2. The chairman of the Committee (the “**Chairman**”) shall provide leadership in the Committee and ensure that it is properly performing its duties and responsibilities. The Chairman shall, among others:
 - a. preside over meetings;
 - b. approve matters for inclusion in the agenda of each meeting;
 - c. ensure that sound decisions are being made, which are in accordance with the direction of the Board and the policies of the Corporation;
 - d. ensure that members of the Committee receive accurate, timely, and relevant information necessary to carry out its functions;
 - e. ensure that dissenting views may be expressed and discussed during the decision-making process;

- f. encourage and promote critical discussions during meetings; and
 - g. convene, postpone, or cancel meetings when, in his/her reasonable opinion, the same is warranted.
- 3. The Chairman and members of the Committee shall possess, as a group, the knowledge, skills, and experience required to properly perform its duties.
- 4. The Committee shall annually review its composition, considering the evolving regulatory and business requirements of the Corporation, and best practices in corporate governance. Any proposed changes shall be endorsed by the Committee to the Board for approval.
- 5. The Committee shall be supported by the Transformation Team and Finance Team.
- 6. The Office of the Corporate Secretary and Assistant Corporate Secretary/Office of Corporate Affairs of the Corporation shall serve as the Secretariat of the Committee (the "**Secretariat**"). The following are the key responsibilities of the Secretariat:
 - a. draft the agenda for each meeting and have the same reviewed by the Chairman of the Committee;
 - b. send notices and agendas of the meetings at least five (5) Business Days before the actual date of the meetings; for the purpose of this Charter, the "Business Day" means a day (other than a Saturday or Sunday or public holiday) on which banks are open for business in the Makati and Taguig Cities, the People's Republic of China, Singapore, and Hong Kong;
 - c. request for updates on action items from previous meetings;
 - d. take the minutes of the meetings and distribute the same for the review and approval of the Chairman and members of the Committee;
 - e. keep in its custody any and all documents and records pertaining to the Committee and its meetings; and
 - f. perform other tasks and duties as assigned by the Chairman.

B. Term

The Board shall appoint the Chairman and the members of the Committee at its annual organizational meeting to ensure that the members are nominated in accordance with item 1 under Section A of this Charter. The Chairman and each member of the Committee shall serve as such until the next annual organizational meeting of the Board, unless sooner removed or replaced by the Board, provided that the composition shall be consistent with item 1 under Section A of this Charter.

C. Vacancies

Any vacancy in the Committee occurring during the year may be filled for the unexpired portion of the term by election of the Board, provided that such vacancy shall be filled in accordance with item 1 under Section A of this Charter.

D. Duties and Responsibilities of the Committee

1. Extent of Authority

The Committee shall have the authority to recommend and/or endorse, for the approval and ratification of the Board, the following matters (for the avoidance of doubt, the following matters shall be finally determined by the Board and the shareholders of the Corporation (as applicable) and the Corporation shall not conduct any of the following actions only with the Committee's approval but without the Board's approval):

- a. Matters subject to consent rights, if any, as agreed among Globe Venture, Ayala Corporation, Ant International Technologies, AI Vision (Singapore) Investment Pte. Ltd. ("**AVI**") and Advanced New Technologies (Singapore) Holding Pte. Ltd. ("**Advanced New Technologies**");
- b. Capital market matters; and
- c. Investment and finance matters, particularly on the following matters but in each case, except the matters subject to the approval of item 1(a) under Section D:
 - i. authorization, creation, and issuance of shares or other securities of any Group Company, or the granting of any option, warrant or right to subscribe in respect of any share or other securities of any Group Company;
 - ii. incurrence of non-current and strategic indebtedness outside the ordinary course of business, including the refinancing of any such financial indebtedness; or the extension of guarantee, surety or indemnity by any Group Company;
 - iii. any merger, amalgamation, consolidation or similar business combination, or sale of all or substantially all of the assets, of any Group Company with or to any other person or entity;
 - iv. investments into or acquisitions of new businesses or business units by any Group Company, or termination thereof;
 - v. increased investments into directly held business units;
 - vi. divestments of equity interest in any Group Company;
 - vii. dividend policy of any Group Company;

- viii. group policies related to investment management, and financial risk management, including the use of derivatives; and
- ix. letters of parental guarantee and/or comfort between the Corporation and any Group Company, except those in compliance with law and court orders.

The Board (including the affirmative votes from at least one (1) director of the Corporation appointed by Ant International Technologies and at least one (1) director of the Corporation appointed by Globe Venture) may expand or redefine the powers of the Committee.

2. Limits of Authority

The following powers and authorities are expressly reserved for the Board and cannot be exercised by the Committee:

- a. Approval of any action for which shareholders' approval is also required;
- b. Filling of vacancies in the Board or in the Committee;
- c. Amendment or repeal of By-Laws, or the adoption of new By-Laws;
- d. Amendment or repeal of any resolution of the Board, which by its express terms are not amendable or repealable;
- e. Distribution of cash dividends to shareholders;
- f. Approval of any action subject to the consent rights, if any, among the shareholders, as may be applicable; and
- g. Exercise powers delegated by the Board exclusive to other committees, if any.

For the avoidance of doubt, this item 2 under Section D shall not be construed as expanding the limits of authority of the Committee as set out in item 1 under Section D.

E. Reports of the Committee

The Chairman, or his/her duly authorized deputy, shall report all actions taken by the Committee or matters discussed during its meeting at the subsequent Board meeting, including the matters recommended and/or endorsed by the Committee, for the approval of the Board.

The Committee shall also submit and present a year-end report to the Board, providing a summary of the Committee's activities during the year, confirmation of how the responsibilities in this Charter were discharged, results of the assessment performed on the effectiveness of the Committee, and recommendations for improvement.

F. Meetings

1. The Committee shall hold meetings at least twice a year, and at such times and frequency as the Committee may deem necessary, in person, via teleconferencing or video conferencing facility, or through such other similar means, at a time and place determined by its Chairman.
2. The Committee meetings shall be chaired by the Chairman of the Committee or, in his/her absence, by a deputy chairman appointed by the Chairman or by the Committee members.
3. The minutes of the Committee meetings will be recorded and maintained by the Secretariat. It shall be reviewed by the Corporate Secretary or Assistant Corporate Secretary and presented to the Committee at the next regular Committee meeting for approval. The minutes shall be signed by the Chairman and the Corporate Secretary or Assistant Corporate Secretary.
4. As a general rule, the Committee meetings shall be announced at least five (5) Business Days in advance. Notice of meetings may be given by any customary means of communications (e.g. by e-mail, in writing, by telephone etc.). The notice shall specify the time and place of the meeting and include a detailed agenda. Notwithstanding the foregoing, notice of meeting need not be given to any Committee member if a written waiver of notice, executed by such Committee member or sent through electronic mail, is filed with the records of the meeting, or to any Committee member who attends the meeting without protesting the lack of notice prior thereto or at its commencement.
5. The majority of the incumbent members shall constitute a quorum for the holding of a Committee meeting, which shall include a member appointed by Ant International Technologies and a member appointed by Globe Venture.
6. With regard to item 1(a) under Section D – Duties and Responsibilities of the Committee or other matters covered by the consent rights, if any, falling under items 1(b) and (c) of Section D, the approval of both nominees of Globe Venture and Ant International Technologies (for its behalf and on behalf of Advanced New Technologies, or AVI) shall be necessary to approve an act or resolution of the Committee.
7. Except for the matters mentioned in item 6 under Section F, for the other items under Section D - Duties and Responsibilities of the Committee, the majority vote of Committee members, in a meeting where there is a quorum, shall be necessary to approve an act or resolution of the Committee. In case of a deadlock, the matter shall be referred to the full Board for deliberation and final decision, which shall be binding on the Corporation.
8. Actions of the Committee may be obtained by unanimous written consent in physical, electronic, or digital format.
9. Committee members shall be permitted to send at least one (1) observer each during the Committee meetings.

10. This Charter, the number of Committee meetings held, and attendance of its members, shall be disclosed in the Corporation's annual report.

G. **Miscellaneous**

1. **Technical Assistance.** The Committee may invite such members of management and other persons to its meetings and may secure independent expert advice as it may deem desirable or appropriate.
2. **Annual Review.** This Charter shall be reviewed by the Committee annually. Any proposed changes shall be approved by the Board, (including the affirmative votes from at least one (1) director of the Corporation appointed by Ant International Technologies and at least one (1) director of the Corporation appointed by Globe Venture). The Committee shall conduct an annual self-evaluation of its own performance.
3. **Access to Information.** The Committee shall have free and full access to all relevant information, data, records, and personnel of the Corporation.
4. **Records/Confidentiality.** The Secretariat shall keep and have custody of the records of the Committee. Except for information that is required to be disclosed pursuant to law or regulations issued by competent government authorities, the records shall be kept confidential.
5. **Other Matters.** The Committee may set such other rules of procedure as it deems necessary from time to time, subject to the limits stated herein.

H. **Effectivity**

This Charter was approved by the Board on [Date], and shall take effect upon the listing of the securities of the Company on the Philippine Stock Exchange.