CHARTER OF THE
CORPORATE GOVERNANCE COMMITTEE

I. Introduction

The Board of Directors (the "Board") of **Mynt, Inc.** (**"Mynt"** or the **"Company"**) hereby adopts this Charter of the Corporate Governance Committee (this "Charter").

The Corporate Governance Committee (the "Committee") is committed to serve the best interests of the Company, its shareholders, including minority shareholders, and stakeholders. The Committee shall advocate for a culture of good corporate governance throughout the Company, emanating from the Board and Officers, and extending to all employees, as well as maintain a proactive mindset in relation to compliance with corporate governance and sustainability-related matters.

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

II. Purpose and Authority

This Charter shall formalize and establish the Committee's accountabilities, roles, and duties as it assists the Board in fulfilling its corporate governance responsibilities, which include ensuring compliance with governance principles and overseeing the periodic evaluation of the Board's performance.

The Committee shall exercise the powers delegated by the Board as well as the following authorities granted to it:

a. Free and full access to all relevant information, data, records, and personnel of the Company to ensure that its oversight is based on accurate data;
b. Invite Officers and other persons to its meetings and secure independent expert advice, including legal or other professional counsel, as it may deem necessary at the Company's expense;
c. Conduct or authorize investigations into any matter within the scope of its responsibilities; and
d. Review the governance alignment of the Company's subsidiaries to ensure group-wide adherence to high ethical standards.

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 and Membership

1. Independence

   The Committee shall be composed of at least three (3) members of the Board, all of whom shall be Independent Directors ("ID"), including the Chairperson. The qualifications and disqualifications of such members as an ID and as provided in relevant laws, rules, and regulations shall be complied with.

2. Appointment

   The Committee members and the Chairperson shall be appointed annually by the Board at its organizational meeting. Members must possess adequate and competent understanding of corporate governance, risk management, and the Company's industry. The Board may remove any member with or without cause or fill any vacancy in the Committee, in accordance with Mynt's Articles of Incorporation and By-Laws and in a manner as agreed by shareholders.

IV. Meetings of the Committee

1. Frequency

   The Committee shall meet at least twice a year, or more frequently as needed, at a time and place determined by its Chairperson.

2. Attendance

   Attendance of members at Committee meetings shall be recorded and properly disclosed for the information of shareholders and other stakeholders through the Company's relevant annual reports and website.

3. Quorum

A majority of the members shall constitute a quorum. The Committee's decisions shall be made by a majority vote of those present in the meeting where a quorum is established. In the event of a deadlock, the matter shall be referred to the Board.

4. Conduct of Meetings

The Committee may conduct meetings in person or through remote communication tools like videoconferencing. Committee members who shall participate remotely are considered present for all purposes, including quorum and voting.

Actions of the Committee may also be taken by unanimous written consent (in physical, electronic, or digital format) when deemed necessary by the Committee or its Chairperson.

The Committee meetings shall be chaired by the Chairperson of the Committee or, in his/her absence, by a deputy chairperson appointed by the Chairperson or by Committee members.

5. Secretariat

The Corporate Affairs and Governance Team ("CAG") shall serve as the Secretariat, and shall be responsible for preparing meeting agenda and sending notices at least five (5) business days before the meeting, along with supporting materials for each agenda item.

Minutes of the Committee meetings shall be recorded and maintained by the Secretariat, and shall be reviewed by the Corporate Secretary/Assistant Corporate Secretary. The Committee members shall be furnished with copies of the minutes, which shall be presented to the Committee at its next meeting for its approval.

6. Executive Sessions

The Committee may meet in executive session without any Officer present to discuss sensitive governance or ethical issues.

V. Powers, Duties, and Responsibilities of the Committee

The Committee shall have the following powers, duties, and responsibilities:

1. Corporate Governance, Sustainability, and Compliance

a. At all times, keep themselves updated with the current and relevant developments in the fields of corporate governance, compliance, and sustainability;
b. Oversee the implementation, adoption, and periodic review of the corporate governance framework and policies to ensure they remain appropriate and relevant for Mynt's size, complexity, and business strategy, and are consistently implemented;
c. Prepare the succession plan for directors and review the succession plan for Officers;
d. For purposes of succession planning, review and evaluate the qualifications of all persons nominated to positions in the Company which require appointment by the Board;
e. Encourage shareholders to engage with the Company beyond the annual shareholders' meeting by providing them with convenient venues of communication with the Company in social media, investor or analyst briefings, forums, conferences, and Mynt's website, among others;
f. Review and evaluate the Company's policies and performance regarding economic, environmental, social, and governance ("EESG") responsibilities;
g. Review the sustainability roadmap and progress of Mynt and its subsidiaries, ensuring alignment with global standards;
h. Apprise the Board of significant sustainability concerns from stakeholders and recommend strategies for improvement;
i. Advocate for a culture of good corporate governance throughout the Company, ensuring that its mission, vision, and core values are reflected in Officers' behavior;
j. Institute a process for handling potential conflicts of interest of directors and Officers;
k. Oversee, recommend, and/or plan orientation for first-time directors and annual continuing education or

training programs for all directors and Officers, compliant with the required minimum hours and topics such as cybersecurity and governance trends;

l. Adopt corporate governance policies and ensure that these are reviewed and updated regularly, and consistently implemented in form and substance; and

m. Ensure the Company's compliance with applicable laws, rules, and regulations as well as its own charters, policies and manuals.

2. Board Effectiveness and Director Performance Evaluation

   a. Review and oversee the structure, size and composition of the Board and make recommendations to ensure compliance with applicable laws, rules, and regulations as well as the Company's By-laws and Manual on Corporate Governance;
   b. Propose for the approval of the Board the assignment of tasks and projects to the Board Committees;
   c. Oversee the periodic performance evaluation of the Board, its individual directors, and its Committees, including the conduct of an annual self-evaluation of its own performance, share its evaluation results with the Board, and implement concrete action plans to address identified areas for improvement;
   d. Coordinate with an independent external facilitator to carry out the Board assessment at least every three (3) years; and
   e. Ensure that all documents and records pertinent to the Board assessment process are kept intact by the Corporate Affairs and Governance Team ("CAG"), which may be examined by the Board and/or relevant regulatory agencies as requested.

3. Reporting and Other Duties

   a. Report to the Board, through the Chairperson, all actions of the Committee at the meeting of the Board following the Committee meeting where such action/s were taken;
   b. Ensure that this Charter, the number of meetings held, and member attendance are disclosed in the Company's relevant annual reports and website; and
   c. Prepare a year-end report to the Board on the Company's activities and accomplishments during the year.

The Committee shall also perform such other duties and responsibilities that may be delegated to it by the Board from time to time, and shall be guided by the Company's mission, vision, and core values, and the pillars of corporate governance which include transparency, accountability, integrity, and sustainability in the fulfillment of its functions.

VI. Performance Evaluation

The Committee shall review its performance annually with respect to the fulfillment of its functions and responsibilities as mandated in its Charter.

VII. Effectivity and Review

This Charter was approved by the Board on ___________, 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 Committee to assess its effectiveness, and recommend amendments, as it may deem necessary. Any amendments to this Charter shall be approved by the Board, in accordance with Mynt's Articles of Incorporation and By-Laws and in a manner as agreed by shareholders.