CHARTER OF THE
BOARD RISK OVERSIGHT COMMITTEE

The Board of Directors (the "**Board**") of Globe Fintech Innovations, Inc. (the "**Corporation**") hereby adopts this Charter of the Board Risk Oversight Committee (this "**Charter**").

The Board Risk Oversight Committee (the "**Committee**") shall exercise the powers delegated by the Board, particularly in overseeing the Corporation's enterprise risk management ("**ERM**") framework, adherence to the risk appetite and the risk-taking activities of the Corporation, and ensuring that the risk management function has adequate resources.

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) non-executive directors, the majority of whom should be independent directors, including the Chairman.

2. 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 or cancel meetings when, in his/her reasonable opinion, the same is warranted.

3. The Chairman of the Committee shall not be the Chairman of the Board or any other committee.

4. At least one (1) member of the Committee shall have relevant and thorough knowledge and experience on risk management and risk taking strategies.

5. The Chairman and members of the Committee shall possess, as a group, a range of expertise as well as adequate knowledge of the Corporation's risk exposures to be

able to develop appropriate strategies for preventing losses and minimizing the impact of losses when they occur.

6. The Committee shall annually review its composition, considering the evolving regulatory requirements of the Corporation, and best practices in corporate governance. Any proposed changes shall be endorsed by the Committee to the Board for approval.

7. The Office of Corporate Affairs of the Corporation shall serve as the Secretary of the Committee (the "**Secretary**"). The following are the key responsibilities of the Secretary:

    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 seven (7) calendar days before the actual date of the meetings;

    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. 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.

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.

D. **Duties and Responsibilities of the Committee**

The Committee shall have the following duties and responsibilities, including the authority to recommend and/or endorse, for the approval of the Board, matters falling within these areas:

1. Risk Management Oversight

    Enterprise risk management is integral to an effective corporate governance process and the achievement of the Corporation's value creation objectives. Thus, the Committee has the responsibility to assist the Board in ensuring that there is an effective and integrated risk management process in place. With an integrated approach, the Board and management will be in a confident position to make well-informed decisions, having taken into consideration risks related to significant business activities, plans and opportunities.

Moreover, the Committee shall consider sustainability-related risks, into the Corporation's business continuity plan, through Risk Assessment and Business Impact Analysis.

2. ERM Plan Oversight

   a. Ensure that a formal ERM plan is in place, which contains the following elements: (i) common language or register of risks, (ii) well-defined risk management goals, objectives, and oversight, (iii) uniform processes of assessing risks and developing strategies to manage prioritized risks, (iv) designing and implementing risk management strategies, and (v) continuing assessments to improve risk strategies, processes and measures;

   b. Oversee the implementation of the ERM plan through a Management Risk Oversight Committee. The Committee shall conduct regular discussions on the Corporation's prioritized and residual risk exposures, based on regular risk management reports, and assess how the concerned business units, teams, or offices are addressing and managing these risks;

   c. Evaluate the ERM plan to ensure its continued relevance, comprehensiveness, and effectiveness. The Committee shall revisit the defined risk management strategies, look for emerging or changing material exposures, and stay abreast on significant developments that seriously impact the likelihood of harm or loss;

   d. Advise the Board on its risk appetite levels and risk tolerance limits;

   e. Review, at least annually, the Corporation's risk appetite levels and risk tolerance limits, based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the Corporation;

   f. Assess the probability of each identified risk becoming a reality and estimates its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the Corporation and its stakeholders;

   g. Provide oversight over management's activities in managing enterprise risk. This function includes regularly receiving information on risk exposures and risk management activities from management;

   h. Oversee the identification, assessment, and management of environmental, social, and governance ("ESG") risks, regulatory compliance obligations, environmental footprint, and social responsibility factors, and integrating them into the overall ERM framework. This entails integrating emerging environmental, regulatory, and market risks into the organization's overall risk assessment framework to ensure forward-looking and adaptive risk management.

i. Reports to the Board on a regular basis, or as deemed necessary, the Corporation's material risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary.

3. Review the Corporation's risk profile on an ongoing basis and re-evaluate the likelihood of occurrence, severity of impact of risk exposures, and any mitigating measures affecting those risks.

4. Coordinate with the Audit Committee of the Corporation to ensure that the internal audit work plan is aligned with risk management activities and that the internal control system considers all risks identified in the risk assessment process.

The Board may enlarge or redefine the powers of the Committee.

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 Committee members.

3. The minutes of the Committee meetings will be recorded and maintained by the Secretary. It shall be reviewed by the Secretary and presented to the Committee at the next regular Committee meeting for approval. The minutes shall be and 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 seven (7) calendar days in advance. Notice of meetings may be given by any customary means of communications (*e.g.* by electronic mail, in writing, by telephone, by telefax, 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.

6. The majority vote of Committee members in a meeting where there is a quorum, or secured through a written resolution under Section 7(F) herein, 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.

7. Actions of the Committee may be obtained by unanimous written consent in physical, electronic, or digital format.

8. Separate executive sessions may be conducted by the Committee with the Chief Risk Officer, Chief Finance Officer, Chief Audit Executive, and, other members of the management team and/or external auditors, to foster open communication and discuss any matter that the Committee believes is needed to be discussed in private.

9. The Committee shall construct and agree on an annual calendar, which will lay down the schedule of activities for the year. The Chief Risk Officer shall ensure that the schedule is followed as planned.

10. This Charter, number of Committee meetings, 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. 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 Secretary shall keep and have custody of the records of the Committee. Except for information that are 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 17 June 2026, and shall take effect upon the listing of the securities of the Company on the Philippine Stock Exchange.