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GALLAGHER INSURANCE BROKERS (PHILIPPINES), INC.

AUDIT AND BOARD RISK OVERSIGHT COMMITTEE CHARTER

April 2026

This Charter sets out matters governing the composition, functions and responsibilities of the Audit and Board Risk Oversight Committee of Gallagher Insurance Brokers (Philippines), Inc.

1. PURPOSE

(a) Gallagher Insurance Broker (Philippines), Inc. ("Company") is an insurance and reinsurance broker authorised and regulated by the Insurance Commission of the Philippines, governed by its Board of Directors ("Board").

(b) The Board has established an Audit and Board Risk Oversight Committee ("Committee"). The purpose of the Committee is to enhance the Board's oversight over the Company's financial reporting, internal control system, internal and external audit processes and to provide an objective review and assurance to the Board of the effectiveness of the Company's risk management framework and control processes.

(c) The Committee is directly responsible and accountable to the Board for the exercise of its responsibilities. In carrying out its responsibilities, the Committee must at all times recognise that primary responsibility for the management of the Company rests with the Board.

(d) The key responsibilities of the Committee include overseeing the following:

(i) Risk Management Framework;

(j) Ethics & Compliance Program;

(k) Assurance Program; and

(l) Internal and External Audit Functions.

2. ROLES AND RESPONSIBILITIES

Audit Related Roles and Responsibilities

The audit related roles and responsibilities of the Committee include the following:

(a) Ensures that the Company should have in place an independent internal audit function that provides an independent and objective assurance, and consulting services designed to add value and improve the company's operations; (Recommendation 12.2, Revised Code of Corporate Governance for Insurance Commission Regulated Companies ("Revised CCG for ICRCs"))

(b) Ensures that the Global Internal Audit function of the Gallagher Group performs an internal audit of the Company;[1]

(c) Oversees the implementation of the Internal Audit Charter, which defines the internal audit functions; (Recommendation 3.2, Revised CCG for ICRCs)

(d) Through the Global Internal Audit function of the Gallagher Group, monitors and evaluates the adequacy and effectiveness of the Company's internal control system, integrity of financial reporting, and security of physical and information assets. Well-designed internal control procedures and processes that will provide a system of checks and balances should be in place in order to (a) safeguard the company's resources and ensure their effective utilization, (b) prevent occurrence of fraud and other irregularities, protect the accuracy and reliability of the company's financial data, and (d) ensure compliance with applicable laws and regulations; (Recommendation 3.2, Revised CCG for ICRCs)

(e) Creates a robust process for approving and recommending the appointment, reappointment, removal, and fees of the external auditor; (Recommendation 9.1, Revised CCG for ICRCs)

[1] Recommendation 12.3 of the Revised CCG for ICRCs provides that "[s]ubject to a company's size, risk profile and complexity of operations, it should have a qualified Chief Audit Executive (CAE) appointed by the Board". However, the Company does not have its own Chief Audit Executive because its internal audit is being performed by the Gallagher Group.

(f) Prior to the commencement of the audit, discusses with the external auditor the nature, scope, and expenses of the audit, and ensures the proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts; (Recommendation 3.2, Revised CCG for ICRCs)

(g) Oversees the Company's relationship with the External Auditor and reviewing policies and procedures for maintaining the External Auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements; (Recommendation 9.2, Revised CCG for ICRCs)

(h) Reviews and monitors the External Auditor's suitability and effectiveness on an annual basis; (Recommendation 9.2, Revised CCG for ICRCs)

(i) Pre-approves all audit and audit-related services, internal control-related services and permitted non-audit services (including the fees and terms thereof) to be provided by the internal and external auditor;

(j) Evaluates and determines the non-audit work, if any, of the external auditor, and periodically reviews the non-audit fees paid to the external auditor in relation to the total fees paid to the external auditor and to the Company's overall consultancy expenses. The Committee should disallow any non-audit work that will conflict with the duties as an external auditor or may pose a threat to the independence of the external auditor. The non-audit work, if allowed, should be disclosed in the Company's Annual Report and Annual Corporate Governance Report; (Recommendations 3.2 and 9.3, Revised CCG for ICRCs)

(k) Reviews and approves the Interim and Annual Financial Statements before their submission to the Board, with particular focus on the following matters:

    (i) Any change/s in accounting policies and practices;

    (ii) Areas where a significant amount of judgment has been exercised '

    (iii) Significant adjustments resulting from the audit;

    (iv) Going concern assumptions;

    (v) Compliance with applicable accounting standards;

    (vi) Compliance with tax, legal and regulatory requirements; (Recommendation 3.2, Revised CCG for ICRCs)

    (vii) Appropriateness and consistency of accounting policies;

    (viii) Appropriateness of the material judgements and estimates made in the course of preparation; and

    (ix) Reports from the Management and its responses to the External Auditor's management letters.

(l) Reviews with the external auditor the matters required to be discussed by the external auditor under applicable accounting standards, including any audit problems or difficulties the external auditor encountered in the course of its audit work, including any restrictions on the scope of the external auditor's activities or on access to requested information, and the Management's responses to the same;

(m) Performs oversight functions over the Company's internal and external auditors. It ensures the independence of internal and external auditors, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions; (Recommendation 3.2, Revised CCG for ICRCs)

(n) Meets periodically with the external auditor and Head of Internal Audit in separate executive sessions;

(o) Reviews and approves the internal and external audit plans to ensure that they cover all material risks and financial reporting requirements and to ascertain, amongst other things, the extent to which they can be relied upon to detect weaknesses in internal control, fraud, other illegal acts or non- compliance with other legal requirements;

(p) Assesses the Management's programmes and policies which deal with the adequacy and effectiveness of the Company's internal controls;

(q) Monitors all management letters issued by the internal and external auditors, and reviewing any significant recommendations of the auditors to strengthen the internal controls and reporting systems of the Company;

(r) Reviews jointly with the Management, internal auditors, and external auditors to ensure that there are no unresolved issues between the parties that could materially affect the audited financial statements, overseeing that there is a good working relationship between the Management and the auditors;

(s) Satisfies itself that the financial statements are supported by appropriate management signoff on the statements and on the adequacy of the systems of internal controls; and

(t) Review the processes in place designed to ensure that financial information included in the management accounts are consistent with the signed financial statements.

(u) Coordinates, monitors and facilitates compliance with laws, rules and regulations; (Recommendation 3.2, Revised CCG for ICRCs) and

(v) Recommends to the Board the appointment, reappointment, removal and fees of the external auditor, duly accredited by the Insurance Commission, who undertakes an independent audit of the Company, and provides an objective assurance on the manner by which the financial statements should be prepared and presented to the stockholders; (Recommendation 3.2, Revised CCG for ICRCs)

For purposes of this Charter, Management refers to the group of executives given the authority by the Board to implement the policies it has laid down in the conduct of the business of the Company. (Section II (4), Revised CCG for ICRCs)

Risk Oversight Related Roles and Responsibilities

The risk oversight related roles and responsibilities of the Committee include the following:

(a) Ensures that the Company should have an adequate and effective internal control system and an enterprise risk management framework in the conduct of its business, taking into account its size, risk profile and complexity of operations; (Recommendation 12.1, Revised CCG for ICRCs)

(b) Develops a formal enterprise risk management plan which contains the following elements: (a) common language or register of risks, (b) well defined risk management goals, objectives and oversight, (c) uniform processes of assessing risks and developing strategies to manage prioritized risks, (d) designing and implementing risk management strategies, and (e) continuing assessments to improve risk strategies, processes and measures; (Recommendation 3.4, Revised CCG for ICRCs)

(c) Subject to the Company's size, risk profile and complexity of operations, develops a separate risk management function to identify, assess and monitor key risk exposures; (Recommendation 12.4, Revised CCG for ICRCs)

(d) Ensures that the Company's subsidiary, Environmental and Risk Management Services Philippines Inc., who is the ultimate champion of Enterprise Risk Management ("ERM"), has adequate authority, stature, resources, and support to fulfill its responsibilities, subject to the Company's size, risk profile, and complexity of operations;[2]

(e) Oversees the implementation of the enterprise risk management plan through its subsidiary, Environmental and Risk Management Services, Philippines, Inc. The Committee conducts regular

[2] Recommendation 12.5 of the Revised CCG for ICRCs provides that "[i]n managing the company's Risk Management System, the company should have a Chief Risk Officer (CRO), who is the ultimate champion of Enterprise Risk Management and has adequate authority, stature, resources and support to fulfill his/her responsibilities, subject to a company's size, risk profile and complexity of operations." However, the Company has no Chief Risk Officer because its subsidiary, Environmental and Risk Management Services Philippines Inc. supports the Company in its ERM functions.

discussions on the Company's prioritized and residual risk exposures based on regular risk management reports and assesses how the concerned units or offices are addressing and managing these risks;[3]

(f) Evaluates the risk management plan to ensure its continued relevance, comprehensiveness and effectiveness. The Committee revisits defined risk management strategies, looks for emerging or changing material exposures, and stays abreast of significant developments that seriously impact the likelihood of harm or loss; (Recommendation 3.4, Revised CCG for ICRCs)

(g) Advises the Board on its risk appetite levels and risk tolerance limits; (Recommendation 3.4, Revised CCG for ICRCs)

(h) Reviews at least annually the Company'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 Company; (Recommendation 3.4, Revised CCG for ICRCs)

(i) Assesses 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 Company and its stakeholders; (Recommendation 3.4, Revised CCG for ICRCs)

(j) Provides oversight over the Management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Company. This function includes regularly receiving information on risk exposures and risk management activities from Management; (Recommendation 3.4, Revised CCG for ICRCs)

(k) Reports to the Board on a regular basis, or as deemed necessary, the Company's material risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary. (Recommendation 3.4, Revised CCG for ICRCs)

(l) Oversees the Company's compliance program with respect to legal and regulatory requirements, including Gallagher's Global Standards of Business Conduct and the Company's policies and procedures for monitoring compliance; and monitoring the implementation and effectiveness of the Company's compliance program and reviewing reports about actual and alleged violations of law or the Global Standards of Business Conduct, including any matters involving criminal or potential criminal conduct;

(m) Reviews all advice of non-compliance received from regulators that relate to matters of policy or could necessitate changes to the Company's procedures, and generally reviewing the management and effectiveness of the Division's relationship with regulators; and

(n) Monitoring the adequacy of the Business Continuity Management Program and support processes and making recommendations to the Board.

3. COMPOSITION AND MANAGEMENT

(a) The Committee will comprise of four (4) appropriately qualified non-executive directors (each a "Committee Member"). Two (2) of the four (4) Committee Members, including the Chairman, should be independent.[4]

[3] Recommendation 3.4 of the Revised CCG for ICRCs provides that the Committee "[o]versees the implementation of the enterprise risk management plan through a Management Risk Oversight Committee. The BROC conducts regular discussions on the company's prioritized and residual risk exposures based on regular risk management reports and assesses how the concerned units or offices are addressing and managing these risks." However, the Company has no Management Risk Oversight Committee because its subsidiary, Environmental and Risk Management Services Philippines, Inc. supports the Corporation in its ERM functions.

[4] Recommendation 3.2 of the Revised CCG for ICRCs provides that "[t]he committee should be composed of at least three appropriately qualified non-executive directors, the majority of whom, including the Chairman, should be independent". On the other hand, Recommendation 3.4 of the Revised CCG for ICRCs provides that "[t]he BROC should be composed of at least three members, the majority of whom should be independent directors, including the Chairman". However, the Committee is instead composed of four (4) non-executive directors, two (2) of whom, including the Chairman, are independent. Although the independent directors do not comprise the

(b) All of the members of the Committee must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance. (Recommendation 3.2, Revised CCG for ICRCs)

(c) At least one member of the Committee must have relevant thorough knowledge and experience on risk and risk management. (Recommendation 3.4, Revised CCG for ICRCs)

(d) The Chairman of the Audit and Risk Oversight Committee should not be the Chairman of the Board or of any other committees.[5]

(e) The Company Secretary or a designate shall be appointed Secretary of the Committee.

(f) The Committee may invite other persons to attend Committee meetings as invitees in an advisory role or in order to present standing reports and receive direction from the Committee.

4. OPERATIONS

(a) The Committee has the authority and shall, at all times, have free and unfettered access to Management, the auditors (external and internal), the heads of all risk management functions, employees and any external advisors (and vice versa) of the Company.

(b) The Committee has the authority to obtain and shall be provided with all the information it requires for the performance of its functions.

(c) The Committee is authorized to examine, evaluate and review the effectiveness of the risk management program of the Company, non-compliance in any legal, regulatory and contractual obligations, and conduct a risk-based audit of financial transactions. (Manual on Corporate Governance)

(d) The Global Internal Audit function of Gallagher Group shall report to and have unfettered access to the Committee. The Committeeshall ensure that the Global Internal Audit function has at all times unfettered access to all business lines and support functions of the Company.

(e) The External Auditors shall have unfettered access to the Committee and the Board, and access to all relevant data, information, reports and staff as is reasonably required to fulfil their responsibilities.

(f) The Committee may engage any independent legal, financial or other advice as it considersnecessary to perform its responsibilities under this Charter, at the Company's expense.

5. COMMITTEE MEETINGS

(a) Committee meetings will normally occur at a time adjacent to meetings of the Boards.

(b) The Committee meets with the Board at least every quarter without the presence of the Chief Executive Officer or Management and periodically meets with the Head of Gallagher Group's Global Internal Audit function . (Recommendation 3.2, Revised CCG for ICRCs)

(c) Additional Committee meetings may be heldfrom time to time during the year, as deemed appropriate by the Chairman of the Committee.

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majority of the Committee Members, there exists an equal representation of independent directors and non-independent directors. No particular group of directors (i.e., independent versus non-independent) can dominate the decision-making process. Furthermore, the Chairman of the Committee is an independent director.

[5] Recommendation 3.2 of the Revised CCG for ICRCs provides that "[t]he Chairman of the Audit Committee should not be the chairman of the Board or of any other committees". Recommendation 3.4 of the Revised CCG for ICRCs provides that "[t]he Chairman [of the Board Risk Oversight Committee] should not be the Chairman of the Board or of any other committee". However, the Company merged the Audit Committee and the Board Risk Oversight Committee into one committee in view of the nature and size of its operations. Thus, the Company is unable to strictly comply with Recommendations 3.2 and 3.4 of the Revised CCG for ICRCs since the effect of the merger of the Audit Committee and the Board Risk Oversight Committee into one committee is that there is no separate Chairman for each of the Audit Committee and the Board Risk Oversight Committee.

(d) The Chairman may (acting reasonably) postpone or cancel a Committee meeting by providing Committee Members prior written notice of:

(i) the postponement or cancellation of the relevant Committee meeting; and

(ii) subject to clause 5(f), the place, date and time of any new Committee Meeting.

(e) The Committee may appoint a Subcommittee to carry out specific tasks. Minutes of Subcommittee meetings will be provided to the Committee.

(f) Committee meetings may be held by teleconference or videoconference.

(g) Minutes of Committee meetings will be circulated to all directors of the Board.

(h) The attendance throughout the meeting of a majority of the number of committee members shall constitute a quorum.

(i) If the Chairman is unable to attend a Committee meeting, the remaining Committee Members may elect one of their number present to act as chairman of the relevant Committee meeting ("Acting Chairman"). The Acting Chairman is entitled to perform all duties and exercise all powers of the Chairman (except the power to appoint additional Committee Members) during the Committee meeting.

(j) Questions arising at Committee meetings are to be determined by a majority of votes of Committee Members that are present and voting. In the event of an equality of votes, the Chairman may exercise a casting vote.

6. RELIANCE

(a) The Committee Members are entitled to rely on:

(i) information or advice of Management and employees of the Company on matters within their area of responsibility; and

(ii) the advice of internal and external counsel and other experts on matters within their areas of expertise,

provided that reliance is permitted by law.

(b) Before a Committee Member can rely on information or advice referred to in clause 6(a), the Committee Member must be satisfied that:

(i) there are no facts or circumstances that he or she is aware, or ought to be aware, which would deny reliance; and

(ii) he or she has reviewed the information or advice, having regard to the Committee Member's knowledge ofthe Company and its Boards.

7. REPORTS TO THE BOARD

(a) The Committee will keep the Board informed of its activities through the provision of the minutes of each Committee meeting.

(b) Additionally, the Chairman will formally advise the directors of the Company of any matters or recommendations requiring the attention of the Board and will ensure that the Board are made immediately aware of any matters brought to the attention of the Committee Chairman, that may significantly impact the financial condition or reputation of the Company.

8. REVIEW OF CHARTER AND PERFORMANCE

(a) The Committee will review the Charter at least annually to ensure that it meets best practice standards andthe needs of the Company and the Committee. It will advise the Board of any recommendations or changes to the Charter.

(b) The Chairman of the Committee, in consultation with the Board, will initiate a review of the Committee at least annually. This review will seek feedback on Committee effectiveness, composition, structure, reporting and other matters with a view to developing a plan to ensure ongoing improvement and participation.