

## **FRUITAS HOLDINGS INC. EXECUTIVE COMMITTEE CHARTER**

This Charter establishes the purpose, composition, duties and responsibilities, authority, and structure and operations of the Executive Committee (the “Committee”) of FRUITAS HOLDINGS INC. (the “Company”).

### **1. PURPOSE**

The Executive Committee is tasked to help and assist the key officers of the Company in the management and direction of the affairs of the Company. It shall exercise the powers and authority of the Board of Directors (the “Board”) when the latter is not in session or when it is impractical to immediately hold a meeting of the Board, except such powers as may be specifically limited by the Board or by law.

### **2. COMPOSITION**

The Committee shall be composed of three (3) members, to be elected by the Board from among its members, at the annual organizational meeting of the Board, and shall serve as such for a term of one (1) year, or until the next annual organizational meeting, unless removed or replaced by the Board.

Any vacancy shall be filled by the vote of at least a majority of the remaining Board of Directors. The appointed member shall serve only for the unexpired term of his/her predecessor in office or until his successor shall have been duly elected and qualified.

The Corporate Secretary of the Company shall serve as the Secretary of the Committee during its meetings.

### **3. AUTHORITY, DUTIES AND RESPONSIBILITIES**

The Committee shall exercise the powers and perform the duties of the Board of Directors during the intervening period between the Board meetings. It shall act on such specific matters within the competence of the Board as may be delegated to it by the majority of the Board, or as provided in the By-Laws and applicable laws, rules and regulations, except with respect to:

- 3.1. Approval of any action for which shareholders’ approval is also required;
- 3.2. Filling of vacancies in the Board of Directors;

- 3.3. Amendment or repeal of the By-Laws, or the adoption of new By-Laws of the Company;
- 3.4. Amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- 3.5. Declaration and distribution of cash dividends to shareholders; and
- 3.6. Any matter that may be limited by law, or by the Board of Directors by the majority vote of its members.

#### **4. STRUCTURE AND OPERATIONS**

Special meetings of the Committee may be held from time to time, as required, or called by the Committee's Chairperson, at a time and place determined by them.

A majority of the Committee members shall constitute a quorum at any meeting. If a quorum is present, the Committee may take action through the vote of a majority of the members who are in attendance.

The Chairperson of the Committee shall preside in all meetings.

The Company's Corporate Secretary shall be the Secretary of the Committee, who, under the direction of the Committee Chairperson, shall prepare the notice of the meeting and agenda and provide the Committee members with appropriate briefing materials. The Corporate Secretary shall also record the full minutes of the meeting. It shall be the duty of each Committee member to review meeting materials, and if called for, ask necessary and relevant questions or clarifications and explanations.

As it deems necessary, the Committee may invite members of Management or other personnel to attend meetings and provide pertinent information or data on matters for discussion during the Committee meeting.

The Committee shall be provided with sufficient resources by the Company to discharge its duties.

#### **5. CHARTER AMENDMENTS**

The Committee shall regularly review and assess the adequacy of this Charter and propose any changes, as necessary, for Board approval.

**FRUITAS HOLDINGS INC.**  
**NOMINATION AND COMPENSATION COMMITTEE CHARTER**

The Board of Directors of FRUITAS HOLDINGS INC. (the "Corporation") has delegated to the Nomination and Compensation Committee (the "Committee") responsibility for optimizing the composition, competence and integrity of the Board and its Committees by searching for and recommending individuals for election to the Board; and oversight of the remuneration of Directors and Key Officers.

**1. PURPOSE**

The Nomination and Compensation Committee Charter ("Charter") was developed to guide the Committee in setting up a policy on executive remuneration and for fixing the compensation packages of Directors and Key Officers by ensuring that the compensation scheme is consistent with the Corporation's culture, strategy and control environment. The Charter also ensures that a transparent procedure for the nomination of Directors to the Board is established.

**2. COMPOSITION**

- a. The members of the Committee shall be appointed by the Board of Directors from among the members of the Board.
- b. The Committee shall be composed of at least three (3) members, one (1) of whom shall be an Independent Director and one non-voting member in the person of the Vice President for Corporate Human Resources of the Corporation.
- c. The Chairman of the Committee shall be appointed by the members from amongst themselves.
- d. If a member of the Committee resigns, dies or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board shall appoint such number of new members as may be required to make up the minimum number of three (3) members.
- e. The power to remove any member of the Committee shall rest exclusively with the Board of Directors.

**3. AUTHORITY, DUTIES AND RESPONSIBILITIES**

The Committee shall have the authority to require any member of the Board, Management or any Key Executive of any subsidiary of the Corporation to attend its meetings for the proper discharge of its duties and responsibilities.

The Committee shall have the authority to require any member of the Board, Management or any Key Executive of any subsidiary of the Corporation to submit reports with regard to its evaluation of the Corporation's compensation scheme.

The functions of the Nominations and Compensation Committee shall be as follows:

- a. Pre-screen and shortlist all candidates nominated to become a member of the Board of Directors in accordance with the qualifications and/or disqualifications as described in this Manual, the Company's By-Laws, and applicable laws;
- b. Review and evaluate the qualifications of all persons nominated to the Board and other appointments that require the Board's approval;
- c. Provide assessment on the Board's effectiveness in directing the process of electing and replacing directors
- d. Formulate procedures to encourage shareholders' participation by including procedures on how the Board accepts nominations from minority shareholders.
- e. Recommend to the Board any changes or addition to the roles, duties and responsibilities or the Chief Executive Officer, by integrating the dynamic requirements of the business as a going-concern and future expansionary prospects within the realm of good corporate governance at all times;
- f. Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages or corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Company's culture, strategy and control environment;
- g. Designate amount of remuneration, which shall be in a sufficient level to attract and retain directors and officers who are needed to run the Company successfully; and
- h. Carry out such other duties as may be delegated to it by the Board of Directors from time to time.

#### **4. STRUCTURE AND OPERATIONS**

Special meetings of the Committee may be held from time to time, as required, or called by the Committee's Chairperson, at a time and place determined by them.

A majority of the Committee members shall constitute a quorum at any meeting. If a quorum is present, the Committee may take action through the vote of a majority of the members who are in attendance.

The Chairperson of the Committee shall preside in all meetings.

The Company's Corporate Secretary shall be the Secretary of the Committee, who, under the direction of the Committee Chairperson, shall prepare the notice of the meeting and agenda and provide the Committee members with appropriate briefing materials. The Corporate Secretary shall also record the full minutes of the meeting. It shall be the duty of each Committee member to review meeting materials, and if called for, ask necessary and relevant questions or clarifications and explanations.

As it deems necessary, the Committee may invite members of Management or other personnel to attend meetings and provide pertinent information or data on matters for discussion during the Committee meeting.

The Committee shall be provided with sufficient resources by the Company to discharge its duties

The members may participate in a meeting via telephone conference or via such other similar communication equipment provided all persons participating in the meeting can hear each other, without a member being in the physical presence of another member or members. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

## **5. COMMITTEE PROCEDURE:**

### **NOMINATION OF DIRECTORS**

- a. Shortlisting of candidates for Directors shall be conducted by the Committee in a manner and upon such procedure as will enable the Corporation to comply with its reportorial obligations to the SEC and other government agencies.
- b. All nominations for Directors must have the following information:
  - Name;
  - Age;
  - Brief description of the nominee's business experience; and
  - Other directorship held by the nominee in other publicly-listed companies.
- c. All nominations for Directors shall be pre-screened and evaluated by the Committee in accordance with the Corporation Code of the Philippines, the Corporation's Articles of Incorporation and By-Laws and the Manual of Corporate Governance.
- d. The Committee, after deliberation, shall prepare a Final List of Candidates which shall contain all the information about all the nominees for Independent Directors. The name of the person or group of persons who recommended the nomination of the Independent Director shall be identified in such report including any relationship with the nominee.
- e. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Director(s). No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor of the Annual Stockholders' Meeting.

### **Terms of Independent Directors**

The Committee shall be mindful that Independent Directors shall serve for

a maximum cumulative term of nine (9) years reckoned from 2012 upon the expiration of which, said Independent Director shall be perpetually barred from re-election as such in the Corporation, but may continue to qualify for nomination and election as a Non-Independent Director.

In cases where the Committee shall endorse the nomination of an Independent Director who has served for nine (9) years, it shall provide meritorious justification/s for the same and seek shareholders' approval during the Annual Stockholders' Meeting

## **6. CHARTER AMENDMENTS**

Any member of the Committee may initiate amendments to the Charter when the need arises due to changes in the relevant rules or when there are changes in the Corporation's structure, organization and/or operations which affect the matters set out in the Charter.

Any amendment to the Charter shall be submitted to the Committee for consideration and presented to the Board for approval.

## **FRUITAS HOLDINGS INC. AUDIT COMMITTEE CHARTER**

This Charter shall institutionalize the principles of good corporate governance in the entire organization.

### **1. PURPOSE**

The Board of Directors (the "Board") and Management, officers and staff of **FRUITAS HOLDINGS INC.** ("Corporation") hereby commit themselves to the principles and best practices contained in this Charter, and acknowledge that the same shall guide the attainment of their corporate goals.

### **2. COMPOSITION**

The Audit Committee shall consist of at least four (4) voting members who are members of the Company's Board, at least three of which are non-executive directors, including the independent directors. Preferably, all of the members of the committee must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing, or related financial management expertise or experience.

The Chairman of this Committee should be an independent director. The chairman of the Audit Committee should not be the chairman of the Board or of any other committees.

### **3. AUTHORITY, DUTIES AND RESPONSIBILITIES**

The Audit Committee shall have the following functions:

#### **Oversight Functions:**

- a. Assist the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations;
- b. Recommend the approval of the Internal Audit Charter (IA Charter), which formally defines the role of Internal Audit and the audit plan as well as oversees the implementation of the IA Charter;
- c. Provide oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risks, including receipt or information on risk exposures and risk management activities;
- d. Oversee the Internal Audit Department, and recommend the appointment and/or grounds for approval of an internal audit head or Chief Audit Executive. The Audit Committee should also approve the terms and conditions for outsourcing internal audit services;

e. Perform oversight functions over the Internal and External Auditors to ensure that Internal and External Auditors act independently of each other, and that both are given access to all records, properties and personnel to enable them to perform their respective functions;

### **Internal Audit**

f. Review the internal audit plan, including audit scope, resources and budget necessary to implement it, to ensure its conformity with the Company's objectives;

g. Review and monitor Management's responsiveness to the Internal Auditor's findings and recommendations;

### **External Audit**

h. Review the disposition of the recommendations in the External Auditor's management letter;

i. Prior to the commencement of the audit, discuss with the External Auditor the nature, scope and expenses of the audit;

j. Monitor and evaluate the adequacy and effectiveness of the Company's internal control system, including financial reporting control and information technology security;

k. Review the reports submitted by Internal and External Auditors;

l. Review the quarterly 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. Major judgmental areas;
- iii. Significant adjustments resulting from the audit;
- iv. Going-concern assumptions;

### **Compliance**

v. Compliance with accounting standards; and

vi. Compliance with tax, legal and regulatory requirements;

m. Coordinate, monitor and facilitate compliance with laws, rules and regulations;

n. Recommend to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the 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;

o. Evaluate, determine, and disclose the Non-Audit Work, if any, of External Auditor,

and review periodically the non-audit fees paid to External Auditor. The Audit Committee shall disallow any Non-Audit Work that will conflict with the primary duties of the External Auditor or may pose a threat to the External Auditor's independence;

p. Establish and identify the reporting line of the Internal Auditor to enable him to properly fulfil his duties and responsibilities. The Audit Committee shall ensure that, in the performance of the work of the Internal Auditor, he shall be free from interference by outside parties; and

### **Risk Management/Related Party Risk**

r. Oversee the implementation of risk management and related party strategies and policies, including but not limited to the following:

s. Evaluate on an ongoing basis existing relation between and among businesses and counterparties to ensure that all related parties are continuously identified, related party transactions ("RPTs") are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured;

t. Evaluate all material RPTs to ensure that these are not undertaken on more favourable economic terms (e.g. price, commission, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with nonrelated parties under similar circumstances and that no corporate or business resources of the Company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions;

u. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Company's RPT exposures, and policies on conflicts of interests or potential conflicts of interest;

v. Report to the Board of Directors on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;

w. Ensure that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process; and

x. Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures

## **4. CHARTER AMENDMENT**

The Audit Committee shall review and assess the adequacy of this charter annually, requesting Board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.

**FRUITAS HOLDINGS INC.**  
**CORPORATE GOVERNANCE COMMITTEE CHARTER**

**1. PURPOSE**

The Board establishes a Corporate Governance Committee that should be tasked to assist the Board in the performance of its corporate governance responsibilities. It shall be composed of at least three (3) members, all of whom should be independent directors, including the Chairman.

**2. COMPOSITION**

The Committee shall consist of at least three (3) voting members who are members of the Board of Directors (all of which shall be Independent Directors), at the annual organizational meeting of the Board, and shall serve as such for a term of one (1) year, or until the next annual organizational meeting, unless removed or replaced by the Board.

Any vacancy shall be filled by the vote of at least a majority of the remaining Board of Directors. The appointed member shall serve only for the unexpired term of his/her predecessor in office or until his successor shall have been duly elected and qualified.

The Corporate Secretary of the Company shall serve as the Secretary of the Committee during its meetings.

**3. AUTHORITY, DUTIES AND RESPONSIBILITIES**

The Corporate Governance Committee (CG Committee) is tasked with ensuring compliance with and proper observance of corporate governance principles and practices. It has the following duties and functions, among others:

- a. Oversees the implementation of the corporate governance framework and periodically review the said framework to ensure that it remains appropriate in light of material changes to the corporation's size, complexity and business strategy, as well as its business and regulatory environments;
- b. Oversees the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance;
- c. Ensures that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;
- d. Recommends continuing education/training programs for directors, assignment of tasks/projects to board committees, succession plan for the

board members and senior officers, and remuneration packages for corporate and individual performance;

- e. Adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance;
- f. Proposes and plans relevant trainings for the members of the Board;
- g. Determines the nomination and election process for the company's directors and has the special duty of defining the general profile of board members that the company may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board; and
- h. Establishes a formal and transparent procedure to develop a policy for determining the remuneration of directors and officers that is consistent with the corporation's culture and strategy as well as the business environment in which it operates.

#### **4. STRUCTURE AND OPERATIONS**

Special meetings of the Committee may be held from time to time, as required, or called by the Committee's Chairperson, at a time and place determined by them.

A majority of the Committee members shall constitute a quorum at any meeting. If a quorum is present, the Committee may take action through the vote of a majority of the members who are in attendance.

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