

BOARD MANUAL

1. Purpose and Governance Framework

This Board Manual formalizes the roles, responsibilities, authorities, and operating procedures of the Board of Directors of **Igloo Insurance Broker, Inc.**, consistent with the Revised Corporation Code of the Philippines, Insurance Commission regulations, the Company's Articles of Incorporation and By-Laws, and recognized principles of good corporate governance.

2. Composition and Structure of the Board

The Board shall be composed of directors elected by the stockholders, including at least the minimum number of Independent Directors required by applicable regulations. Directors shall collectively possess the competence, integrity, and experience necessary to effectively govern the Company.

3. Powers, Duties, and Responsibilities of the Board

The Board is primarily responsible for:

- Setting the Company's strategic objectives and overseeing their implementation;
- Ensuring regulatory compliance and ethical conduct;
- Overseeing risk management, internal control, and governance frameworks;
- Approving material policies, transactions, and strategic initiatives;
- Appointing, supervising, and evaluating key officers and senior management;
- Safeguarding the interests of the Company, its stockholders, and stakeholders.

4. Duties and Conduct of Directors

Each Director shall:

- Act in good faith, with loyalty, honesty, and due care;
- Exercise independent judgment and objectivity;
- Avoid conflicts of interest and disclose any actual or potential conflicts;
- Maintain confidentiality of non-public information;
- Devote sufficient time and attention to Board matters.

5. Independent Director

The Independent Director shall provide objective judgment, ensure balanced decision-making, challenge management constructively, and promote adherence to good corporate governance practices.

6. Board Meetings

The Board shall meet regularly or as required. Meetings may be conducted in person or through teleconference or videoconference, in accordance with law. Adequate notice and meeting materials shall be provided in advance.

7. Role of the Corporate Secretary

The Corporate Secretary shall:

- Assist the Board in ensuring compliance with legal and procedural requirements;
- Ensure proper documentation of Board proceedings;
- Maintain corporate records;
- Support the Board in governance-related matters.

8. Access to Information and Advice

Directors shall have access to complete and timely information and may seek independent professional advice, where necessary, at the Company's expense, subject to Board approval.

9. Review and Amendment

This Board Manual shall be reviewed periodically and may be amended upon approval of the Board of Directors.

APPROVED BY THE BOARD OF DIRECTORS

Igloo Insurance Broker, Inc.