

IGLOO INSURANCE BROKER, INC.

MANUAL ON CORPORATE GOVERNANCE

ARTICLE I. INTRODUCTION

This Manual on Corporate Governance (the “Manual”) institutionalizes the principles of good corporate governance in **Igloo Insurance Broker, Inc.** (the “Company”). It formalizes the Company’s commitment to transparency, accountability, fairness, and integrity in all dealings with shareholders, stakeholders, regulators, and the public.

ARTICLE II. DEFINITION OF TERMS

- **Board** - the Board of Directors of the Company.
- **Company** - refers to **Igloo Insurance Broker, Inc.**
- **Shareholders** - holders of the Company’s voting and non-voting shares.
- **Corporate Governance** - the framework of rules, systems, and processes in the Company that governs performance and control.

ARTICLE III. VISION AND MISSION

The Company shall operate in accordance with its vision and mission, ensuring responsible conduct of business and the creation of sustainable value for its shareholders and stakeholders.

ARTICLE IV. GOVERNANCE STRUCTURE

1. Board of Directors

- Supreme authority in corporate matters, except as reserved by law or the stockholders.
- Composed of [XXXX] members elected annually by the shareholders.

2. Committees of the Board

- **Audit Committee**

- **Corporate Governance and Nomination Committee**
- **Compensation and Remuneration Committee**
- **Related Party Transactions Committee**
- Other committees as may be required.

3. **Corporate Officers**

- President/CEO
- Corporate Secretary
- Treasurer
- Compliance Officer

ARTICLE V. DUTIES AND RESPONSIBILITIES

A. Board of Directors

- Act in the best interest of the Company in a lawful, honest, and ethical manner.
- Promote independent judgment.
- Ensure faithful compliance with all applicable laws, rules, and regulations.

B. Corporate Officers

- Exercise diligence and loyalty in managing the Company's affairs.
- Support the Board in implementing sound governance policies.

ARTICLE VI. SHAREHOLDERS' RIGHTS

The Company recognizes and upholds the following fundamental shareholder rights:

1. **Voting Right** - Participate and vote in all shareholders' meetings.
2. **Right to Information** - Receive timely, accurate, and relevant information about the Company.

3. **Right to Inspect Books and Records** – Inspect corporate books, minutes, and records in accordance with law.
4. **Dividend Right** – Receive dividends when lawfully declared.
5. **Appraisal Right** – Exercise appraisal rights under circumstances provided by the Corporation Code.

The Company shall ensure equitable treatment of all shareholders, including minority and non-controlling interests.

ARTICLE VII. STAKEHOLDER RIGHTS

The Company shall respect and recognize the rights of other stakeholders, including employees, customers, suppliers, creditors, and the community, and shall maintain channels for redress of grievances.

ARTICLE VIII. DISCLOSURE AND TRANSPARENCY

The Company shall disclose material information in a timely and accurate manner, including:

- Financial and operating results;
- Company objectives;
- Major share ownership and voting rights;
- Remuneration policy;
- Related party transactions;
- Governance structures and policies.

ARTICLE IX. ACCOUNTABILITY & AUDIT

1. The Board shall establish an internal audit system to monitor compliance with governance policies.
2. The Audit Committee shall oversee financial reporting and external audit.

3. The Compliance Officer shall ensure adherence to this Manual and report non-compliance to the Board.

ARTICLE X. ALTERNATIVE DISPUTE RESOLUTION

Intra-corporate disputes shall be resolved through the following mechanism prior to resort to litigation:

1. **Direct Negotiation** among concerned parties;
2. **Mediation/Conciliation** with the assistance of an impartial third party;
3. **Arbitration**, pursuant to R.A. 9285 (ADR Act of 2004), as may be agreed by the parties.

ARTICLE XI. COMPLIANCE MONITORING

- The Compliance Officer shall submit an annual compliance report to the Board.
- Material breaches of this Manual shall be reported to the Board and, if required, to the SEC.

ARTICLE XII. REVIEW AND AMENDMENT

This Manual shall be reviewed annually and may be amended by the Board to ensure continuous compliance with applicable laws and best practices.

ARTICLE XIII. EFFECTIVITY

This Manual is effective immediately upon approval of the Board of Directors and shall be filed with the Securities and Exchange Commission in accordance with applicable regulations.

APPROVED BY THE BOARD OF DIRECTORS

Igloo Insurance Broker, Inc.

Date of Approval: