

BOARD OF DIRECTORS CHARTER

CLUB PUNTA FUEGO, INC.

The Charter of the Board of Directors (the "Board") of Club Punta Fuego, Inc. (the "Club") formalizes and states the composition, roles, responsibilities, and accountabilities of the Board in carrying out its fiduciary duties and serves as a guide to the directors in the performance and discharge of their functions.

Membership / Structure

The Board shall be composed of at least five (5), but not more than fifteen (15), members who are elected by the stockholders, at least two (2) of whom must be independent directors, or such number as to constitute at least one-third of the members of the Board, whichever is higher.

The independent directors must possess the necessary qualifications and none of the disqualifications for an independent director to hold the position. The independent directors shall only serve for a maximum cumulative term of nine (9) years. After which, the independent director shall be perpetually barred from re-election as such in the same company, but may continue to qualify for nomination and election as a non-independent director. In the instance that the Club wants to retain an independent director who has served for nine (9) years, the Board should provide meritorious justification/s and seek shareholders' approval during the annual shareholders' meeting.

The Board should be composed of a majority of non-executive directors.

The non-executive directors must possess qualifications and stature that shall enable them to effectively participate in the deliberations of the Board and help secure objective, independent judgment on corporate affairs and to carry out proper checks and balances. The non-executive directors of the Board should not concurrently serve as directors to more than ten (10) public companies and/or registered issuers. However, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers if the director also sits in at least three (3) publicly-listed companies.

All directors must complete the appropriate training to be provided by the Club, including an orientation program for first-time Directors and relevant annual continuing training for all Directors.

A director who is offered a directorship in another company shall notify the Board before accepting the said offer.

Board Diversity

The Board adheres to the principle of board diversity in achieving optimal decision-making in the Board. In determining the optimum board composition, differences in age, skills, industry experience, background, gender, competence and knowledge, and other distinctions between and among directors shall be considered.

The Chairman of the Board of Directors and the President

The roles of Chairman of the Board (the "Chair") and the President, who shall be the Chief Executive Officer of the Club, shall be separate to foster an appropriate balance of power, increased accountability and better capacity for independent decision-making by the Board. A clear delineation of functions shall be made between the Chair and the President upon their election.

If the Chairman of the Board is not independent, including if the positions of the Chairman of the Board and Chief Executive Officer or its equivalent are held by one person, the Board should designate a lead director among the independent directors.

Duties and Responsibilities

Board of Directors

To insure a high standard of best practice for the Club and its stockholders and other stakeholders, the Board shall:

- a. Implement a process for the selection of directors who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies. Appoint competent, professional, honest and highly-motivated management officers. Adopt an effective succession planning program for directors, key officers and Management to ensure the continuous and consistent growth of the Club. Subject to the Club's size, risk profile and complexity of operations, include in this program a retirement age for directors and key officers as part of Management succession and to promote dynamism in the Club;
- b. Ensure that the performance by Management, including the President and other personnel, is at par with the standards set by the Board;
- c. Conduct an annual self-assessment of its performance, including the performance of the Chairman, individual members, and committees;
- d. Determine the Club's purpose, its vision and mission and strategies to carry out its objectives;
- e. Provide sound strategic policies and guidelines to the Club on major capital expenditures. Establish programs that can sustain its long-term viability and strength. Periodically evaluate and monitor the implementation of such policies and strategies, including the business plans, operating budgets and Management's overall performance;
- f. Ensure that the Club complies with all relevant laws, regulations and codes of best practices;
- g. Identify the Club's major and other stakeholders and formulate a clear policy on communicating or relating with them through an effective investor relations program. If feasible, the Club's President or chief financial officer shall exercise oversight responsibility over this program. The Board shall establish an Investor Relations Office (IRO) or Customer Relations Office (CRO) or its equivalent to ensure constant engagement and communication with its shareholders. The IRO or CRO or its equivalent should be present at every shareholder' meeting;
- h. Adopt a system of internal checks and balances within the Board. A regular review of the effectiveness of such system should be conducted to ensure the integrity of the decision-making and reporting processes at all times. Such system should allow for a feedback mechanism from the shareholders. There should be a continuing review of the Club's internal control system in order to maintain its adequacy and effectiveness;
- i. Identify key risk areas and key performance indicators and monitor these factors with due diligence to enable the Club to anticipate and prepare for possible threats to its operational and financial viability;
- j. Properly discharge Board functions by meeting regularly. Independent views during Board meetings shall be given due consideration and all such meetings shall be minuted;
- k. Keep Board authority within the powers of the institution as prescribed in the Articles of Incorporation, By-Laws and in existing laws, rules and regulation;
- l. Identify the sectors in the community in which the Club operates and formulate a clear policy of accurate, timely and effective communication with them;

- m. Formulate and implement policies and procedures to ensure integrity and transparency of related party transactions between and among the Club and its parent company, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors, including their spouses, children and dependent siblings and parents, and of interlocking director relationships by members of the Board;
- n. Constitute an Audit Committee and such other committees as it deems necessary to assist the Board in the performance of its duties and responsibilities;
- o. Establish an appropriate internal control system, set up a mechanism for monitoring and managing potential conflicts of interest of Management, Directors, and shareholders/members, and approve the internal audit charter;
- p. Establish corporate disclosure policies and procedures to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders that give a fair and complete picture of the Club's financial condition, results, and business operations;
- q. Formulate and implement a clear and focused policy on the disclosure of non-financial information, with emphasis on the management of economic, environmental, social and governance issues of its business;
- r. Establish and maintain an alternative dispute resolution system in the Club to amicably settle conflicts between the Club and its stockholders and the Club and third parties, including the regulatory authorities;
- s. Subject to the Club's size, risk profile and complexity of operations, align the remuneration of key officers and board members with the long-term interests of the Club and adopt a policy specifying the relationship between remuneration and performance;
- t. Subject to the Club's size, risk profile and complexity of operations, establish an adequate and effective Internal control system and an Enterprise Risk Management framework in the conduct of the Club's business;
- u. Enforce the Board charter that (i) clearly states its roles, responsibilities and accountabilities in carrying out its fiduciary duties; (ii) serves as a guide in the performance of the Board's functions; and (iii) is publicly available;
- v. Adopt a Code of Business Conduct and Ethics that provides standards for professional and ethical behavior, as well as articulates acceptable and unacceptable conduct and practices in internal and external dealings of board members. The Code shall include an anti-corruption policy and program which shall be disseminated to employees across the Club through orientations and continuous trainings to embed them in the Club's culture. The Code should be properly disseminated to all members of the Board and made available to the public through the Club website;
- w. Establish, supervise, and enforce a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns;
- x. Ensure the proper and efficient implementation and monitoring of compliance with the said Code of Business Conduct and Ethics;
- y. Ensure that basic shareholder rights are disclosed in the Manual on Corporate Governance;
- z. Encourage active shareholder participation by (i) sending the Notice of Annual and Special Shareholders' Meeting with sufficient and relevant information at least twenty-one (21) days before the meeting; and (ii) making the results of the votes on matters taken during the most recent Annual or Special Shareholders' Meeting publicly available the next working day. In addition, the Minutes of the Annual and Special

Shareholders' Meeting should be available on the Club website within five (5) business days from the date of the meeting;

- aa. Subject to the Club's size, risk profile and complexity of operations, identify the Club's various Stakeholders and cooperate with them to create wealth, growth and sustainability;
- bb. Subject to the Club's size, risk profile and complexity of operations, establish clear policies and programs to provide a mechanism on the fair treatment and protection of Stakeholders;
- cc. Subject to the Club's size, risk profile and complexity of operations, establish policies, programs and procedures that encourage employees to actively participate in the realization of the Club's goals and its governance;
- dd. Recognize the interdependence of business and society, and promotes a mutually beneficial relationship that allows the Club to grow its business while contributing to the advancement of society; and
- ee. Appoint a Compliance Officer who shall have the rank of at least Senior Manager.

Directors

A director's office is one of trust and confidence. He shall act in a manner characterized by transparency, accountability and fairness. He shall also exercise leadership, prudence and integrity in directing the Club towards sustained progress.

A director shall have the following duties and responsibilities:

- a. To conduct fair business transactions with the Club and to ensure that personal interest does not conflict with the interests of the Club;
- b. To fully disclose any adverse interest, whether material or potential, in any transaction affecting the Club, abstain from taking part in the deliberations for the same, and recuse from voting on the approval of the transaction;
- c. To devote time and attention necessary to properly and effectively discharge his duties and responsibilities;
- d. To act judiciously;
- e. To exercise independent judgment;
- f. To have a working knowledge of the statutory and regulatory requirements affecting the Club, including the contents of its Articles of Incorporation and By-Laws, the requirements of the Securities and Exchange Commission (the "Commission"), and where applicable, the requirements of other regulatory agencies; and
- g. To observe confidentiality.

Chair

The duties and responsibilities of the Chair in relation to the Board may include, among others, the following:

- a. Ensure that the meetings of the Board are held in accordance with the by-laws or as the Chair may deem necessary;
- b. Supervise the preparation of the agenda of the meeting in coordination with the Corporate Secretary, taking into consideration the suggestions of the President, management and the directors; and

- c. Maintain qualitative and timely lines of communication and information between the Board and Management.

Meetings and Quorum Requirement

The members of the Board should attend its regular and special meetings in person or through teleconferencing conducted in accordance with the rules and regulations of the Commission.

Independent directors should always attend board meetings. Unless otherwise provided in the by-laws, their absence shall not affect the quorum requirement. However, the Board may, to promote transparency, require the presence of at least one independent director in all its meetings.

To monitor the directors' compliance with the attendance requirements, the Club shall submit to the Commission, on or before January 30 of the following year, a sworn certification about the directors' record of attendance in Board meetings. The certification may be submitted through SEC Form 17-C or in a separate filing.

Non-executive directors should have separate periodic meetings with the external auditor and heads of the internal audit, compliance and risk functions, without any executive directors present to ensure that proper checks and balances are in place within the Club. The meetings should be chaired by the lead independent director, if applicable.

Self-Assessment

The Board shall conduct an annual self-assessment of its performance, including the performance of the Chairperson, the individual members, and the Board Committees. The assessment may be supported by an external facilitator every three (3) years.

The self-assessment system of the Board shall provide, at the minimum, criteria and processes to determine the performance of the Board, the individual directors, and the Board Committees and shall allow for a feedback mechanism from the shareholders.

Training

The Board, together with key officers, the Compliance Officer and such other offices of the Club as the Commission may require, shall attend an annual continuing training on corporate governance, which shall include courses on developments in the business and regulatory environments and emerging risks relevant to the Club.

Effectivity

This Charter shall take effect immediately upon approval of the Board of Directors.

Approved by the Board of Directors on September 29, 2020.