

UCPB General Insurance Company, Inc. (COCOGEN) LEGAL OVERSIGHT COMMITTEE CHARTER

Purpose

The purpose of the Legal Oversight Committee shall be to recommend to the Board policies and guidelines including the adoption of legal strategies in important legal issues or matters having legal implications, as well as cases for or against COCOGEN. The Committee shall exercise oversight function in the monitoring, supervision, and handling of legal issues and cases by COCOGEN's external counsels, as well as internal lawyers.

Composition

The Legal Oversight Committee, which shall be composed of at least three (3) Directors, the Chairman of which shall preferably be a lawyer, shall be designated by the Board.

The Chairman of the Board shall be an *ex-officio* member of the Committee. The total membership of the Legal Oversight Committee shall not be more than half

of the current composition of the Board of Directors at any given time.

Meetings

The Committee shall meet at least once a month, or more frequently as may be necessary. A quorum shall consist of the majority of the members of the Committee.

Any member may participate in the meeting via teleconference or videoconference.

The Chief Legal Counsel shall always be present. In his absence, his assistant shall attend the Committee meeting.

Duties and Responsibilities

The Legal Oversight Committee shall have the following duties and responsibilities:

1. Recommend policies and guidelines for the handling of cases by COCOGEN's external counsels;
2. Oversee and/or review the monitoring and supervision of legal issues and cases handled by COCOGEN's internal and external counsels;
3. Oversee and/or review the handling by COCOGEN's lawyers of cases or potential cases involving substantial amounts or of significant reputational risk to COCOGEN; and

- 4. Closely coordinate with the Management and other Committees for matters which may have legal implications or threatened legal action for or against the Company.**

Charter Review

The Committee shall review and reassess this Charter annually and recommend any appropriate changes to the Board of Directors.

Report and Recommendation

The reports and recommendations required under this Charter to be presented for the information and/or approval of the Board, shall first be referred to the Executive Committee for its consideration and further endorsement to the Board of Directors.