



## **Cocogen Insurance, Inc.**

### **Communications and Information Technology Committee Charter**

#### **Purpose**

The Communications and Information Technology Committee is appointed by the Board to assist the Board on its oversight of: (i.) the Company's communications and information technology strategy and the significant investments in support of such strategy; (ii.) Communications and Information Technology operational risks; and (iii.) the application of Communications and Information Technology as a transformative vehicle for the Company's business.

The Committee recognizes that communications and information technology play a major role in promoting strong corporate governance in the organization. Towards this end, the Committee shall ensure that corporate governance incorporates communications and technological solutions that will enhance efficiency, transparency, and accountability within the Company.

#### **Composition**

The Communications and Information Technology Committee shall be composed of at least five (5) Board members, all of whom shall be appointed by the Board. The Committee members may be replaced by the Board of Directors at any time with or without cause.

All members of the Committee shall have an understanding of the basic principles and knowledge on communications, public relations, and marketing, and/or information technology and cybersecurity risks. They shall likewise be conversant with the laws, rules, and regulations relevant to the exercise of their functions.

Its Chairman shall not be the Chairman of the Board of Directors or any other Board committees.

The Chairman of the Board shall be an *ex-officio* member of the Committee.

#### **Meetings**

The Committee shall meet at least once every quarter or more frequently as circumstances require. The Chairperson or any two (2) members of the Committee may call its meetings. A quorum shall consist of a majority of the members of the Committee.

Any member may participate via teleconference or videoconference.

#### **Duties and Responsibilities**



The following shall be the principal responsibilities of the Committee:

**A. Communications**

1. The Committee will provide oversight of the Company's communications, branding strategy, and digital enablement.
2. The Committee will monitor the Company's traditional as well as digital media activities, including the Company website and other internet/social media presences.
3. The Committee will assist in developing the Company's media strategies and cultivating media contacts for engagement.
4. The Committee will meet periodically to assess Management's Communications efforts, make recommendations to the Board on how to support the same, and provide suggestions for potential projects and media contacts.

**B. Information Technology**

1. The Committee will provide oversight of the Company's information technology strategy and digital enablement and related investments.
2. The Committee will monitor the effectiveness of and the risks related to Information Technology such as: IT systems; data integrity and protection; cybersecurity; digital acceleration; disaster recovery capabilities and business continuity plans; or such other Information Technology matters as the Committee deems appropriate, noting that oversight of the Company's internal controls over financial reporting and disclosure shall remain the responsibility of the Audit Committee.
3. The Committee will monitor the procurement, upgrading, maintenance, and development of technology solutions, services, processes and infrastructure needed to support the Company's growth and profitability.
4. The Committee will assess the sufficiency and effectiveness of the Company's information technology policies, programs, and projects in consultation with the Company's business and control units.

**C. Other Activities**

1. The Committee will periodically consult with the Company's Audit Committee to review the effectiveness of the Company's: information technology systems; data integrity and protection; cybersecurity program; disaster recovery capabilities, and business continuity plans.



2. The Committee may meet in joint sessions with other committees of the Board from time to time to discuss areas of common interest and significant matters.
3. The Committee will report directly, and provide reports on its activities, to the Board.
4. The Committee will perform an annual evaluation of the Committee's performance.

### **Performance Evaluation**

- Develop and recommend to the Board an annual performance evaluation process for the Board and its Committees.
- Oversee the annual Board performance evaluation process and report to the Board the results of the same.
- If needed, coordinate with external facilitators in carrying out Board assessment, within the frequency approved by the Board.

### **Capability Building**

- Institute capability building, continuous learning, and professional development programs for Board members, and ensure that like programs are in place for the officers and employees.
- Make recommendations to the Board regarding the continuing education of Directors, and assignment to Board Committees.

### **Reporting Responsibilities**

- Provide periodic reports to the Board of Directors on its initiatives, activities, and projects.
- Review any report that the Company issues in relation to Committee responsibilities.

### **Other Responsibilities**

- Perform activities consistent with this Charter, the COCOGEN By-laws, the COCOGEN Corporate Governance Manual, COCOGEN Compliance Charter and applicable laws and regulations as the Committee or the Board deems necessary or appropriate.

### **Authority**



In line with its functions, the Committee has the authority to conduct or authorize an inquiry into any matter within the scope of its responsibility. It likewise has the authority to avail of the assistance of special legal, human resource, or other consultants to assist the Committee to carry out its duties as defined by this Charter.

The Committee may require any officer or employee of COCOGEN and the COCOGEN Group to attend its meetings and provide pertinent information and/or assistance as necessary.

### **Review of Charter**

The Committee shall review and reassess this Charter annually or as may be necessary 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.