	POLICY	ETHICS COMMITTEE CHARTER		
	DOCUMENT CODE	LEG-CHA-2026-02		
	VERSION	01	EFFECTIVITY DATE	MARCH 4, 2026
	OWNER	LEGAL DEPARTMENT		

**FRANKLIN BAKER GROUP OF COMPANIES
ETHICS COMMITTEE CHARTER**

A. PURPOSE

The Ethics Committee Charter (the "Charter") serves as a set of guidelines with which the Ethics Committee (the "Committee") shall be guided to perform its functions.

The purpose of the Committee is to oversee and promote responsible, professional, and moral conduct of all Company officers and employees, in accordance with Company standards and other relevant regulatory laws.

B. RESPONSIBILITIES

1. **Policy Oversight.** Develop and maintain the Code of Ethics and Business Conduct Whistle Blower Policy and continuously evaluate its relevance and effectiveness; provide inputs to the Code-of-Conduct on critical ethical matters.
2. **Whistleblower Protection.** Oversee a secure, confidential reporting channel where employees can report misconduct without fear of retaliation.
3. **Investigation Oversight.** Monitor the progress of investigations and provide periodic update to the President/CEO on all reported cases (including those dismissed by the Committee and endorsed to HR, for transparency) and the status and/or outcome of "whistle blower" investigations


C. MEMBERSHIP

The Committee is a management committee established by the Office of the President/CEO, and is comprised of:

1. Chairman - To be appointed by the President/CEO. Such an appointment is ratified by the Board of Directors.
2. Members - Head of Human Resources, Head of Internal Audit, Head of Executive Office Affairs, Head of Legal and one member holding, at the minimum, managerial position to be appointed by Office of the President/CEO if any of the permanent members is appointed as Chairman.

Functional group representatives, subject matter experts or third-party consultants may be invited to take part in investigations, as deemed necessary by the Committee. Such participation shall be documented and approved in writing by the President/CEO.

The Committee chairmanship and composition shall be reviewed annually.

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D. MEETINGS

1. **Frequency.** The Committee shall convene at least on a semi-annual basis and at any given time as “whistle blower” reports are received through the reporting channels (i.e. e-mail and hotline).
2. **Quorum.** A majority of the members present shall constitute a quorum
3. **Minutes.** All proceedings shall be documented by the Corporate Secretary.

E. REPORTING

The Committee shall maintain a record of all matters referred to or handled by the Committee. The Chairperson shall report the Committee’s all whistleblowing reports, including whether dismissed or investigated, findings and recommendations to the full Board of Directors during the quarterly Board meetings.

F. CHARTER REVIEW AND REVISIONS

The Committee shall review this Charter at every two (2) years basis and shall be re-issued with or without changes. All key revisions shall require the Board approval. In case of major changes, however, this Charter shall be updated immediately upon prior notice to the Board.


G. EFFECTIVITY CLAUSE

This policy shall take effect upon the approval and adoption of the Board.



KARINA PULIDO

Vice President - Legal



JUAN VICTOR I. HERNANDEZ

Chairman