SECTION 1. INTRODUCTION

The Board of Directors (Board) of PHINMA Corporation (Corporation) has constituted a Finance and Investment Committee (Committee) to assist in the oversight of the Corporation's financial and investment policies and strategies, including matters relating to capital structure, treasury management, investment performance, acquisitions/divestments, portfolio analysis and evaluation, and such other matters as the Board may assign.

This Board hereby adopts this Charter of the Finance and Investment Committee.

SECTION 2. MEMBERSHIP

The Board shall create a Finance and Investment Committee which shall have at least three (3) members, all of whom are Directors of the Corporation. Of the members of the Committee, one (1) must be a non-executive director. The Board shall designate the Chairman and Vice-Chairman of the Committee. The Committee shall be composed in a manner consistent with applicable laws, rules, and regulations, and the Corporation's governance standards. In carrying out its duties, the Committee may request the assistance of officers and employees of the Corporation, related companies and/or engage external advisers when deemed necessary by the Committee or the Board.

The members of the Committee shall be appointed by the Board and shall serve until the next organization meeting, unless earlier replaced by the Board.

Vacancies in the Committee may be filled at any meeting of the Board of Directors, and the member who will fill the vacancy shall hold office for the remainder of the term.

The Committee Secretariat shall be provided by the Chief Finance Officer (CFO) function, unless otherwise directed by the Board or the Corporate Secretary.

SECTION 3. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

3. Generally, provide oversight on the Corporation's financial and investment policies and portfolio strategies, including matters regarding capital structure, treasury management,

investment performance, acquisitions/divestments, portfolio analysis and evaluation, and other matters the Board may assign.

3.1. Capital Structure and Financing Oversight
- 3.1.1. Review and provide guidance on the Corporation's capital structure strategy, funding plan, and key financing initiatives.
- 3.1.2. Review and recommend parameters that require Board approval regarding proposed debt and equity transactions, refinancings, guarantees, and other major funding actions.
- 3.1.3. Review proposals within defined parameters to assess merits and recommend Board action.

3.2. Treasury Management Oversight
- 3.2.1. Provide oversight on major financing decisions and groupwide treasury policies that require Board approval.

3.3. Investment Policy and Framework
- 3.3.1. Review and recommend for Board approval the Corporation's investment policies, guidelines, and decision frameworks, including criteria for capital allocation.
- 3.3.2. Ensure the adoption and consistent use of appropriate evaluation tools and disciplines consistent with the Corporation's objectives.
- 3.3.3. Review and endorse the Corporation's dividend policy, including any special or interim dividend declarations, for Board approval.

3.4. Proposed Investments, Acquisitions, and Divestments
- 3.4.1. Review and evaluate proposed investments, acquisitions, divestments, and other portfolio actions that require Board approval, including investments in companies, businesses, or projects.
- 3.4.2. Review share buyback programs and similar capital actions for Board approval, where material.
- 3.4.3. Endorse to the Board recommendations on such transactions.

3.5. Portfolio Performance Oversight
- 3.5.1. Review and assess the appropriateness of portfolio performance metrics and reporting presented to the Board.
- 3.5.2. Review of portfolio return targets, capital deployment, and portfolio exposures on a semi-annual basis.
- 3.5.3. Review portfolio-level summary analysis and evaluation and recommend actions or focus areas to the Board, where relevant.

3.6. Investment Review
- 3.6.1. Approve criteria for the identification, evaluation, and assessment of proposed investments.
- 3.6.2. Review proposed investments to ensure alignment with the Corporation's approved investment criteria and capital allocation principles.

3.6.3. Evaluate the merits of investments that meet the criteria and endorse appropriate proposals to the Board of Directors for approval.

3.7. Coordination with Other Board Committees

3.7.1. Where appropriate, coordinate with other Board Committees on matters with overlapping considerations (e.g., audit, risk, governance), without prejudice to the mandates of such Committees.

3.7.2. Refer matters primarily within the scope of another Committee to the appropriate Committee, when warranted

3.8. Other Functions

3.8.1. Perform such other functions and responsibilities as may be assigned by the Board from time to time

.**SECTION 4. APPROVAL**

The recommendations of the Finance and Investment Committee shall be submitted to the Board for approval.

SECTION 5. MEETINGS

The Committee shall meet as necessary to discharge its responsibilities, and at least twice (2) a year to review the investment portfolio and pipeline. Meetings may be held in person or by tele- or video-conference at a time and place to be determined by its Chairman.

Schedule of the meetings will succeed meetings of the PHINMA Corporation Risk Committee, to ensure that cross-committee concerns are taken up.

Actions of the Committee may also be taken by consent (in physical, electronic or digital format) of the majority of the members when deemed necessary by the Committee or its Chairman.

All minutes of the meetings of the Committee approved by said Committee shall be forwarded to the Corporate Secretary for safekeeping.

The Chairman of the Committee or his representative shall report to the Board all actions of the Committee at the meeting of the Board following such actions.

SECTION 6. PERFORMANCE ASSESSMENT

The Committee shall conduct an annual self-assessment to appraise its performance as a body and of its individual members. The evaluation of Committee performance shall consider the following factors:

a) the right mix of backgrounds and competencies of the individual members

b) attendance and participation at Board and Committee meetings

c) timely resolution of matters escalated to it and adoption of recommendations relevant to its function

SECTION 7. ADOPTION AND EFFECTIVITY

This Charter was first adopted by the Finance and Investment Committee of the Corporation on August 7, 2026.

The Charter shall take effect upon approval by the Board. The Committee shall periodically review and assess the Charter for its adequacy and shall recommend, when found necessary, amendments thereto to the Board for approval.

REVISION HISTORY

Revision No.	Description of Revision	Board Approval Date
00	Adoption of the Finance and Investment Committee Charter	7 August 2026