SM Prime Holdings, Inc.

Corporate Governance and Sustainability Committee Charter

Effective November 9, 2026

CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE CHARTER APPROVAL SHEET

The undersigned approves this Charter, which establishes the purpose, composition, authority and responsibilities of the Corporate Governance and Sustainability Committee (the "Committee").

NAME	DATE	SIGNATURE
Estela M. Perlas - Bernabe Committee Chairperson	November 9, 2026	(sgd.)
Amando M. Tetangco, Jr. Member	November 9, 2026	(sgd.)
J. Carlitos G. Cruz Member	November 9, 2026	(sgd.)

This Charter establishes the purpose, composition, authority and responsibilities of the Corporate Governance Committee (the "Committee").

I. PURPOSE AND AUTHORITY

The Corporate Governance and Sustainability Committee is tasked to ensure the Board's effectiveness and due observance of sound corporate governance principles and policies. The Committee believes that prudent and effective corporate governance practices constitute the foundation of the Company's strength and long-term existence to enhance and maximize long-term shareholder's value.

To allow the Corporate Governance and Sustainability Committee to discharge its duties and responsibilities, the Committee is authorized to call for a meeting, gain access to all relevant data/resources within the Company, obtain professional training, advice or expertise, initiate investigation of any activities within the scope of its responsibilities and may make recommendations to the Board, as it deems appropriate.

II. COMPOSITION AND MEETINGS

1. The Committee shall consist of at least three (3) members of the Board, all of whom should be independent directors including the Chairman. Its members shall have adequate and competent understanding of corporate governance principles and practices, in addition to thorough knowledge of the Company's business and industry in which it operates.

2. Members of the Committee shall be designated by the Board annually and each member shall serve until such member's successor is duly designated or until such member's resignation or removal. Any member of the Committee may be removed from the Committee, with or without cause, by a majority vote of the Board.

3. The Committee shall meet at least twice every year with authority to convene additional meetings, as circumstances require. All Committee members are expected to attend each meeting. The Committee may invite members of Management, heads of business units, Chief Audit Executive, and the external auditor, to attend meetings and provide pertinent information, as necessary.

4. Members of the Committee shall attend regular and special meetings of the Committee in person or by any other technological means allowed by the Securities and Exchange Commission.

5. The Corporate Secretary, under the direction of the Committee Chairman, shall prepare and provide in advance to all Committee members the notice of meeting, the meeting agenda, minutes of previous Committee meeting and the appropriate briefing materials.

III. DUTIES AND RESPONSIBILITIES

The Committee is duty-bound to perform and carry out the following responsibilities:
Corporate Governance

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a. Oversees the implementation and periodic review of the corporate governance and sustainability frameworks and periodically reviews the said frameworks to ensure that they remain appropriate in light of material changes to the Company's size, complexity and business strategy, as well as its business and regulatory environments;

b. Oversees the periodic performance evaluation of the Board and its Committees as well as Executive Management, and conducts an annual self-evaluation of its performance;

c. Ensures that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;

d. Recommends continuing education/training programs for directors, assignment of tasks/projects to Board Committees, succession planning for Board members and Senior Officers, and remuneration packages for corporate and individual performance;

e. Adopts corporate governance policies and ensures its proper review, regular updating and consistent implementation in form and substance; and

f. Proposes and plans relevant trainings for the members of the Board.

Nomination and Remuneration

g. Determines the nomination and election process for the Company's directors, defines the general profile of Board members that the Company may need, and ensures the appropriate mix of knowledge competencies and expertise that complement the existing skills of the Board; and

h. Establishes a formal and transparent procedure to develop a policy for determining the remuneration and per diems, as applicable, of directors and officers that is consistent with the Corporation's culture and strategy as well as the business environment in which it operates.

Sustainability

i. Reviews and evaluates the Company's policies and performance related to economic, environmental, social, and governance responsibility;

j. Reviews the Company's sustainability roadmap, progress, and corresponding corporate disclosures;

k. Evaluates EESG risks that may affect the long-term value-creation of the Company for presentation to the Board;

l. Apprises the Board of significant sustainability and climate-related concerns of the Company's stakeholders and make appropriate recommendations to the Board regarding targets and strategies that will improve the Company's sustainability performance;

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m. Ensures the integration of sustainability in the decision-making process of the Board by working closely with the Sustainability Council in the realization of sustainability objectives; and

n. Performs other duties and responsibilities as the Committee may deem appropriate within the scope of its primary functions or as may be assigned by the Board.

IV. PERFORMANCE EVALUATION

The Committee shall participate in the annual evaluation of its performance, including the performance of the Chairman and Committee as a whole in accordance with their respective mandates and competencies.

V. CONTINUAL REVIEW OF THE CHARTER

This Charter shall be reviewed every three years or as needed to ensure its adequacy and relevance in consonance with the Board's objectives, laws, regulations, and relevant best practices.

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