



## **CHARTER OF THE ADVISORS TO THE BOARD**

### **Section 1. OBJECTIVE**

The Advisors to Globe Telecom Inc.'s (the "Corporation") Board of Directors ("Board") are appointed to ensure the Board's access to experienced professionals who can provide outside perspective or technical knowledge, and to enhance the Board's diversity of opinion and experience. This document sets out the policies, responsibilities and procedures that shall guide the Advisors in the performance of their functions.

### **Section 2. MANNER AND TERM OF APPOINTMENT**

The Advisors shall be appointed by the Board and generally serve at the pleasure of the Board. They are not elected by the stockholders.

The appointment shall be for a term of one (1) year from date of first appointment, renewable every year at the discretion of Board and upon acceptance of the Advisors.

### **Section 3. SCOPE OF RESPONSIBILITIES**

The Advisors shall perform a purely ministerial and advisory function in the Corporation. Their appointment is to complement the knowledge and skills of the Board by giving advice and making non-binding recommendations with respect to matters within the scope of their experience and expertise. The Board shall have the sole discretion on any action to be taken in relation to the advice or recommendations given.

Since Advisors are not elected by stockholders, they do not have the authority to make business decisions, vote on corporate matters or represent the Corporation in any capacity. Moreover, they do not have the fiduciary duties of elected board members.

An Advisor may be appointed by the Board as member of a Board committee. In such event, the Advisor shall have the powers and responsibilities of a member of the Board committee as provided in the charter of the committee.

### **Section 4. ATTENDANCE IN BOARD MEETINGS**

Notices of Board meetings shall be sent to the Advisors in the same manner and period as the sending to the Directors.

An Advisor, at his or her discretion, may attend any or all meetings of the Board. However, the Chairman of the Board may specifically request the presence of an Advisor at any particular meeting.

Participation of Advisors can be in person, or through remote communication, such as videoconferencing, teleconferencing or other alternative modes of communication allowed by the Securities and Exchange Commission.

## **Section 5. CONFLICT OF INTEREST AND CONFIDENTIALITY**

An Advisor shall disclose any conflict of interest and shall not attend any board meeting wherein the matter relating to the conflict of interest will be discussed or voted on.

The Advisors are also required to report to the Office of the Compliance Officer their dealing in the company shares within three (3) business days, in line with the insider trading policy of the Corporation.

Moreover, Advisors shall keep confidential all information contained in confidential reports or discussions that they have access to. They shall also ensure that all persons who have access to the same information likewise comply with this rule.

## **Section 6. INDEPENDENCE**

An Advisor shall be independent of the Board of Directors and management and shall be independent in giving advice and recommendations to the Board.

An Advisor shall hold no interest or relationship with the Corporation that may hinder his/her independence from the Corporation or may interfere with his/her independent judgment.

## **Section 7. COMPENSATION**

An Advisor shall be entitled to receive compensation for his or her services. The compensation shall be equal to the fees of a non-executive director, which presently consists of an annual retainer fee and fees for every Board or Board committee meeting attended.

## **Section 8. MISCELLANEOUS**

### **1. Access to Information**

The Advisors shall have reasonably free and full access to all relevant information, data, records, properties and personnel of the Corporation as may be necessary in the performance of their advisory function.

### **2. Periodic Review**

This Charter shall be periodically reviewed by the Board.

### **3. Effectivity**

This Charter shall take effect when approved by the Board.

The Board of Directors approved the Charter during its meeting on April 24, 2023.