CORPORATE GOVERNANCE COMMITTEE CHARTER

Pursuant to the Board of Directors' (the "Board") oversight function in managing and operating **PUREGOLD PRICE CLUB, INC.** (the "Company"), the Board hereby adopts this Corporate Governance Committee Charter (the "Charter").

A. Purpose

The purpose of the Corporate Governance Committee (the "Committee") is to:

(1) Guide the Board concerning the nomination, organization, composition, function, and remuneration of the Board of Directors, Executive Committee, Audit Committee, and this Committee.

(2) Assess the qualifications and recommend potential candidates for directors, including independent directors, to the Board.

(3) Develop and recommend corporate governance policies and principles, corporate responsibility, and sustainability programs to the Board.

(4) Ensure that the Company is compliant with the established corporate governance policies and principles, corporate responsibility, and sustainability programs.

(5) Oversee the periodic performance evaluation of the Board and its committees a well as the executive management, and conduct an annual evaluation of said performance.

(6) Guide the Board on how to promote a healthy work environment within the Company and ensure the Company's compliance with government regulatory rules and regulations.

(7) Perform the functions of the Compensation and Sustainability or ESG Committee.

(8) Such other tasks as may be assigned to it by the Board of Directors.

B. Membership

(1) Number – The Committee shall consist of at least three members of the Board.

(2) Qualifications – A majority of the Committee members shall be independent directors, including the Chairman. The Chairman should not be Chairman of the Board or any other Committee. At least one member of the Committee must have relevant, thorough knowledge and experience in risk and risk management.

(3) Appointment and Removal – The Board shall appoint members of the Committee, and it may also remove any member.

(4) Term – Each Committee member shall serve until their successor is duly appointed and qualified, or until their earlier removal or resignation or such time as they are no longer an "independent" director of the Board.

C. Meetings and Operations

(1) To perform its responsibilities, the Committee shall meet at least twice a year or as often as necessary. The Committee may invite members of the management, independent advisors, experts, and other third parties to attend the meeting as it deems appropriate.

(2) A majority of the members of the Committee shall constitute a quorum for the transaction of business.

(3) All members of the Corporate Governance Committee members should receive the notice of meeting with the agenda at least two business days before the intended meeting.

(4) The Chairman of the Corporate Governance Committee shall preside at all of the Committee meetings. In the absence of the Chairman, the members present shall select from among themselves an Acting Chairman to preside at the given meeting.

(5) The Committee shall keep the records of its proceedings. The Committee Members shall nominate the Committee Secretary who shall be in charge of preparing and keeping the minutes of meetings, discussions and other proceedings.

(6) The Committee's decision or action shall be approved by the majority of the members present in the meeting, at which a quorum is present. The Committee shall record its findings, actions, and proceedings.

(7) The Committee shall regularly report to the Board on its decisions or actions and make such recommendations with respect thereto and other matters as the Committee may deem necessary or appropriate.

D. Authority and Responsibility

The Committee shall have the following authority and responsibilities:

a. Nomination of Directors

(1) The Committee shall recommend to the Board the minimum qualifications for a potential candidate for Directors.
(2) The Committee shall develop and recommend procedures to the Board on how stockholders may recommend candidates for Directors.
(3) The Committee shall develop and recommend procedures to the Board on how to evaluate nominees for Directors.
(4) The Committee shall recommend to the Board candidates for election as members of the Board.
(5) The Committee shall recommend to the Board the Directors for appointment to various committees of the Board.

b. *Corporate Governance*

(1) The Committee shall develop and recommend to the Board the Corporate Governance Guidelines consistent with the Corporate Governance Manual issued by the Securities and Exchange Commission.

(2) The Committee shall develop and recommend a Code of Business Conduct and Ethics for the Company's Directors, officers, and employees.

(3) The Committee shall develop and recommend to the Board policies and procedures regarding the Company's corporate governance from time to time as it may deem appropriate, including changes or amendments in its existing policies.

c. *Corporate Responsibility and Sustainability*

The Committee shall assist the Board in overseeing the Company's corporate responsibility and sustainability programs related to environmental, social, and governance ("ESG") matters.

d. *Compensation*

The Committee shall assist the Board in ensuring that the organization's compensation practices align with its overall objectives, values, and financial health.

e. *Oversight and Evaluations*

(1) The Committee shall ensure that newly elected Directors receive an appropriate orientation and that all members of the Board continue to receive education or training on matters related to the Company's business or their roles as Directors.

(2) The Committee shall review the Company's disclosures or reports on Board structure, qualifications of Directors, corporate governance, and corporate responsibility and sustainability programs.

E. Miscellaneous Provisions

(1) The Committee shall have authority to perform any other activities it deems appropriate under the Charter.

(2) The Committee shall annually review its performance.

(3) The Committee shall review this Charter and propose changes, if necessary, to the Board for approval.

Corporate Governance Committee Charter, approved on April 4, 2024, in Manila City by the Board of Directors of Puregold Price Club, Inc.

Susan Co
Chairman

Ferdinand Vincent Co
President

Lucio Co
Director

Leonardo Dayao
Director

Pamela Justine Co - Yuyitung
Director

Jack Huang
Director

Jaime Dela Rosa
Independent Director

Gil Genio
Independent Director

Emmanuel Herbosa
Independent Director

Candy Dacanay – Datuon
Assistant Corporate Secretary