EUROBROKERS INTERNATIONAL INC.
CORPORATE GOVERNANCE MANUAL

I. POLICY STATEMENT

The Company is committed to conducting its business with integrity, professionalism, accountability, and transparency. It recognizes that sound corporate governance promotes sustainable growth, protects clients' interests, safeguards stakeholder confidence, and ensures compliance with applicable laws and regulations.

This Manual establishes the principles, policies, and practices governing the operations of the Company.

II. CORPORATE GOVERNANCE PRINCIPLES

The Company shall adhere to the following principles:

• Accountability
• Transparency
• Fairness
• Integrity
• Regulatory Compliance
• Responsible Stewardship
• Protection of Client Interests

III. GOVERNANCE STRUCTURE

A. Board of Directors

The Board shall provide strategic direction and oversight.
Responsibilities include:

1. Approving business plans and major decisions.
2. Ensuring compliance with laws and regulations.
3. Reviewing financial performance.
4. Establishing internal controls.
5. Approving significant contracts and expenditures.
6. Managing conflicts of interest.
7. Promoting ethical conduct.

The Board shall meet at least quarterly.
Minutes shall be prepared and maintained.

B. Officers

President

Responsible for overall management and operations.

Duties include:

- Implement Board policies.
- Supervise personnel.
- Represent the Company before regulators and business partners.
- Ensure regulatory compliance.

Treasurer

Responsible for financial oversight.

Duties include:

- Maintain financial records.
- Monitor cash flow.
- Oversee collections and payments.
- Coordinate accounting and tax compliance.

Corporate Secretary

Responsible for corporate records.

Duties include:

- Maintain corporate books.
- Prepare Board meeting notices.
- Keep minutes of meetings.
- Monitor reportorial requirements.

IV. COMPLIANCE POLICY

The Company shall comply with all applicable Philippine laws, regulations, and circulars governing insurance brokers.

These include requirements issued by the Insurance Commission, tax authorities, anti-money laundering regulations, and data privacy laws.

A Compliance Officer may be designated from among the officers or senior personnel.

Responsibilities include:

- Monitoring regulatory requirements.
- Maintaining licenses and accreditations.
- Coordinating submissions to regulators.
- Reporting compliance issues to management.

V. CODE OF ETHICS

All directors, officers, and employees shall:

Integrity

Act honestly and professionally at all times.

Client Interest

Place clients' legitimate interests ahead of personal gain.

Confidentiality

Protect confidential information obtained through business activities.

Fair Dealing

Provide accurate and complete information regarding insurance products.

Professional Conduct

Treat clients, insurers, suppliers, and colleagues with respect.

Regulatory Compliance

Observe all laws, regulations, and professional standards.

VI. CONFLICT OF INTEREST POLICY

Personnel shall disclose any actual or potential conflict of interest.

Examples include:

• Personal financial interests in suppliers.
• Acceptance of inappropriate gifts.
• Transactions involving relatives.
• Activities competing with the Company.

Any material conflict shall be disclosed to the Board.

Affected individuals shall abstain from decisions involving such conflicts.

VII. INTERNAL CONTROL POLICY

Given the size of the Company, internal controls shall include:

Segregation of Duties

Where practicable:

• One person prepares payments.
• Another person reviews and approves payments.
• Financial records are periodically reviewed by management.

Authorization Limits

Management approval is required for expenditures above an established threshold.

Record Keeping

Financial and client records shall be maintained accurately and securely.

Reconciliation

Bank accounts shall be reconciled monthly.

VIII. ANTI-FRAUD POLICY

The Company adopts zero tolerance for fraud.

Fraud includes:

- Misappropriation of funds
- Falsification of records
- Unauthorized commissions
- Misrepresentation to clients
- Submission of false claims or documents

Suspected fraud shall be reported immediately to management.

Investigations shall be conducted promptly.

Appropriate disciplinary action shall be imposed when warranted.

IX. DATA PRIVACY POLICY

The Company recognizes its obligations under the Data Privacy Act.

The Company shall:

- Collect only necessary information.
- Use personal data solely for legitimate business purposes.
- Restrict access to confidential information.
- Secure electronic and physical records.
- Dispose of records properly.

Employees shall maintain confidentiality even after separation from employment.

X. ANTI-MONEY LAUNDERING POLICY

The Company shall comply with applicable AML regulations.

The Company shall:

- Verify client identity when required.
- Maintain records.
- Report suspicious activities as mandated by law.
- Cooperate with regulatory authorities.

Personnel shall undergo periodic awareness training.

XI. WHISTLEBLOWING POLICY

Employees are encouraged to report in good faith any suspected:

- Fraud
- Ethical violations
- Regulatory breaches
- Misconduct

Reports shall be treated confidentially.

Retaliation against whistleblowers shall not be tolerated.

XII. RISK MANAGEMENT POLICY

Management shall periodically identify and assess risks affecting the business, including:

- Regulatory risks
- Operational risks
- Cybersecurity risks
- Reputational risks
- Financial risks

Appropriate mitigation measures shall be implemented.

XIII. RELATED PARTY TRANSACTIONS

Transactions involving directors, officers, shareholders, or their relatives shall be conducted on fair and reasonable terms.

Material transactions shall be disclosed and approved by the Board.

XIV. BUSINESS CONTINUITY POLICY

The Company shall maintain procedures to ensure continuity of operations in cases of:

- Natural disasters
- Power interruptions
- Cyber incidents
- Pandemic events
- Loss of office access

Electronic records shall be backed up regularly.

Critical information shall be stored securely.

XV. REVIEW OF THE MANUAL

This Manual shall be reviewed annually and amended as necessary to ensure continuing relevance and compliance with applicable regulations.