CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Corporate Governance Committee (the "Committee") shall assist the Board of Directors (the "Board") in fulfilling its oversight responsibilities relating to the corporate governance of the Company.

The Committee shall promote the effective implementation and observance of sound corporate governance principles, policies, and practices and shall assist the Board in ensuring that the Company is governed in a transparent, accountable, fair, and responsible manner.

The Committee shall have such other duties and responsibilities as are described in this Charter or as may be assigned to it from time to time by the Board of Directors.

COMPOSITION AND APPOINTMENT

a. The Committee shall consist of not less than three (3) members appointed by the Board of Directors from among its members.
b. At least one (1) member of the Committee shall be an Independent Director, and the Chairman of the Committee shall be an Independent Director, where applicable.
c. The members of the Committee shall be appointed annually by the Board of Directors and may be replaced by the Board at any time.
d. Vacancies in the Committee shall be filled by the Board of Directors.
e. The Committee may invite members of management, officers, advisers, or other persons to attend meetings when their participation is relevant to matters under consideration by the Committee.

RESPONSIBILITIES

The Committee shall:

A. Corporate Governance Framework and Policies

1. Recommend for approval of the Board a written Charter of the Committee describing, among others, its duties, responsibilities, authority, and procedures.
2. Review this Charter at least annually and recommend to the Board any amendments or revisions that may be necessary.
3. Review the Company's corporate governance policies, manuals, rules, and procedures periodically and recommend changes to ensure their continuing adequacy and effectiveness.

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4. Develop and recommend processes designed to ensure the Company's observance of sound corporate governance principles, policies, and guidelines.
5. Monitor the implementation of the Company's corporate governance framework and recommend appropriate improvements when necessary.

B. Board and Committee Effectiveness

6. Develop and recommend to the Board an appropriate process for evaluating the performance and effectiveness of the Board of Directors and its committees.
7. Ensure that the Board conducts an annual self-assessment of its performance as a body and, when appropriate, the performance of its individual directors and Board committees.
8. Review the results of Board and committee evaluations and recommend appropriate measures to address identified areas for improvement.
9. Conduct a self-evaluation of its own performance as a Committee and recommend measures to enhance its effectiveness.
10. Review, when appropriate, the attendance, participation, and commitment of directors in Board and committee meetings and recommend measures to address concerns affecting Board effectiveness.

C. Board Composition and Governance Development

11. Review the composition, structure, and effectiveness of the Board and its committees and recommend appropriate changes when necessary.
12. Coordinate, as appropriate, with the Nomination and Election Committee on matters relating to Board composition, succession planning, qualifications of directors, and the assignment of directors to Board committees.
13. Recommend appropriate orientation programs for newly appointed or elected directors to familiarize them with the Company's business, governance framework, policies, duties and responsibilities, and applicable laws and regulations.
14. Recommend continuing education and training programs for directors and officers on matters relevant to the effective discharge of their duties and responsibilities.

D. Governance Compliance and Ethical Standards

15. Review the Company's compliance with its Articles of Incorporation, By-Laws, corporate governance policies, and applicable laws, rules, and regulations relating to corporate governance.
16. Promote the observance of principles of transparency, accountability, fairness, integrity, and responsibility in the conduct of the Company's affairs.
17. Review and recommend policies and procedures relating to conflicts of interest, ethical conduct, confidentiality, and other matters affecting good corporate governance.
18. Review significant corporate governance-related findings, observations, or recommendations arising from internal or external reviews and recommend appropriate action to the Board.

E. Transparency and Stakeholder Relations

19. Review the effectiveness of the Company's mechanisms for communicating material corporate governance matters to shareholders and other relevant stakeholders.
20. Promote appropriate mechanisms for transparency and accountability in the Company's governance and decision-making processes.
21. Review, when appropriate, concerns raised by shareholders or other stakeholders relating to corporate governance and recommend appropriate action to the Board.

F. Other Responsibilities

22. Perform such other specific duties and responsibilities within the scope of its primary functions as the Committee or the Board of Directors may from time to time determine.
23. Perform such other functions as may be necessary or appropriate to assist the Board in fulfilling its corporate governance responsibilities.

REPORTS

The Corporate Governance Committee will record its recommendations to the Board in written form which will be incorporated as a part of the minutes of the Board of Directors' meeting at which those recommendations are presented.

MINUTES

The Corporate Governance Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meeting of the Board of Directors.