



## **BOARD DIVERSITY POLICY**

### **I. Purpose**

The Board Diversity Policy ('the Policy') sets out the approach of BPI MS to realize diversity on its Board of Directors ('the Board') on an on-going basis.

### **II. Scope of Application**

The Policy applies to the Board. It does not apply to diversity in relation to employees of BPI MS, which is covered by the internal guidelines of Human Resources Department.

### **III. Policy Statement and Principles**

BPI MS recognizes and embraces the benefits of having a diverse Board, and sees increasing diversity at Board level as an essential element in maintaining sound corporate governance, realize sustainable and balanced development and achieve strategic objectives.

Board diversity will be considered from varied aspects when designing the Board's composition including but not limited to gender, age, cultural and educational background, geographical location, professional experience, skills, knowledge, and length of service of directors, and other regulatory requirements, etc.

The Board will likewise strive to ensure that there is independence and appropriate representation of women in the Board.

These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All Board appointments are made on merit against objective criteria, in the context of the skills, experience, independence and knowledge which the Board as a whole requires to be effective, having due regard for the benefits of diversity on the Board.

### **IV. Framework**

The Board Nomination Committee ('the Committee') reviews and assesses the structure, size and composition of the Board; examines the selection standards, nomination and recruitment process of directors; and reviews at least once a year the independence of the members of the Board of Directors.

On the other hand, the Corporate Governance Committee oversees the conduct of the annual review of Board effectiveness. The annual review will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to enable it to discharge its duties and responsibilities effectively.

As part of the annual performance evaluation of the effectiveness of the Board, Board Committees and individual Directors, the balance of skills, experience, independence and knowledge of BPI MS on the Board and the diversity representation of the Board, including gender, how the Board works together as a unit, and other factors relevant to its effectiveness will be assessed.



#### **V. Monitoring and Reporting**

The Nomination Committee will report annually on the process it has used in relation to Board appointments. Such report will include a summary of this Policy.

#### **VI. Review of the Policy**

The Nomination Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy.

The Committee will discuss any necessary amendments, recommend the amendments to the Board, and enact the amendments upon the approval of the Board.

#### **VII. Disclosure**

A summary of this Policy will be disclosed in the annual report of BPI MS.

#### **VIII. Effectivity**

This Policy comes into effect upon approval by the Board of Directors.