

## **BDO LEASING AND FINANCE, INC.'s POLICY ON RETIREMENT OF DIRECTORS**

The effective governance of the Company is by the individual and collective responsibility of the members of the Board of Directors. To contribute effectively, directors must have the necessary qualifications that best suit the needs and governance requirements of the Company such as skills, expertise, experience, probity, integrity, competencies relevant to the job, and the sufficiency of time to carry out responsibilities fully. The diversity of the Board underpins its effectiveness to provide strategic direction, oversight and compliance with laws and regulations.

The need to have a proper balance to refresh the Board with new talents while continuing to benefit from the wisdom, expertise and experience of the directors shall therefore be the guiding principle on the retirement of directors. The longer life expectancy and the willingness of directors to serve even in their advanced years shall be taken into consideration. As a policy, the continuing service of directors shall be determined on the basis of each director's ability to perform his/her duties effectively and willingness to serve regardless of age with due regard to mental acuity, physical fitness, and the fortitude to actively engage and make a positive contribution in the pursuit of shared goals of the Company for the benefit of its stakeholders. The Company reserves the right to determine the continuing fitness of directors to serve but will accede to the request of a director, if he/she wishes not to do anymore for whatever reason.