




Risk Management
D-REACT COMMITTEE CHARTER
(DigiPlus – Resilience and Emergency Action Team)
Document No. RMD-PP-2024-004

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1. Purpose

The D-REACT Committee (“Committee”) at DigiPlus Interactive Corp. (“DigiPlus”) is established to strengthen the company’s resilience by overseeing key areas of risk management, safety, and business continuity. The Committee is responsible for developing and enforcing policies that foster a proactive safety culture, ensuring the continuity of critical operations, and mitigating risks. Its scope includes ensuring compliance with Occupational Safety and Health (OSH) standards mandated by the Department of Labor and Employment (DOLE), managing Business Continuity Plans (BCPs), conducting risk assessments, and coordinating emergency preparedness and response efforts. Additionally, the Committee ensures compliance with regulatory reporting requirements and promotes training and awareness initiatives to prepare employees for emergencies and maintain overall safety and operational resilience.

D-REACT stands for DigiPlus – Resilience and Emergency Action Team. The Committee plays a pivotal role in advancing the organization’s preparedness for emergencies and business disruptions. By focusing on risk management, business continuity, and the promotion of a safety-first culture, D-REACT ensures that DigiPlus is equipped to safeguard employee well-being, comply with regulatory obligations, and maintain operational continuity in the face of various challenges.


2. Authority and Independence

D-REACT is granted full executive authority to make independent decisions regarding workplace safety, health, and emergency response. The Committee is empowered to develop and implement policies and take immediate action on safety matters without needing prior approval from other internal departments or external regulatory bodies. This autonomy enables the Committee to respond swiftly to risks and emergencies, ensuring the enhanced protection of employees, company assets, and business operations.

While D-REACT maintains decision-making independence, the Committee may escalate recommendations or decisions to higher management, when deemed necessary, for further review or endorsement. All Committee members are expected to exercise professional judgment and assume full accountability for the decisions made within their scope of authority.

- Criteria for Escalation to Higher Management:
 - a. Legal or Regulatory Concerns: If a decision involves potential non-compliance with laws, regulations, or standards, such as those set by DOLE, OSHS, or the Data Privacy Act, it must be escalated for further review.
 - b. Significant Financial Impact: Any action with a financial impact exceeding a set threshold (e.g., 10% of the site’s annual safety budget) should be referred to higher management for financial review and approval.
 - c. Reputation Risk: Situations that may affect the company’s reputation, such as severe accidents, media exposure, or potential negative customer impact, must be escalated to ensure alignment with crisis management and communication strategies.



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- d. **Extended Operational Disruptions:** Issues that could result in prolonged business interruptions or affect multiple sites or departments should be escalated for strategic oversight and coordination of broader business continuity efforts.
- e. **Complex Emergencies:** Emergencies requiring the involvement of multiple departments, external agencies, or those beyond D-REACT’s operational capacity, should be referred to higher management for further decision-making.
- f. **Conflicts of Interest:** If a decision by D-REACT conflicts with another internal department’s policies or responsibilities, such matters should be escalated to resolve the issue at the executive level.

3. Definition of Terms:


- a. **External Management Bodies:** Refers to regulatory agencies and external authorities, such as the Department of Labor and Employment (DOLE), Occupational Safety and Health Center (OSHC), or other governmental entities overseeing safety, health, and labor compliance.
- b. **Occupational Safety and Health (OSH):** A set of standards and practices aimed at ensuring the health and safety of employees in the workplace, in line with regulations such as those issued by DOLE.
- c. **Emergency Response:** The immediate actions taken to address a workplace emergency, including evacuation, medical response, and coordination with emergency services.

4. Scope

The D-REACT Committee covers the following areas:

- a. **Occupational Safety and Health (OSH):** Ensures compliance with DOLE's OSH standards, creating and implementing policies to protect employee health and safety.
- b. **Business Continuity Management (BCM):** Responsible for the development and review of Business Continuity Plans (BCPs), ensuring the company can respond effectively to business disruptions and recover critical operations.
- c. **Risk Management:** Identifies, assesses, and mitigates potential hazards and risks that could impact the safety, health, or operations of the company.
- d. **Emergency Preparedness and Response:** Develops and manages emergency protocols and procedures to ensure the organization can effectively respond to and recover from emergency situations.
- e. **Compliance and Regulatory Reporting:** Ensures all required safety and health reports, including Work Accident/Illness Reports (WAIR), Annual Medical Reports (AMR), and Business Continuity audits, are submitted to regulatory bodies.
- f. **Training and Awareness:** Develops training programs and awareness initiatives for employees to ensure they are prepared for emergencies and understand their roles in maintaining safety and business continuity.



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5. Organizational Structure

The D-REACT Committee is composed of representatives from the following key departments, ensuring a multidisciplinary approach to safety, risk management, BCM, and emergency response:


- a. **Finance:** Ensures financial resources are available for implementing safety and BCM measures and manages financial risks related to emergencies.
- b. **Human Resources:** Oversees employee welfare, compliance with safety regulations, and managing health-related incidents in conjunction with Clinic/Medical Personnel and Safety Officer.
- c. **Administration:** Supports the overall management of safety protocols and ensures preparedness in workplace facilities.
- d. **Investor Relations / Corporate Affairs and Sustainability:** Aligns safety and sustainability measures with corporate responsibility goals and communicates relevant safety and continuity information to external stakeholders, including investors.
- e. **Executive Management:** Provides strategic oversight, ensuring that D-REACT's initiatives are aligned with company-wide goals and priorities.
- f. **Operations:** Implements and monitors safety and BCM procedures in daily business activities, ensuring operational and business continuity risks are minimized and properly managed.
- g. **Legal and Compliance:** Ensures that all safety, Business Continuity Management (BCM), and emergency policies strictly adhere to applicable laws, regulations, and internal compliance standards, with particular attention to DOLE OSH requirements. Special focus is given to regulations where non-compliance could result in significant business disruption, operational suspension, or cessation. The Committee works closely with the Legal and Compliance Team to identify critical compliance risks and to ensure that all necessary legal safeguards are in place to protect business continuity.
- h. **Clinic / Medical Personnel:** Manages health-related incidents, provides medical expertise, and ensures that workplace health protocols are in place and compliant with DOLE health standards.
- i. **Secretariat (Safety Officer):** Acts as the central point of communication for the Committee, maintains records, and supports the execution of the Committee's policies. Ensures compliance with safety regulations, including safety trainings and assists with the implementation of daily safety and continuity procedures.
- j. **Risk Management:** Provides risk assessments, identifies hazards, and ensures that appropriate policies and measures are in place to mitigate safety, operational, and business continuity risks throughout the organization.

The Committee shall have the following officers:

- i. Chairperson


- Election of Chairperson:

The Chairperson shall be elected by the members of the D-REACT Committee through a majority vote. Elections will be held annually, with the option for re-election or if the Chairperson voluntarily steps down. The Chairperson must be a member in good standing and possess the necessary leadership skills, with a solid understanding of the committee's areas of responsibility.

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- Responsibilities of the Chairperson:
 - i. Preside over all D-REACT Committee meetings.
 - ii. Ensure that the Committee’s activities align with company goals and comply with DOLE OSH standards and BCM frameworks.
 - iii. Oversee the development and implementation of safety, BCM, and emergency policies.
 - iv. Coordinate with department and business unit heads to ensure the proper execution of safety and business continuity protocols across all functions, ensuring alignment with both organizational objectives and operational processes.
 - v. Facilitate swift decision-making, particularly in urgent safety or emergency matters.
 - vi. Serve as the primary point of contact for reporting to the Management Risk Oversight Committee (MROC) and Board Risk Oversight Committee (BROC).
 - vii. Provide leadership and direction during crises, ensuring rapid deployment of necessary actions.
- ii. Committee Members
 - Responsibilities of Committee Members:
 - a. Actively participate in all Committee meetings and contribute to decision-making processes.
 - b. Assist in the development, review, and implementation of safety and BCM policies and procedures within their respective departments.
 - c. Provide updates on the progress of safety and continuity initiatives and report on relevant incidents or risks.
 - d. Ensure compliance with the policies established by the Committee within their areas of responsibility.
 - e. Participate in safety drills, business continuity exercises, and emergency preparedness programs.
 - f. Work collaboratively with other members to ensure the effective execution of the Committee’s objectives.
 - g. Uphold the Committee’s independence by making decisions with the safety, well-being of employees, and continuity of business operations as top priorities.
- iii. Safety Officer (Secretariat)
 - Responsibilities of the Secretariat:
 - a. Record and maintain minutes of all D-REACT Committee meetings.
 - b. Track the status of action items and decisions made by the Committee.
 - c. Assist in coordinating the scheduling of meetings and distribution of relevant documents to Committee members.
 - d. Ensure that all Committee records and documents are stored securely and in compliance with the Data Privacy Act (DPA) 2012.



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- e. Provide logistical and administrative support for safety drills, business continuity exercises, and emergency preparedness programs.
- f. Serve as the point of contact for internal and external communications relevant to D-REACT activities.

6. Accountability and Oversight

While the Committee operates autonomously, it is accountable for all decisions made within its authority. D-REACT will provide regular updates and reports to the Management Risk Oversight Committee (MROC) and the Board Risk Oversight Committee (BROC) regarding safety performance, policy implementations, business continuity management, and any significant incidents or risks identified.

As MROC and BROC are convened once a quarter, the D-REACT Chairperson will ensure that comprehensive reports are prepared and submitted in advance of these meetings. These reports will include key metrics on safety, health, and emergency response activities, as well as any emerging risks or critical incidents that require the attention or endorsement of higher management. This structured reporting mechanism guarantees continuous oversight while maintaining D-REACT's operational independence.

7. Policy Review and Continuous Improvement


All safety and business continuity policies developed by the Committee are subject to regular review and continuous improvement. D-REACT is responsible for ensuring that these policies are reviewed at least annually to remain aligned with the latest regulatory requirements, business risks, and industry best practices. In addition to the annual review, this charter and related policies will be updated as necessary upon the identification of new risks, incidents, regulatory changes, or as the Committee deems appropriate. Recommendations for changes may be made based on emerging risks, incidents, or regulatory updates, ensuring that policies remain current and effective.

8. Meetings and Decision-Making Process

D-REACT will convene quarterly meetings or as frequently as necessary to address pressing safety or business continuity issues. Decision-making within the Committee is collaborative, requiring a majority consensus for policy approval and implementation. In urgent situations, the Chairperson holds the authority to make immediate decisions to protect the safety, health, and business operations of the company.

To ensure transparency and accountability, a formal reporting mechanism is established. All decisions, actions, and policy changes will be documented and reported to the Management Risk Oversight Committee (MROC) and the Board Risk Oversight Committee (BROC) as part of regular updates. The Committee may escalate recommendations or decisions to higher management when further review or endorsement is deemed necessary. This escalation process allows for alignment with the company's broader strategic objectives while maintaining D-REACT's ability to act independently on critical safety and business continuity



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matters. All members are required to exercise sound judgment and take full accountability for decisions made within their scope of authority.

9. Confidentiality and Data Privacy

D-REACT ensures that all actions and decisions comply with the Data Privacy Act of 2012, safeguarding the personal and sensitive information of employees. Any data collected, particularly in relation to safety incidents, BCM activities, or health matters, will be handled with utmost confidentiality.

10. Communication and Engagement

The Committee is responsible for fostering a culture of safety, resilience, and business continuity across the organization. This includes conducting regular training, business continuity exercises, emergency drills, and awareness programs, as well as maintaining open lines of communication for reporting safety and business continuity concerns.

