



NOMINATION AND ELECTION POLICY

NOMINATION:

1. The Corporate Governance Committee (the "Committee") shall oversee the process for the nomination and election of the Board of Directors.
2. All written nominations from stockholders of nominees for Directors shall be accepted starting January 1 until February 10 of the year in which such nominee director is to serve shall be forwarded to the Committee. Nominations shall indicate (i) the complete name of the nominating stockholder, along with his/her address and/or other contact details, and the number of Vivant shares he/she owns directly or beneficially (for purposes of validating that he/she is a stockholder of the Corporation); and (ii) the complete name(s) of the stockholder(s) being nominated and his/her/their contact details. The nominee's resume, which must include among others, the nominee's personal circumstances, education credentials and date of birth, must be attached to the written nomination.
3. Each letter of nomination shall require the submission of a Certification of Eligibility and Conflict of Interest Statement as support. The Certification, to be issued by the nominating entity, shall state that the candidate:
 - a. Qualifies to be a Director under the Revised Corporation Code, the Securities Regulation Code, as amended, and relevant SEC rules and regulations;
 - b. Has no conflict of interest.

Conflict of interest is a situation in which the private interest or personal considerations of a nominee Director or such person's immediate family, or any organization or group in which such a person holds a position as a member, employee, officer, director, partner or stockholder, may be seen as competing with the interest or concerns of the Company.

- c. For nominations for Independent Directors, the nomination shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees.

4. The Committee shall meet to pre-screen and review all candidates nominated to become Directors in accordance with the list of qualifications and disqualifications as defined in the Company's Corporate Governance Manual with due consideration of the requirements of the Corporation Code, the Securities Regulation Code, the Code of Corporate Governance and relevant SEC Circulars, as may be amended, relating to the board directors.

Each nominee for Independent Director shall be evaluated in accordance with requirements and qualifications of Independent Directors as provided in the SRC Rule 38.

5. Thereafter, the Committee shall submit a (i) Final List of Candidates for the Non-independent Directors, and a (ii) Final List for Independent Directors, which shall contain all the information about all the nominees for Independent Directors, to the Corporate Secretary on such date as may be unanimously agreed upon by the Committee and communicated to the Corporate Secretary, so such lists may be included in the Company's Preliminary and Definitive Statements.
6. The Final List of Candidates for Independent Directors, as determined by the Committee, shall be final and no other nomination shall be entertained or allowed after the final list of nominees is prepared. No further nomination shall be entertained or allowed on the floor during the actual annual stockholders' meeting.

ELECTIONS

1. A majority of the outstanding voting shares entitled to vote, present in person, through remote communication, in absentia, or be represented by proxy, shall be sufficient at a stockholders' meeting to constitute a quorum for the election of directors. A person who holds at least one (1) common share of stock of the Corporation is eligible to be nominated and elected as a director.
2. Voting shall be conducted separately in accordance with (i) the Final List of Candidates for the Non-independent Directors, and (ii) the Final List for Independent Directors.

With respect to each list of candidates, a stockholder may vote such number of shares for as many persons as there are directors to be elected. He may also cumulate said shares and give one (1) candidate as many votes as the number of directors to be elected, or distribute the shares on the same principle among as many candidates as he shall see fit, provided, that the total number of votes cast by the stockholder shall not exceed the total number of shares owned by him as shown in the books of Vivant, multiplied by the number of directors to be elected in the respective list of candidates.

3. The Chairman of the Meeting shall inform all stockholders in attendance of the mandatory requirement of electing Independent Directors in accordance with the Company's by-laws and shall ensure that the minimum required number of Independent Directors are elected during the stockholders' meeting.
4. Specific slot/s for Independent Directors shall not be filled-up by unqualified nominees.