

GLOBAL PAINT FOR CHARITY, INC.

**MINUTES OF THE MEETING OF THE
NOMINATING & GOVERNANCE COMMITTEE**

HELD ON NOVEMBER 29, 2017

The meeting (the “Meeting”) of the Nominating & Governance Committee (the “Committee”) of Global Paint for Charity (“GPC”) was held telephonically at 4:00p.m. EDT on November 29, 2017. Messrs. Rony Delgarde, Vickie Irwin, James Tompkins, Sam Tandon, and Cliff Stanford attended the Meeting, with John Gerl serving as Secretary of the Meeting. Mr. Ted Williams was unable to attend. Mr. Tompkins called the Meeting to order at 4:06 p.m. EDT.

Meeting Materials: Mr. Homero Torres bio and CV, attached as **Exhibit A**.

Board Candidate Discussion

The Committee discussed Mr. Homero M. Torres as a potential director at GPC. All board members were provided with Mr. Torres’ bio and CV. His credentials were discussed in light of the gap analysis of board qualifications. The board voted to invite Mr. Torres, who goes by “Homer” for lunch which was attended by board members Stanford, DelGarde and Tompkins. Mr. Stanford discussed Mr. Torres’ background and potential role as Chairman of the Audit Committee of GPC. Mr. Delgarde further discussed the synergies GPC could realize if Mr. Torres is brought on, including his background and ties to Cuba. Mr. Tandon noted that Mr. Torres’ experience would be highly beneficial to GPC, and further discussed Mr. Torres’ suggestion to expand GPC into new spaces, including prisoner rehabilitation and re-entry into society. Mr. Thompkins agreed that Mr. Torres would be a strong chair of the Audit Committee, and further noted that his ability to fundraise for GPC would make him a qualified candidate for the fundraising committee. Ms. Irwin expressed her support for adding Mr. Torres to the fundraising committee. Mr. Tompkins also explained that board member Ted Williams, who could not attend the Meeting, believed Mr. Torres would be a good addition to the board. After discussion, Mr. Stanford made a motion to elect Mr. Torres to the Board of Directors. This was seconded by Mr. Delgarde. There being no further discussion, the vote was unanimously approved.

There being no further business, the Committee adjourned the Meeting at 4: 19 p.m., with an informal discussion of going-forward strategic planning, led by Sam Tandon, to continue after the Meeting.

Mr. John Gerl
Corporate Secretary

EXHIBIT A

HOMERO M. TORRES, C.P.A.

**VICE PRESIDENT OF TAXATION
INTERCONTINENTAL HOTELS GROUP**

Homero M. Torres is Vice President of Taxation for InterContinental Hotels Group (NYSE: IHG [ADRs]; LON: IHG), a leading global hospitality company.

Mr. Torres oversees and directs the company's tax function in the Americas covering countries within North and South America. He is an elected board member and/or officer of numerous InterContinental Hotels legal entities, both domestic and foreign and participates in strategic discussions, including the development of strategies regarding the acquisition or disposition of hotels businesses.



Mr. Torres began his career with InterContinental Hotels Group in June 1989 as Manager of Federal Taxation. He was responsible for providing a range of global tax strategies and services to the company.

Before joining InterContinental Hotels Group, Mr. Torres worked for Price Waterhouse and Coopers & Lybrand for 5 years, he provided tax advice, specializing in mergers and acquisitions, for numerous clients including Sony USA, Hyatt Hotels, Jaguar USA and Alpha Romeo.

Mr. Torres holds a bachelor's degree in accounting/economics from Rutgers University and is a Certified Public Accountant. Mr. Torres is fluent in Spanish and is originally from Cuba. He is married and has two sons.