



CHARTER EXECUTIVE COMMITTEE (EXCOM)

October 2022

I. Mission/Purpose

The purpose of the Committee is to review, discuss, note, approve and/or endorse to the Board the management proposals on credit facilities; updates and reports on credit, transactional, administrative and other matters.

II. Composition of the Committee

1. The Committee shall be composed of at least six (6) regular directors, including the President of the Bank. Independent directors may be appointed as non-voting members of the Committee and may assume an advisory capacity. Non-voting members shall not vote with respect to any determination and proposal requiring the approval or notation of the Committee and shall not count towards a quorum at any meeting.
2. The Committee may invite resource persons in any of its meetings to render a report, clarify and provide guidance to the Committee of any relevant issue the Committee may be confronted with.
3. The presence of a majority of the members of the Committee shall constitute a quorum. The unanimous vote of all the members present at the meeting shall be required to approve any act in all the meetings of the Committee, otherwise the proposal under consideration shall be elevated to the Board for approval. For referendum approvals, the approval of a majority of the members shall be required.
4. When there is a lack of quorum due to the absence of other members, an alternate member from among the Board Members may be appointed to attend a particular meeting and automatically sit as a voting member.
5. Subject to Section 34 of the Corporation Code, the Board of Directors shall have the power, at any time, to change, to increase or decrease the membership of the Executive Committee or to fill vacancies therein, and to determine from time to time, by resolution, the number of members to constitute a quorum.

III. Powers and Responsibilities:

1. Functions

The Committee shall perform the functions and duties as the Board may delegate.

2. Approval of Loans

The Committee shall exercise its authority to endorse or approve loan recommendations from the Corporate Banking Group (CBG), Commercial Banking Group (ComBG), Retail Banking Group (RBG), and Consumer Finance Group (CFG), endorsed by Senior Management Committee/s.

The unanimous vote of all members present is required; otherwise the credit proposal under consideration shall be elevated to the Board for final decision.

All credit transactions approved by the Committee shall be submitted to the Board for notation.

In approving/endorsing to the Board the management proposals on credit facilities; updates and reports on credit, transactional, administrative and other matters, the Committee shall consider the sustainability financing principles and policies of the Bank and ensure compliance with its Sustainability Financing Framework, Policy on Sustainability Financing and other relevant Circulars/Memoranda issued by the Bangko Sentral ng Pilipinas (BSP) and other pertinent regulatory bodies

3. Investment in Financial Assets; Borrowings and Capital Raising

To evaluate, approve and endorse for Board approval investments in bonds, shares of stock or other financial assets; any borrowings, issuance of capital market instruments and bonds.

4. Problem Accounts, Past Due & Other Items under Litigation

To approve restructuring, payment plan, compromise settlement or write-off of past due, problematic and remedial accounts.

5. Branch Establishment, Relocation, Renovation, Closure

To endorse for the approval of the Board the establishment, relocation, renovation or closure of domestic and overseas branches/offices including the approval of the needed budget.

6. Real and Other Properties Acquired

To act on proposal for the lease, sale, disposal and any matter pertaining to Real and Other Properties Acquired (ROPAs).

7. Expense, Fines & Penalties

To approve disbursements for expenses, fines and penalties

8. Acquisition of Real/Personal Property

To approve the purchase of real & personal property, divestiture or disposal of assets.

IV. Chairman

Generally, the powers and duties of the Chairman of the Committee are as follows:

1. To convene the members of the Committee whenever he deems it necessary, either on his own initiative, or upon the request of the members of the Committee.
2. To preside over all the Committee meetings.
3. To maintain efficient lines of communications and information between the Board and Management.
4. To perform such other functions as provided by law or as may be assigned to him by the Board of Directors.

The Committee members may appoint among themselves, a Vice Chairman who shall preside over the meeting of the EXCOM in the absence of the Chairman.

V. Frequency of Meeting

The Committee may regularly meet every week at a time set by its members or the Board. The Chairman or any two members of the Committee may call for special meetings if deemed necessary.

All acts and resolutions of the Committee shall be recorded in a minute book and shall be submitted to the Board of Directors at the Board meeting following the adoption by the Committee of such resolutions.

VI. Secretariat

The administrative requirements of the Committee shall be handled by the Office of the Corporate Secretary.

VII. Review of the Charter

The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes for approval of the Board of Directors, following the favorable endorsement of the Corporate Governance and Sustainability Committee.