



# SBS PHILIPPINES CORPORATION

## EXECUTIVE COMMITTEE

### TERMS OF REFERENCE FOR THE EXECUTIVE COMMITTEE

The Board of Directors of SBS Philippine Corporation (the "Corporation") hereby constitutes an Executive Committee (the "Committee") and adopts this Committee Charter:

#### 1. Membership

- 1.1. The members of the Committee shall be appointed by the Board of Directors and shall be composed of at least five (5) directors, and majority of whom shall be executive directors. The Chief Executive Officer shall be the Chairman of the Committee and preside over its meetings. The Committee shall act on the basis of majority vote of its members.
- 1.2. The members of the Committee shall be appointed by the Board of Directors during its annual organizational meeting and each shall hold office for one year and until their successors are elected and qualified, unless sooner replaced or removed by the Board.
- 1.3. Any vacancy in the Committee shall be filled by the Board of Directors. The member elected to fill a vacancy in the Committee shall serve only the unexpired term of his predecessor in office.

#### 2. Powers, Duties and Responsibilities of the Executive Committee

The purpose of the Committee is to assist the Board with its responsibilities and, except for those powers reserved to the Board, to exercise the powers and authorities of the Board when not in session. The following authorities are specifically reserved to the Board:

- a. Approval of any action of which shareholder approval is also required;
- b. Amendment or repeal of By-Laws or adoption of new By-Laws;
- c. Approval of the annual report and accounts;
- d. Exercise of powers delegated by the Board to other committees;
- e. Board appointments and removals; selection of the Chairman and President & Chief Executive Officer; nominations for Board membership following recommendations from the Nomination Committee;
- f. Appointment or removal of the Corporate Secretary and Treasurer;
- g. Appointment, reappointment or removal of the external auditor; and
- h. Distribution of cash dividends to shareholders.

An act of the Committee which is within the scope of its powers shall not require ratification or approval of the Board for its validity and effectivity. The Chairman of the Committee shall report to the Board on matters acted upon by the Committee.

#### 3. Quorum

The quorum necessary for the transaction of business shall be three (3) members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

#### 4. Meetings

- 4.1 The Committee shall meet as often as it determines as appropriate to carry out its responsibilities under this Charter at the time and place to be determined by its Chairman. The actions of the Committee may also be taken by written consent by majority of the members when deemed necessary by the Committee or its Chairman.
- 4.2 The Committee may invite such member of Management to its meetings as it deems desirable or appropriate.
- 4.3 Minutes of the Committee meeting will be recorded and maintained by the secretary of the meeting and presented to the Committee at the next Committee meeting for approval. The Corporate Secretary or his designated representative shall act as secretary for the meetings

#### 5. Access to Information and Technical Assistance

- 5.1. The Committee shall have full access to all relevant information, data, records, properties and personnel of the Company.
- 5.2. The Corporate Secretary, management and personnel of the Company shall provide technical assistance and support to the Committee.

Approved:

By resolution of the Board  
5 March 2015