

## **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 related to day to day operation that requires board approval for compliance purposes by the counter-parties, when the Board is not in session. The power of the Committee shall be limited to acting in behalf of the Board in connection to day to day operations or as may be delegated by the Board. This notwithstanding, the Committee shall regularly report to the Board such actions for its review and ratification.

### **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. Performance Assessment**

The Committee shall conduct an annual evaluation of its performance to ensure that the same is in compliance with its Charter, the best corporate practices, and other pertinent regulations promulgated by the Securities and Exchange Commission (SEC). Relative thereto, it shall cause members of the Committee to complete a self-assessment questionnaire to align its practices with the requirements and mandates of the previously mentioned government agency. Based on the results of its self-rating assessment, the Committee shall prepare plans for the continuous improvement of its performance which may include programs and trainings that will elevate and enhance effectiveness of its functions as executive committee.

### **5. Meetings**

5.1 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.

5.2 The Committee may invite such member of Management to its meetings as it deems desirable or appropriate.

5.3 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.

## **6. Access to Information and Technical Assistance**

6.1. The Committee shall have full access to all relevant information, data, records, properties and personnel of the Company.

6.2. The Corporate Secretary, management and personnel of the Company shall provide technical assistance and support to the Committee.

Approved: By resolution of the Board.

03 July 2020