

CHARTER OF THE BOARD INFORMATION TECHNOLOGY COMMITTEE

INTRODUCTION

Information Technology (IT) is vital and crucial in the banking industry.

Accordingly, there is hereby created in Philtrust Bank, a Board-level Committee known as the **Board Information Technology Committee** (or **BITC** for brevity) which will assist the Board of Directors in its governance and oversight functions by providing the latter strategic direction for Information Technology (IT) strategies and related initiatives, plans, programs and projects.

Section 1. Membership

1.1 Composition and Qualifications

The BITC shall be composed of a Chairman and two (2) members, all of whom must be incumbent members of the Board of Directors. They shall be elected during the organization meeting of the Board of Directors following their election at the Annual Stockholders meeting.

The BITC shall also have the following non-voting members who shall assist the BITC in the performance of its functions, duties and responsibilities, namely:

- a. The Chief Technology Officer (CTO) of EIS Department or Information Technology Management Committee (ITMC) Head
- b. The Secretary – Chief Information Officer (CIO) or Senior Officer of the EIS Department
- c. Independent Technical Consultant who shall be appointed by the BITC
- d. The Chief Information Security Officer (CISO)
- e. The IT Risk Officer
- f. A Resource Person from the Key Business of the Bank who may be invited by the BITC as needed.

Section 2. General Purpose and Authority

- 2.1 The BITC shall ensure that IT strategies and directions are aligned with the Bank's business plans, objectives, programs and goals and are in strict adherence to compliance with the Bangko Sentral ng Pilipinas (BSP) rules and regulations and industry requirements and standards.

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Section 3. Powers, Duties and Responsibilities

3.1 The BITC shall have the following powers, duties and responsibilities, among others:

- a. Provide oversight function and guidance on all IT projects/initiatives of the Bank;
- b. Ensure that the Bank has an appropriate IT strategic plan that is aligned with the Bank's business strategy;
- c. Approve significant IT project proposals and endorse the same to the Board of Directors for final approval;
- d. Direct the IT initiatives of the Bank;
- e. Oversee the status of major IT projects;
- f. Review and resolve IT security, IT risk, and Disaster Recovery issues;
- g. Ensure the compliance of IT-related matters with BSP rules and regulations; and
- h. Promote a culture of innovation and continuous improvement within the IT organization.

3.2 Duties of the Chairman and Members of the BITC

- a. The Chairman shall preside at the BITC meetings, set the BITC agenda, and ensure that the BITC meets its goals. He must also communicate the Committee's decisions and recommendations to the Board of Directors and other interested parties;
- b. The Members of the BITC shall offer their insights and opinions on IT-related matters, and actively participate in the Committee's discussions and decision-making processes;
- c. The Secretary shall be responsible for the preparation of the Minutes of meetings, the dissemination of the materials for the committee meetings, documentation, and preservation of the Minutes and action items of the meetings, and for the tracking of the progress of the tasks and assignments. He shall ensure that requests for project approval is signed by the Project Sponsor/System Owner before the specified Committee meeting, and provide the members of the Committee with copies thereof.

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Section 4. Meetings

- 4.1 Schedule of Meetings.** The BITC shall meet once a month or as often as may be necessary as determined by the Chairman.
- 4.2 Quorum.** At least two members of the Committee shall constitute a quorum. Should the Chairman be unavailable, the two members of the Committee shall decide who of them shall preside its meeting. The meetings may be held in person, virtually or by teleconferencing. All decisions/actions of the Committee shall require the affirmative vote of at least a majority of the members.
- 4.3 Agenda/Minutes**
- a. The Agenda for each meeting of the Committee shall include these items:
 - i. Call to Order/Opening Prayer
 - ii. Determination of Quorum
 - iii. Approval of the Agenda
 - iv. Reading and Approval of the Minutes of the Previous Meeting
 - v. Matters Arising from the Minutes
 - vi. Unfinished Business
 - vii. Business for the Day
 - a) Updates and/or Reports on the IT strategic plans, etc.
 - viii. Other Matters
 - ix. Adjournment
 - b. Minutes of the Meeting
 - i. The proceedings of every meeting shall be recorded by the Secretary who shall thereafter prepare the Minutes of the Meeting which shall be submitted for the approval of the Committee at its immediately succeeding regular or special meeting.
 - ii. Copies of the Minutes, as well as other documents or papers to be taken up in the scheduled meeting, shall be provided by the Secretary to the Members of the Committee at least three days before the scheduled meeting.

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Section 5. Self-Assessment

- 5.1** The Committee shall conduct a self-assessment of its performance at least once annually.

Section 6. Effectivity and Amendments

- 6.1** This Charter shall take effect immediately upon its approval by the Board of Directors, as duly endorsed by the Corporate Governance Committee.
- 6.2** This Charter may be amended by the BITC through the affirmative vote of all its members.
- 6.3** The amendments shall take effect only upon the approval by the Board of Directors.