

## REVISED CHARTER OF THE EXECUTIVE COMMITTEE

### INTRODUCTION

The Executive Committee of Philtrust Bank was constituted to assist the Board of Directors in fulfilling its duties and responsibilities pursuant to the provisions of the Bank's By-Laws, the Corporate Governance Manual, and pertinent provisions of the Bangko Sentral ng Pilipinas (BSP) Manual of Regulations for Banks (MORB).

This Executive Committee Charter sets out the composition, powers, authority, duties, and responsibilities of the Committee.

### Section 1. Membership

- 1.1 Composition.** The Executive Committee shall be composed of six (6) members, namely: Chairman of the Board, Vice Chairman of the Board, the President, and three (3) appointive directors shall serve as members of the Executive Committee during their incumbency as directors of the Corporation, unless otherwise sooner replaced by the Board, The Chairman or Vice Chairman of the Board shall as Chairman of the Executive Committee.
- 1.2 Vacancies.** In the absence of the Chairman or the Vice Chairman of the Board, a Director shall be designated as Chairman of the Executive Committee and assume the powers, functions and duties of the Chairman and preside over the meeting. In the event that both the Chairman and Vice Chairman of the Board are absent, the President shall assume the powers, functions and duties of the Chairman of the Executive Committee.

In case of temporary absence of any Director appointed to the Executive Committee, the Chairman of the Executive Committee may designate a substitute or substitutes from among the incumbent Directors in order that a quorum may be constituted. Permanent vacancies shall be filled by the Board of Directors.

### Section 2. Powers and Authority

- 2.1** The Executive Committee is appointed by the Board to provide board oversight, direction and counsel to the chief executive officer of the bank on all policy matters.
- 2.2** The Executive Committee shall routinely be involved in matters affecting the strategic direction of the bank including development and acquisition activities.
- 2.3** The Executive Committee shall monitor the financial performance of the bank and the adequacy of capital.

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- 2.4** The Executive Committee shall assist and guide the chief executive officer in the resolution and implementation of major management decisions.
- 2.5** The Executive Committee shall have all of the authority to act on behalf of the Board of Directors on all matters when the Board is not in session except that the committee shall not have the power or authority to:
- a. amend the Articles of Incorporation
  - b. adopt an agreement of merger or consolidation
  - c. recommend to the shareholders the sale, lease or exchange of all or substantially all of the bank's property and assets
  - d. recommend to the shareholders a dissolution of the bank or revocation of a dissolution
  - e. amend the By-Laws of the bank
  - f. fill vacancies in the Board of Directors, or fix compensation of the directors serving on the Board or on a committee.
- 2.6** The Executive Committee shall have the authority to declare a dividend and to authorize the issuance of capital stock.

### Section 3. Duties and Responsibilities of the Committee

- 3.1** The Executive Committee, through its chairman, shall report to the Board at each regularly scheduled meeting of the Board of Directors on the activities of the committee.
- 3.2** The actions of the Executive Committee shall be noted by the Board of Directors.

### Section 4. Meetings

- 4.1 Schedule of Meetings.** Regular meetings of the Executive Committee may be held once a week or at any time upon the call of the Chairman of the Executive Committee to take up the agenda prepared by Management for its consideration/action. Special meetings may be called at any time by the Chairman of the Executive Committee.
- 4.2 Quorum.** A majority of the members shall constitute a quorum at all meetings of the Executive Committee and the vote of a majority of the members shall be necessary for the approval of any action or decision of the Executive Committee.
- 4.3 Minutes of the Meetings.** The Corporate Secretary of the Bank or in his absence, the Assistant Corporate Secretary shall act as Secretary of the Executive Committee. The Secretary shall keep the minutes of the Executive Committee meetings and shall cause them to be recorded in a book kept for the purpose. All committee meetings shall be covered by minutes and all actions taken shall be submitted to the Board during its regular meetings for notation.

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### Section 5. Self-Assessment

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

### Section 6. Effectivity

- 6.1** The Executive Committee shall from time to time assess the adequacy of the Charter and recommend changes thereto to the Board; and
- 6.2** The Executive Committee Charter shall be approved by the Board of Directors, as duly endorsed by the Corporate Governance Committee, and reviewed and updated at least annually or whenever there are significant changes therein.