

TRUST AND INVESTMENT COMMITTEE CHARTER

I. Purpose

The Board of Directors shall establish a Trust and Investment Committee to assist the Board in fulfilling its oversight responsibilities for the Investment and Trust Division and to ensure proper exercise of the Bank's fiduciary powers. As appropriate in its judgment from time to time, the Trust and Investment Committee may assist the Board of Directors by reviewing such matters as account openings and closings, investment management, legal and regulatory compliance, account administration, product and service offerings, profitability, and any other matter that are relevant to the fiduciary activities of the Bank.

II. Committee Membership

1. The membership of the Trust and Investment Committee shall consist of at least five (5) members including the President and the Trust Officer, the remaining committee members, including the Chairperson, may be non-executive directors or independent directors who are both not part of the Audit Committee, or those considered as qualified independent professionals.
2. In case of more than five (5) members have been appointed to the Committee, majority shall be composed of qualified non-executive members.
3. Committee members charged with the administration of trust and other fiduciary activities shall, in addition to meeting the qualification standards prescribed for directors of banks or for qualified "*independent professionals*", possess the necessary technical expertise and relevant experience in such business which may be indicated by any of the following:
 - a. at least one (1) year of actual experience in trust, other fiduciary business, or investment management activities;
 - b. at least three (3) years of professional experience in relevant field such as banking, finance, economics, law, and risk management;
 - c. completion of at least ninety (90) training hours on trust, other fiduciary business, or investment management activities acceptable to the Bangko Sentral ng Pilipinas (BSP); or
 - d. completion of a relevant global or local professional certification program.
4. Committee members should be familiar with Philippine laws, rules and regulations on trust business, as well as uphold at all times ethical and good governance standards.

III. Meetings

1. The Trust and Investment Committee shall meet once every quarter or more frequently as circumstances require as the Chairman of the Trust and Investment Committee or Chairman of the Board may direct.

2. The Committee may ask members of Management or others to attend the meeting and to provide pertinent information as necessary.
3. A simple majority shall constitute a quorum that can legally tackle all matters in the meeting agenda and pass resolutions.

IV. Responsibilities

The Trust and Investment Committee shall be responsible for overseeing the fiduciary activities of the Bank. In discharging its functions, it shall:

1. Ensure that fiduciary activities are conducted in accordance with applicable laws, rules and regulations, and prudent practices;
2. Ensure that policies and procedures that translate the Board's objectives and risk tolerance into prudent operating standards are in place and continue to be relevant, comprehensive and effective.
3. Oversee the implementation of the risk management framework and ensure that internal controls are in place relative to the fiduciary activities;
4. Adopt an appropriate organizational structure/staffing pattern and operating budgets that shall enable the trust department to effectively carry out its functions;
5. Oversee and evaluate performance of the Trust Officer;
6. Report regularly to the Board of Directors on matters arising from fiduciary activities; and
7. Ensure that proper records are maintained (e.g. minutes of meetings and/or summary of matters taken up and resolutions/decisions taken) of their deliberations including financial records that may be requested by Audit and/or Compliance Departments and external auditors during their examination/audit.

V. Charter Review

This charter shall be reviewed annually to determine its adequacy with current business practices in the industry and new regulations issued by monetary authorities