



**CHARTER
EXECUTIVE COMMITTEE (EXCOM)**

May 2019

I. Mission/Purpose

The purpose of the Committee is to review, discuss, note, approve and/or endorse for Board approval proposals regarding credit facilities, investments in financial assets, borrowings, and other credit or transactional matters in line with the Bank's strategic goals.

II. Composition of the Committee

1. The Committee shall be composed of at least six (6) regular directors, including the President of the Bank.
2. The Committee may invite resource persons in any of its meetings to render a report, or clarify and provide guidance to the Committee in respect of any relevant issue.
3. The presence of a majority of the members of the Committee shall constitute a quorum. The unanimous vote of all the members present at the meeting shall be required to approve any act in all the meetings of the Committee, otherwise the proposal under consideration shall be elevated to the Board for approval. For referendum approvals, the approval of a majority of the members shall be required.
4. In case of lack of quorum due to the absence of other members, an alternate member from among the Board Members may be appointed to attend a particular meeting. Such Board Member so appointed shall automatically sit as a voting member.
5. Subject to Section 34 of the Corporation Code, the Board of Directors shall have the power, at any time, to change, to increase or decrease the membership of the Executive Committee or to fill vacancies therein, and to determine from time to time, by resolution, the number of members to constitute a quorum.

III. Powers and Responsibilities:

1. Functions

The Committee shall perform the functions and duties as the Board may delegate.

2. Approval of Loans

The Committee shall exercise its authority to endorse or approve loan recommendations from the Corporate Banking Group (CBG), Commercial Banking Group (ComBG), Retail Banking Group (RBG), and Consumer Finance Group (CFG), endorsed by Senior Management Committee/s.

The unanimous vote of all members present is required; otherwise the credit proposal under consideration shall be elevated to the Board for final decision.

All credit transactions approved by the Committee shall be submitted to the Board for notation.

3. Investment in Financial Assets and Borrowings

To evaluate, approve and endorse for Board approval investments in bonds, shares of stock or other financial assets; any borrowings, and issuance of capital market instruments and bonds.

4. Problem Accounts, Past Due & Other Items under Litigation

To approve restructuring, payment plan, compromise settlement or write-off of past due, problematic and remedial accounts.

5. Branch Establishment, Relocation, Renovation, Closure

To endorse for the approval of the Board the establishment, relocation, renovation or closure of domestic and overseas branches/offices including the approval of the needed budget.

6. Real and Other Properties Acquired

To act on proposal for the lease, sale, disposal and any matter pertaining to Real and Other Properties Acquired (ROPAs).

7. Expense, Fines & Penalties

To approve disbursements for expenses, fines and penalties

8. Acquisition of Real/Personal Property

To approve the purchase of real & personal property, divestiture or disposal of assets.

IV. Chairman

Generally, the powers and duties of the Chairman of the Committee are as follows:

1. To convene the members of the Committee whenever he deems it necessary, either on his own initiative, or upon the request of the members of the Committee.
2. To preside over all the Committee meetings.
3. To maintain efficient lines of communications and information between the Board and Management.
4. To perform such other functions as provided by law or as may be assigned to him by the Board of Directors.

The Committee members may appoint among themselves, a Vice Chairman who shall preside over the meeting of the EXCOM in the absence of the Chairman.

V. Frequency of Meetings

The Committee may regularly meet every week at a time set by its members or the Board. The Chairman or any two members of the Committee may call for special meetings if deemed necessary.

All acts and resolutions of the Committee shall be recorded in a minute book and shall be submitted to the Board of Directors for notation at the Board meeting following the adoption by the Committee of such resolutions.

VI. Secretariat

The administrative requirements of the Committee shall be handled by the Office of the Corporate Secretary.

VII. Review of the Charter

The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes for approval thru the Corporate Governance Committee, of the Board of Directors.