BOARD COMMITTEE CHARTERS

To aid in complying with the principles of good corporate governance, the Board shall constitute the following Committees: Audit and Risk Oversight Management Committee, and Corporate Governance Committee. The Board may form other committees as it may deem appropriate.

The Board shall appoint the members and chairman (from among the members) of each Board Committee following the annual meeting of stockholders at which the directors are elected. In case of any vacancy in the Board Committee, the Board shall appoint a replacement who will fill the vacancy at any meeting of the Board subject to the provision of its Committee Charters.

Each Board Committee shall have a Charter which shall define and govern, among other matters, its purposes, composition, membership qualifications and disqualifications, duties and responsibilities, conduct of meetings, and procedures for escalation to the Board of decisions of such Board Committee.

1. Executive Committee

1.1 The Executive Committee shall be composed of at least three (3) members to be appointed by the Board. The Board shall have the power to change the members of the Committee at any time, to fill vacancies therein and to discharge or dissolve such committee either with or without cause.

1.2 Except as provided in Section 35 of the Corporation Code, the Executive Committee shall have and exercise all such powers as may be delegated to it by the Board.

1.3 The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board whenever required.

2. Audit and Risk Oversight Management Committee

2.1. The Audit and Risk Oversight Management Committee (the "Audit & Risk Committee") shall be composed of at least three (3) appropriately qualified nonexecutive directors, the majority of whom, including the Chairman, shall be independent. All its members must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance. Its Chairman should not be the chairman of the Board or of any other committees.

2.2. The Audit and Risk Committee shall have the following duties and responsibilities:

General Duties and Responsibilities:

2.2.1. Assist the Board in the performance of its oversight responsibility for the financial reporting process, system of internal control, audit process, and monitoring of compliance with applicable laws, rules and regulations;

2.2.2. Assist the Board in overseeing the company's practices and processes relating to risk assessment and risk management; maintaining an appropriate risk culture, reporting of financial and business risks and associated internal controls. **The AUDIT & RISK Committee** will assist the board in providing framework to identify, assess, monitor and manage the risks associated with the company's business. It helps the Board to adopt practices designed to identify significant areas of business and financial risks and to effectively manage those risks in accordance with company's risk profile.

2.2.3. Shall meet with the Board at least every quarter without the presence of the Chief Executive Officer or other management team members, and periodically meets with the head of internal audit.

2.2.4. Perform oversight functions over the Company's internal and external auditors. It should ensure that the internal and external auditors act independently from each other, and that both auditors are given unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions;

2.2.5. Oversee the implementation of the Enterprise Risk Management framework through Audit & Risk Committee. The Audit & Risk Committee conducts regular discussions on the company's prioritized and residual risk exposures based on regular risk management reports and assesses how the concerned units or offices are addressing and managing these risks;

2.2.6. Set the tone and influence the culture of risk management which includes determining the appropriate risk appetite (risk-taker or risk-averse) or level of exposure as a whole or on any relevant individual issue; determining what types of risk are acceptable and which are not;

2.2.7. Coordinate, monitor and facilitate compliance with laws, rules and regulations;

Internal Audit Oversight:

2.2.8. Organize an internal audit department, and consider the appointment of an independent internal auditor and the terms and conditions of its engagement and removal. The Committee shall approve the terms and conditions for outsourcing internal audit services;

2.2.9. Recommend approval of the Internal Audit Charter, which formally defines the role of Internal Audit and the audit plan as well as oversees the implementation of the Internal Audit Charter.

2.2.10. Review the annual internal audit plan to ensure its conformity with the objectives of the Company. The plan shall include the audit scope, resources and budget necessary to implement it;

2.2.11. Through the Internal Audit Department, monitor and evaluate the adequacy and effectiveness of the Company's internal control system, including financial reporting control and information technology security. Well designed internal control procedures and processes that will provide a system of checks and balances should be in place in order to (a) safeguard the company's resources and ensure their effective utilization; (b) prevent occurrence of fraud and other irregularities, (c) protect the accuracy and reliability of the company's financial data, and (d) ensure compliance with applicable laws and regulations;

2.2.12. Establish and identify the reporting line of the Internal Auditor to enable him to properly fulfill his duties and responsibilities. He shall functionally report directly to the Audit & Risk Committee.

2.2.13. Ensure that, in the performance of the work of the Internal Auditor, he shall be free from interference by outside parties.

2.2.14. Review and monitor Management's responsiveness to the Internal Auditor's findings and recommendations;

2.2.15. Review the reports submitted by the internal auditors;

External Audit Oversight:

2.2.16. Prior to the commencement of the audit, discuss with the external auditor the nature, scope and expenses of the audit, and ensure proper coordination if more than one audit firm is involved in the activity to secure proper coverage and minimize duplication of efforts;

2.2.17. Recommends to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the SEC, who undertakes an independent audit of the Company, and provides an objective assurance in the manner by which the financial statements should be prepared and presented to the stockholders;

2.2.18. Oversee the overall relationship of the Company and its Management with the External Auditor;

2.2.19. Review and monitor the independence of the External Auditor and, in particular the, provision of additional services to the Company, including the related safeguards that have been applied to eliminate identified threats to independence or reduce them to an acceptable level;

2.2.20. Exercise effective oversight to review, assess and monitor the external auditor's integrity, independence and objectivity, and the effectiveness of the audit process, taking into consideration relevant Philippine professional and regulatory requirements;

2.2.21. Oversee the External Audit of the annual and consolidated accounts;

2.2.22. Review the quarterly, half-year and annual financial statements before their submission to the Board, with particular focus on the following matters:

- Any change/s in accounting policies and practices
- Areas where a significant amount of judgment has been exercised
- Significant adjustments resulting from the audit
- Going concern assumptions
- Compliance with accounting standards
- Compliance with tax, legal and regulatory requirements

2.2.23. Discuss with the External Auditor key matters arising from the audit, and in particular any identified material weaknesses in internal control in relation to the financial reporting process;

2.2.24. Discuss the written representations the External Auditor is requesting from senior management and, where appropriate, those charged with governance;

2.2.25. Review the disposition of the recommendations in the External Auditor’s management letter;

2.2.26. Develop and implement a policy on the engagement of the External Auditor for the supply of non-audit services, taking into account relevant ethical guidelines on the provision of non-audit services by the External Audit firm;

2.2.27. Evaluate and determine the non-audit work, if any, of the external auditor, and review periodically the non-audit fees paid to the external auditor in relation to their significance to the total fees paid to him and to the Company's overall consultancy expenses. The committee shall disallow any non-audit work that will conflict with his duties as an external auditor or may pose a threat to his independence. The nature of non-audit work, if allowed, should be disclosed in the Company's Annual Report and Annual Corporate Governance Report;

2.2.28. Periodically review the proportion of non-audit fees paid to the external auditor in relation to the Company overall consultancy expenses in order for the Committee to disallow the same auditor to perform non-audit services for the company if there is potential conflict between the auditor and the company; and

2.2.29. Approve the total fees charged for the audit of the financial statements and for non-audit services provided by the External Auditor to the Company and its components controlled by the Company.

Risk Management Functions:

2.2.30. Develop a formal enterprise risk management plan in accordance with internationally recognized frameworks which contains the following elements: (a) common language or register of risks, (b) well-defined risk management goals, objectives and oversight, (c) uniform processes of assessing risks and developing strategies to manage prioritized risks, (d) designing and implementing risk management strategies, and (c) continuing assessments to improve risk strategies, processes and measures;

2.2.31. Evaluates the risk management plan to ensure its continued relevance, comprehensiveness and effectiveness. The Audit & Risk Committee shall revisit defined risk management strategies, looks for emerging or changing material exposures, and stays abreast of significant developments that seriously impact the likelihood of harm or loss;

2.2.32. Assess the probability of each identified risk becoming a reality and estimates its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the Company and its stakeholders;

2.2.33. Review annually the Company's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the Company.

2.2.34. Advise the Board on its risk appetite levels and risk tolerance limits;

2.2.35. Report to the Board on a regular basis, or as deemed necessary, the company's material risk exposures, the actions taken to reduce the risks and recommends further action or plans, as necessary; and

2.2.36. Perform other activities consistent with this charter, the Company's by-laws and governing law as the Audit & Risk Committee or the Board deems necessary or appropriate.

Related Party Transactions:

2.2.37. Ensure that a Policy for Related Party Transactions ("RPT") includes the appropriate review and approval of material or significant RPTs, which guarantee fairness and transparency of the transactions. The policy shall encompass all entities within the group, taking into account their size, structure, risk profile and complexity of operations.

2.2.38. Evaluate on an ongoing basis existing relations between and among business and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured.

Related parties, RPTs and changes in relationships should be reflected in the relevant reports to the Board and regulators/ supervisors;

2.2.39. Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the Company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions.

In evaluating RPTs, the Audit & Risk Committee takes into account, among others, the following:

- The related party's relationship to the Company and interest in the transaction;

- The material facts of the proposed RPT, including the proposed aggregate value of such transaction;

- The benefits to the Company of the proposed RPT;

- The availability of other sources of comparable products or services; and

- An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The Company should have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs.

2.2.40. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Company's RPT exposures, and policies on conflicts of interest or potential conflicts of interest. The disclosure should include information on the approach to managing material conflicts of interest that are inconsistent with such policies, and conflicts that could arise as a result of the Company's affiliation or transactions with other related parties;

2.2.41. Report to the Board of Directors on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;

2.2.42. Ensure that transactions with related parties, including write-off of exposures are subject to periodic independent review or audit process; and

2.2.43. Oversee the implementation of the system for identifying, monitoring, measuring, controlling and reporting RPTs, including a periodic review of RPT policies and procedures.