



## **CHARTER OF THE EXECUTIVE COMMITTEE**

The Executive Committee (Committee) shall advise the Board of Directors (Board) in matters concerning its interests and the management of its business and may exercise powers delegated to it by the Board.

This Charter of the Executive Committee is hereby adopted by the Board.

### **Section 1. Composition**

The Committee shall be composed of at least three (3) directors. In carrying out its duties, the Committee may request the assistance of the officers of the Corporation.

The members of the Committee shall be appointed by the Board and shall serve until the next organization meeting, unless earlier replaced by the Board. The Board shall designate the Chairman of the Committee.

Vacancies in the Committee may be filled at any meeting of the Board of Directors, and the member who will fill the vacancy shall hold office for the remainder of the term.

### **Section 2. Duties and Responsibilities**

In between meetings of the Board of Directors, the Executive Committee shall have and may exercise all the powers of the Board which may be delegated to it by the Board.

At any meeting of the Committee, three members shall constitute a quorum. Any action of the Executive Committee to be effective must be authorized by the affirmative vote of a majority of the members thereof present and in any event shall require not less than two affirmative votes.

### **Section 3. Meetings**

The Committee shall hold meetings in person or by tele- or video-conference as often as may be deemed necessary at a time and place determined by its Chairman.

The actions of the Committee may also be taken by written consent (in physical, electronic or digital format) when deemed necessary by its Chairman.

The Corporate Secretary shall keep the minutes of the meetings of the Committee and shall present it at the next Committee meeting for approval.

The Chairman of the Committee or his representative shall report to the Board all actions of the Committee at the meeting of the Board following such actions.

**Section 4. Effectivity**

The Charter shall take effect when approved by the Board.

The Committee shall periodically review and assess the Charter for its adequacy and shall recommend the proposed amendments to the Board for approval.