

CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Corporate Governance and Compliance Committee (CGCC) shall assist the Board of Directors (the Board) in fulfilling its corporate governance responsibilities.

MEMBERSHIP

The Committee shall be composed the Chairman of the Board and at least three (3) members of the Board, all of whom shall be independent directors. The Chairman of the Committee shall be an independent director.

FREQUENCY AND CONDUCT OF MEETINGS

The Corporate Governance and Compliance Committee shall meet whenever necessary to discuss and agree on matters to be endorsed to the Board of Directors for approval and confirmation.

The Committee Secretary shall prepare the agenda for each meeting and send out notice at least two (2) days before the meeting date. He/She shall likewise prepare/distribute minutes of the meetings and make other regular reports to the Board, as needed.

Committee members may attend meetings in person or by electronic or tele/video communication means, provided that reasonable efforts are made to have all members of the Committee participate.

DUTIES AND RESPONSIBILITIES

On Corporate Governance:

- a) Ensure the effectiveness and due observance of corporate governance principles and guidelines of the Board, its committees' and executive management;
- b) Oversee the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance;
- c) Ensures that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;
- d) Adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance;
- e) Make recommendations to the Board regarding the continuing education of directors, assignment to Board Committees and succession plan for the Board members and senior officers;
- f) Determine the nomination and election process for the Corporation's directors and other positions requiring appointment by the Board, define the general profile of board members that the Corporation may need and ensure that appropriate

knowledge, competencies and expertise will complement the existing skills of the Board;

- g) Establishes a formal and transparent procedure to develop a policy for determining the remuneration of directors and officers that is consistent with the Corporation's culture and strategy as well as the business environment in which it operates;
- h) Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance;
- i) Review with the Compliance Officer, at least on annual basis, any legal or regulatory matter that could have a significant impact on the Corporation's financial statements, compliance with applicable laws and regulations, and inquiries received from regulators or governmental agencies; and
- j) Obtain an annual report from the Compliance Officer regarding the adequacy of the Corporation's compliance program. The Corporate Governance Committee shall also serve as the Nomination and Compensation Committee. It shall review and evaluate the qualifications of all persons nominated to the board as well as those nominated to other positions requiring appointment by the Board and assess the effectiveness of the Board's process and procedures in the election or replacement of directors.

COMMITTEE SELF-ASSESSMENT

The Committee shall conduct a self-assessment of its performance at least once a year, as prescribed by and in accordance with the Revised Corporate Governance Manual.