

## **EXECUTIVE COMMITTEE CHARTER**

<b>Committee Name</b>	Executive Committee
<b>Short Name</b>	ExCom
<b>Nature</b>	Board Level Committee

### **Responsibility Statement**

The Executive Committee (ExCom) shall regularly meet, review, and decide on all loan/credit proposals endorsed by the Credit Committee, as presented by the various business units, within the respective authorities and limits of its members as may be delegated by the Board of Directors.

In addition to such limits, the ExCom shall be given the authority to recommend additional conditions and/or requirements on such proposed loan/credit applications. Proposals approved by the ExCom shall be submitted to the Board for approval or confirmation.

The ExCom may act on such specific matters within the competence of the Board as may be delegated to it in the By-Laws or by majority vote of the Board, except with respect to:

- Approval of any action for which stockholders' approval is required;
- Filling of vacancies in the Board;
- Amendment or repeal of By-Laws or the adoption of new By-Laws;
- Amendment or repeal of any resolution of the Board which by its express terms is not amendable or repealable; and
- Distribution of dividends to stockholders.

### **Duties and Responsibilities**

The ExCom members shall:

1. Evaluate and decide on loan /credit proposals endorsed by the Credit Committee within its approving authority and limits, such as but not limited to:
  - a. New, Renewal/Re-activation, Increase or Decrease, Consolidation, and Restructuring of loans/credit proposals exceeding CreCom limits and authority.

- b. Accreditation of Mortgage Developers
- c. Annual Term Borrower Review
- d. Special Instruction Slip
- e. Country Risk Limit Setting
- f. Other proposals analogous to the above which the ExCom may act upon within its authorities and limits as set herein

2. All ExCom approved loan/credit proposals beyond its specified limits and authority based on the latest Credit Delegation, including but not limited to DOSRI and RPT accounts, shall be presented to the Board for approval or confirmation.

Loans/credit proposals approved by ExCom within its level of authority may already be implemented subject to Board Confirmation afterwards. On the other hand, all Board-level accounts approved and endorsed by ExCom shall not be implemented until Board approval is secured.

3. Evaluate and decide, as the case may be, whether or not to allow the Bank's Executive Director to accept a directorship position (interlocking position) in other companies within the conglomerate / Metrobank Group.

Conduct annual performance evaluation on Executive Director with interlocking position, if so approved/allowed, in order to determine if he/she is still able to, and have been adequately and effectively carrying out his/her duties and responsibilities in the Bank, without conflict of interest nor any adverse impact.

4. Assist the Board of Directors in establishing and implementing PSBank's Environmental and Social Risk Management System (ESRMS) as aligned with internationally recognized principles, standards and global practices and integrated as part of PSBank's Enterprise -wide Risk Management (ERM) system

Review and endorse for approval any changes and updates to the Sustainable Finance Framework (SFF) and Environmental and Social Risk Management System (ESRMS) manual

5. Any other matters as delegated by the Board

### **Composition**

The Executive Committee (ExCom) shall be composed of at least three (3) members of the Board of Directors, including the President, as Voting Members, and the Credit and Collections Group Head (CCG Head) as Non-Voting Member.

The ExCom members shall be appointed annually by the Board of Directors (Board).

**Facilitator/Secretariat** The ExCom Secretary and his/her alternate officer shall be appointed by the President to facilitate ExCom meetings, assisted by the Corporate Affairs Division and the Credit Evaluation Division (CED), and will be in charge of the following:

- Sending out notices/presentation materials to the committee members.
- Preparing the agenda of the meeting
- Facilitating the meeting
- Preparing the minutes of meeting
- Disseminating the approvals

The agenda for each meeting, the ExCom Minutes of the Meeting, as well as the minutes of the routed accounts shall be prepared by the Credit Evaluation Division (CED) subject to review by the CCG Head or the CED Head and shall be noted by the ExCom Secretariat or his/her alternate.

The use of e-signatures in signing off the ExCom Minutes of Meeting may be allowed provided that such electronic/digital sign-offs signifying the members' signature thereof are duly supported by the members' approval/clearance either via e-mail or other electronic means.

### **Quorum/Majority Votes**

A majority of the Voting Members present, whether physically in person, or to the extent permitted by law, through electronic medium and telecommunications, such as but not limited to: video, teleconferencing, etc. where the members who are not physically present are located at different local or international places, shall be necessary to constitute a quorum at any meeting.

When a quorum is present at any such meeting, the majority vote/decision of its voting members shall decide the official resolution of the ExCom

### **Meeting Schedule**

The ExCom shall convene and meet every month or as often as it deems necessary, either physically in person or through teleconferencing or video

conferencing on such date and venue as may be called for by the Chairperson, the President, or upon the request of the majority of the members. In absence of a meeting, accounts may be routed to its Voting Members for disposition in accordance with their respective credit authorities and limits.

#### **Performance Assessment**

The ExCom shall evaluate its performance annually, preferably during the January Board meeting. The results of the assessment shall be reported to Compliance Office for the Corporate Governance Committee's endorsement to the Board for notation during the following month's Board meeting

#### **Charter Review**

The ExCom Charter shall be reviewed/updated by the ExCom members at least annually and/or as necessary to ensure its continuing effectiveness, subject to Board approval.

#### **Reporting to the Board**

The ExCom shall report to the Board on a monthly basis its actions and dispositions for notation, confirmation, and/or approval of all matters taken up during the ExCom meetings.

#### **Interaction with Other Board/ Management-Level Committees**

As necessary, the Committee may interact with other Board / Management Level Committees on loans/credit-related issues.

#### **Last Reviewed & Updated**

December 2022