

## EXECUTIVE COMMITTEE CHARTER

### **Rationale**

In pursuit of good corporate governance, in compliance with Megawide Construction Corporation's (the "Company") New Manual on Corporate Governance (the "New Manual"), and upon recommendation of the Executive Committee ("ExCom") the Board of Directors (the "Board") of the Company hereby adopts this ExCom Charter (this "Charter") to govern its oversight functions and activities.

### **Committee Composition**

The ExCom shall have at least three (3), but not more than five (5) members, composed of the Chairman of the Board and other Executive Directors appointed by the Board on an annual basis.

The Chairman of the Board shall serve as the committee's Chairman.

### **Roles and Responsibilities**

The ExCom shall exercise all the fiduciary powers of the Board to be able to act upon any matter which cannot be postponed until the next regularly scheduled Board meeting, as well as oversee, to the extent allowed by the By-Laws of the Company and this Charter, the management of the Company's business and other affairs, particularly during the periods when the Board has no scheduled meetings, or is unavailable or unable to meet. The ExCom's role is particularly important in emergency or crisis situations when the President or Chief Executive Officer needs a focus group to deliberate on issues requiring immediate and critical decisions.

The ExCom shall answer to, and be subordinate to the Board. Its other specific key responsibilities shall include:

1. Reviewing and approving major projects, proposals, and other transactions within the Board's authorized limits or thresholds;
2. Approving major fixed asset acquisitions, disposals, and write-offs;
3. Approving budget reallocations;
4. Approving applications for credit facilities from banks and other financial institutions;
5. Determining the overall operating strategies and the business direction of the Company; and
6. Delegating its authority, or creating subordinate and/or ad hoc committees, for the supervision and management of the usual and ordinary business affairs of the departments and/or business units within the Company.

### **Committee Policies and Procedures**

1. *Appointment and Removal.* The members of the ExCom shall be appointed by the Board, who shall serve at the pleasure of the Board, and under such terms as the Board may determine. The members of the ExCom may be removed, with or without cause, by the action of the Board.
2. *Engagement of Outside Advisors.* In carrying out its duties or responsibilities, the ExCom may directly engage outside advisors, such as, but not limited to, legal and accounting. The Company shall provide the necessary funding therefor, as recommended by the ExCom. The advisors may be required by the ExCom to submit written opinions or to attend any part of its meetings. Any member of the ExCom may, however, ask for the exclusion of any advisor from its meetings.

3. *Access to Information and Employees.* The ExCom is empowered to inquire, should it deem necessary or appropriate, into any matter in relation to its purpose, duties or responsibilities and shall have full and direct access to all books, records, facilities, and personnel of the Company.
4. *Meetings and Quorum.* The ExCom shall meet as often as may be deemed necessary by the Chairman, at such dates, times, and places, as it shall consider appropriate to fulfill its duties and responsibilities. Its meetings shall be convened by the Chairman, or upon the request of a majority of its members. All members are expected to attend meetings in person, but in special circumstances a maximum of two (2) members are allowed to be present by means of video conference, teleconference, or other electronic means. Should any member or advisor participate in the meeting through teleconference or video conference, all persons personally participating in the meeting should be able to hear him and each other.

The Corporate Secretary shall send notice of the meeting at least three (3) days before any meeting, specifying the place, date and time, and the agenda thereof.

The quorum for any meeting of the ExCom shall be at least a majority of the members present throughout the meeting. When a quorum exists, the vote of majority of the members present shall constitute an action or a decision of the ExCom.

5. *Minutes and Records.* The Corporate Secretary shall prepare the minutes of the ExCom meetings and keep its records. Such records shall be open for inspection by any member of the ExCom upon reasonable prior notice and during office hours. Minutes of any meeting shall be signed by the Chairman and members present during the meeting.
6. *Reports to the Board.* The ExCom Chairman shall submit and present a report to the Board, containing updates on all actions taken by the ExCom at the Board meeting following the ExCom meeting.
7. *Performance Evaluation.* The ExCom shall review its performance annually with respect to the fulfillment of its duties, functions, and responsibilities, as mandated by this Charter.

### **Charter Review**

This Charter shall be reviewed at least annually by ExCom to ensure its continuing adequacy and consistency with the Company's objectives, visions, mission, and values, and the Board's duties, functions, and responsibilities. It may be amended or revised upon the prior approval of the Board.

### **Approval and Effectivity**

This Charter was approved by the Board on 14 May 2018 and shall take effect immediately upon such approval.