

THE CORPORATE GOVERNANCE COMMITTEE

Composition, Functions and Responsibilities

By-Laws, Article II, Section 9:

“The Board of Directors, by a vote of the majority of the whole board may appoint from the directors such committees as they may deem judicious, and to such extent as is provided by resolution delegate to such committees all or any of the powers of the Board of Directors which may be lawfully delegated, and such committees shall have and thereupon may exercise all or any of the powers so delegated to them.”

New Manual on Corporate Governance, clauses 3 and 3.3:

“3. Establishing Board Committees

Board committees shall be set up to support the performance of the Board’s functions, particularly on audit, ERM, RPTs, nomination and remuneration. The composition, functions and responsibilities of all committees, if established, shall be contained in a publicly available committee charter.

x x x

3.3 The Board may establish a Corporate Governance committee that shall assist the Board in the performance of its Corporate Governance responsibilities, and be composed of at least three members who should be Independent Directors, including its chairman, and it shall have the following duties and functions, among others:

- (a) Oversees the implementation of the Corporate Governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the Company’s size, complexity and business strategy, as well as its business and regulatory environments;
- (b) Oversees the periodic performance evaluation of the Board, its committees, and 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) Recommends: continuing education/training programs for Directors; the assignment of tasks/projects to Board committees; a succession plan for the Directors and senior officers, and the remuneration packages for corporate and individual performance;
- (e) Adopts Corporate Governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance;
- (f) Proposes and plans relevant trainings for the members of the Board; and
- (g) Establishes a formal and transparent procedure to develop a policy for determining the remuneration of Directors and officers that is consistent with the Company’s culture, strategy and the business environment.”