

PROFESSIONAL SERVICES, INC

CHARTER OF THE EXECUTIVE COMMITTEE

Section 1. PURPOSE

- 1.1. The Executive Committee (the “Committee”), as a delegate of the Board of Directors (the “Board”), shall assist the Board in overseeing the day-to-day operations of the Corporation. The Committee shall have the duty to provide management with sensible guidance and sound policies on capital expenditures, acquisitions and disposal of ordinary assets, and implementation of operational strategies in furtherance of the goals and purposes of the Corporation.¹

Section 2. MEMBERSHIP

- 2.1. **Composition** – The Committee shall be composed of seven (7) members, at least three (3) of whom shall be members of the Board to be appointed by the Board, and the rest shall be senior officers of the Corporation. The members of the Executive Committee may be increased by the Board depending on the exigency and relevance of the services of such additional member or members. For this purpose, the current members of the Committee shall serve as such until their successors shall have been qualified and appointed.²
- 2.2. **Term** – The members of the Committee shall be appointed by the Board during the Board’s annual organizational meeting. Each member shall serve upon his or her election and until the next organizational meeting of the Board, unless earlier removed or replaced.
- 2.3. **Vacancy** – The members of the Committee may be removed or replaced by the Board by majority vote of Directors present in a Board meeting constituting a quorum. Any vacancy in the Committee caused by death, resignation, removal, or disqualification of member shall be filled by the Board. The member elected to replace or appointed to fill the vacancy shall hold office for the remainder of the term and until his or her successor shall have been qualified and appointed.

¹ By-Laws, Article IV Section 1(c); Manual on Corporate Governance, Section 1(3)(A)

² By-Laws, Article IV Section 1(a); Manual on Corporate Governance, Section 1(3)(A)

- 2.4. Compensation** – The Board shall determine such compensation the members of the Committee shall be entitled to.

Section 3. POWERS, DUTIES AND RESPONSIBILITIES

- 3.1. General Authority** – In accordance with the authority granted by the Board, and consistent with the Corporation’s Manual on Corporate Governance, the Committee shall exercise the power of the Board in the management of business affairs of the Corporation, and shall act on matters within the competence of the Board, except for those powers reserved to the Board³, such as:

- (a) Amendment or repeal of By-Laws or adoption of new By-laws;
- (b) Approval of the annual report and accounts;
- (c) Approval of any action which shareholder approval is also required;
- (d) Board appointments and removals, and nominations for Board membership;
- (e) Selection of Chairperson of the Board, President, and Executive Vice-President;
- (f) Appointment or removal of Corporate Secretary, and Treasurer;
- (g) Appointment, reappointment, or removal of external auditors;
- (h) Declaration and distribution of dividend; and
- (i) Such other limitations as may be imposed by the Board.

- 3.2. Specific Powers** – From time to time, the Board may delegate specific powers to the Committee, except those powers already delegated by the Board and exercised by other committees.

- 3.3. Limitation** – The Board may restrict or impose limitations on the powers delegated to the Committee.

- 3.4. Validity of Actions** – Actions by the Committee performed within the scope of its powers shall not require approval or ratification of the Board in order to be valid and effective.

- 3.5. Government Relations** – The Committee shall oversee designated officers or departments tasked to establish relations with government agencies and regulators and officials for purposes such as influencing legislation, spurring governmental action, educating lawmakers, obtaining aids or other acts of lobbying.

³ Revised Corporation Code, Section 34

Section 4. MEETINGS

- 4.1. Frequency** – The Committee shall set regular scheduled meetings as agreed upon by the members, which shall take place at least once a month. Additionally, special meetings may be called by the Chairperson. The Committee shall meet in person or through teleconferencing or videoconferencing, or through such other modes of communication at such times and such frequency as may be necessary.
- 4.2. Notices** – Schedule of Committee meetings shall be announced or communicated at least two (2) weeks in advance. Notice of the meetings may be given through written letter notice, electronic mail, short message service, telefax or other similar means. Materials are given at least five (5) working days prior to the scheduled meeting.
- 4.3. Agenda** – The agenda for each Committee meetings shall be set by the Chairperson. The agenda, which shall include, as much as practicable, all materials and presentations, shall be circulated to each member at least three (3) calendar days before the meeting. The Committee may set list of regular agenda items to be addressed by the Committee during each regular meeting.
- 4.4. Quorum** – Attendance of majority of the members of the Committee shall constitute a quorum. Members attending the meeting through teleconferencing or videoconferencing or through other modes of communication shall be counted as present in determining the quorum and the votes required.
- 4.5. Voting** – A majority vote of all members of the Committee shall be required to approve, authorize, take any action, or carry an act or resolution of the Committee. Any matter which fails to be approved by a majority vote of all the Committee members may be referred to the Board for consideration or reconsideration.
- 4.6. Consent** – When deemed necessary or desirable by the Committee or its Chairperson, written consent (in physical, electronic, or digital format) by majority of the members of the Committee shall suffice to authorize or carry an action of the Committee.
- 4.7. Minutes** – Minutes of the Committee meeting shall be recorded and kept by the Office of Corporate Secretary. The Corporate Secretary, or in his or her absence, the Assistant Corporate Secretary, or any person designated by the Office of the Corporate Secretary shall act as the secretary for the meetings.


Section 5. MISCELLANEOUS PROVISIONS

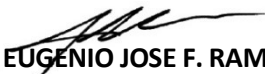
- 5.1. Reports of the Committee** – All actions taken by the Committee shall be presented to the Board of Directors during the regular or special Board meeting immediately following such action of the Committee.
- 5.2. Technical Assistance** – The Committee may invite to its meetings members of Management and other persons including independent experts as it deems appropriate or desirable.
- 5.3. Evaluation** – The Committee shall conduct an annual assessment of its performance, formulate plans for improvement, and review the implementation of such plans. Supplementarily, the Board shall have an independent evaluation of the performance and effectiveness of the Committee in delivering and fulfilling its duties and responsibilities, as set forth in this Charter.
- 5.4. Review of the Committee Charter** – The Committee shall review this Charter at least once a year and as often as deemed necessary. Any proposed amendment or revision shall be forwarded to the Board for approval. Once approved by the Board it shall take effect immediately and prospectively.

This Charter of the Executive Committee was approved by the Board of Directors on 17 December 2021. This shall form part of the Revised Manual on Corporate Governance of the Corporation.


NORMAN P. SERAPIO
Compliance Officer

ATTESTED BY:


JOSE XAVIER B. GONZALES
Chairman


EUGENIO JOSE F. RAMOS
President and CEO