



**EXECUTIVE COMMITTEE
TERMS OF REFERENCE
(as of September 28, 2024)**

I. Constitution

The Executive Committee shall be established by the Board of Directors (BOD) of BDO Unibank, Inc. (BDO Unibank). It is an extension of the BDO Unibank Board.

II. Objectives

The Executive Committee (EXCOM) shall have such powers and exercise such specific duties and responsibilities as the Board of Directors may delegate from time to time subject to the limits provided by law and the Bank's By-Laws.

III. Duties and Responsibilities

- The Executive Committee shall exercise the power of the Board in the management and direction of the affairs of the Bank subject to the provisions of the Bank's By-Laws, the limitations of the law and other applicable regulations.
- It shall perform its duties and responsibilities, such as but not limited to, approval of loans, credits, advances or commitments direct or contingent that may be granted to an applicant.
- It shall approve management recommended property-related proposals.
- It shall exercise oversight over the Bank's sustainability program.
- It shall endorse for approval by the Board of Directors:
 - Credit and investment proposals beyond its authority
 - Major credit policies and amendments, including delegation of credit approval limits
 - Establishment of branch/extension offices, domestic/foreign subsidiaries,
 - Amendments to the Bank's Articles of Incorporation and/or By-Laws

IV. Membership

The Executive Committee shall be composed of at least three (3) directors and may include Senior Credit Executives appointed / designated by the Board of Directors. The Board of Directors may likewise appoint alternate member/s to act in the absence of the regular member.

The Board of Directors may appoint Advisors to the Executive Committee. Their primary role is to provide independent and expert advice on matters that concern the Executive Committee. The appointment of a Committee Advisor must consider competence (i.e., must have relevant education, competencies, skills, financial literacy, training, experience) that is relevant and will add value to the work of the Executive Committee to which the Advisor is appointed. Advisors shall have no voting rights and shall inhibit from participating in discussions that may pose a potential conflict of interest.

Executive Committee matters will be acted only by written approval of at least three (3) members of the Committee, two (2) of which must be Directors.

V. Tenure of Committee Members

The Committee Members shall serve for a term of one (1) year from date of appointment or re-appointment unless sooner resigned or replaced.



VI. Meetings

The Executive Committee shall convene weekly or as often as it may be necessary for the resolution of all matters referred to it. Meetings may be in person, by telephone, web, or any other means acceptable to the Committee and allowed under existing government regulations.

VII. Secretary

The Secretariat of the Executive Committee or designated Secretary of the Meeting shall attend all meetings of the Committee.

VIII. Reporting

The results of the Committee meeting shall be submitted in writing to the Board of Directors at the Board's next meeting following the adoption of the Committee's report.

IX. Disclosure

The membership of the Committee and its activities shall be disclosed and published in the Annual Report of the Bank. The Terms of Reference shall be disclosed on the Bank's website.

X. Committee Performance Evaluation

On an annual basis, the Committee shall conduct a self-assessment exercise, review its constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board of Directors, for approval.