



CHARTER OF THE EXECUTIVE COMMITTEE

The Board of Directors (“Board”) of Ayala Corporation (the “Corporation”) hereby adopts this Charter of the Executive Committee (the “Committee”):

Section 1. Membership

- 1. Composition** - The Committee shall be composed of not less than three (3) but not more than five (5) members, majority of whom shall be citizens of the Philippines, to be appointed by the Board.

The Board shall designate from among the members of the Committee a Chairman and a Vice Chairman.

The Board may from time to time increase the membership of the Committee, and appoint additional members therein, who may or may not be directors.¹

- 2. Term** - The Board shall appoint the members of the Committee at the annual organizational meeting of the Board and each member shall serve upon his election until the next organizational meeting of the Board unless removed or replaced by the Board.
- 3. Vacancy** - Any vacancy in the Committee caused by the death, resignation, or disqualification of any member, or by any other cause, may be filled by the Board. The member elected to fill the vacancy shall hold office for the remainder of the term, or until his successor shall have been duly elected and qualified.

Section 2. Powers, Duties and Responsibilities of Committee

The Committee shall exercise the powers and perform the duties of the Board of Directors during the intervening period between the Board’s meetings.² It shall act by majority vote of all its members on such specific matters within the competence of the Board as provided in the By-laws and applicable laws, rules and regulations³, except with respect to:

¹ By-laws, Article IV, Sec. 13.

² By-laws, Article IV, Sec. 13.

³ By-laws, Article IV, Sec. 13; Corporation Code, Sec. 35.

1. approval of any action for which shareholders' approval is also required;⁴
2. filling of vacancies in the Board;⁵
3. amendment or repeal of By-Laws or the adoption of new By-Laws;⁶
4. amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;⁷
5. distribution of cash dividends to the shareholders;⁸ and
6. exercise of powers delegated by the Board exclusively to other committees, if any.

Section 3. Specific Powers, Duties and Responsibilities of the Chairman of the Executive Committee

The Chairman of the Committee is the legal representative of the Corporation. He shall:

1. execute the resolutions of the stockholders' General Meetings, of the Board, and of the Committee;⁹
2. sign, in accordance with said resolutions, such contracts, instruments and powers of attorney as may be necessary;¹⁰
3. represent the Corporation and vote at the stockholders' meetings all stocks owned by the Corporation in other corporations or companies;¹¹
4. manage the business of the Corporation, and for this purpose, he shall have the following additional powers and duties:
 - (a) prepare semi-annually the budget of administration expenses;¹²
 - (b) appoint and discharge the employees occupying the positions authorized by the Board or by the Committee;¹³

⁴ Corporation Code, Sec.35.

⁵ Corporation Code, Sec.35.

⁶ Corporation Code, Sec.35.

⁷ Corporation Code, Sec.35.

⁸ Corporation Code, Sec.35.

⁹ By-laws, Article IV, Sec.12.

¹⁰ By-laws, Article IV, Sec.12.

¹¹ By-laws, Article IV, Sec.12.

¹² By-laws, Article IV, Sec.12.

¹³ By-laws, Article IV, Sec.12.

- (c) supervise the accounting and cash, and sign, with the President and the Treasurer, the Balance Sheet, profit and Loss Statement and Annual Reports;¹⁴
 - (d) attend to the correspondence and sign receipts for incoming monies.¹⁵
5. preside in all stockholders' meeting in case of absence of the Chairman of the Board;¹⁶

With the consent of the Board, the Chairman of the Committee may delegate to any of the officers of the Corporation any and all powers granted him under this section; provided, however, that such delegation shall not divest the Chairman of the authority to exercise the same powers; provided further, that any such delegation of powers shall be submitted for ratification and confirmation at the next general meeting of stockholders.¹⁷

With the consent of the Committee, the Chairman may also delegate powers to the President; provided, however, that any such delegation of powers shall also be submitted for ratification and confirmation by the stockholders.¹⁸

Section 4. Resolutions and Actions

An act of the Committee which is within the scope of its powers shall not require ratification or approval by the Board for its validity and effectivity; provided, however, that such act shall be subject to revision or alteration by the Board; provided, further, that no rights or acts of third parties shall be affected by such revision or alteration.

Section 5. Meetings

The Committee shall hold meetings as often as may be deemed necessary or desirable at a time and place determined by its Chairman.¹⁹

The actions of the Committee may also be taken by written consent (in physical, electronic or digital format) by majority of the members when deemed necessary by the Committee or its Chairman.

The minutes of the Committee meeting will be recorded and maintained by the Corporate Secretary and presented to the Committee at the next Committee

¹⁴ By-laws, Article IV, Sec.12.

¹⁵ By-laws, Article IV, Sec.12.

¹⁶ By-laws, Article III, Sec.10.

¹⁷ By-laws, Article IV, Sec.12.

¹⁸ By-laws, Article IV, Sec.16.

¹⁹ By-laws, Article IV, Sec.13.

meeting for approval. The Corporate Secretary or his designated representative shall act as secretary for the meetings.

Section 6. Miscellaneous

- 1. Access to Information** - The Committee shall have reasonably free and full access to all relevant information, data, records, properties and personnel.
- 2. Technical Assistance** - The Corporate Secretary, management and personnel of the Corporation shall provide technical assistance and support to the Committee.
- 3. Reports to the Board** - The Chairman of the Committee or his designated representative shall report to the Board all actions of the Committee at the meeting of the Board following such actions.
- 4. Confidentiality of Records** - The Corporate Secretary shall keep and have custody of the records of the Committee. Except for information that are required to be disclosed pursuant to law or regulations issued by competent government authorities, the records shall be kept confidential.
- 5. Annual Review** - This Charter shall be reviewed by the Committee annually. Any proposed changes shall be approved by the Board.
- 6. Effectivity** - This Charter shall take effect when approved by the Board of Directors.