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A. General Objectives

The Finance Committee (“FinCom”) shall oversee the Company’s financial policy and strategy and matters regarding capital structure, dividend policy, acquisitions/divestments of or investments in companies, business or projects, treasury management, tax strategy and compliance and financing proposals. It endorses to the Board as deemed appropriate or approves actions within its delegated authority.

B. Key Responsibilities

1. To review, advise and recommend approval, decision or action on financial matters involving the management and operation of the Company. Such reviews include but are not limited to the following:
 - a. Establishment of and changes to financial and treasury policies;
 - b. All major financing transactions;
 - c. Issuance, repurchase, valuation of shares, and other such activities involving existing shares;
 - d. Corporate plans and budgets;
 - e. Major procurement and supply contracts and variations worth P50 million and above;
 - f. Proposals for dividends and transfers to reserve;
 - g. Any actual, potential, major exception or occurrence which has, or may have, a major financial impact on the Company;
 - h. Capitalization of subsidiary or associated companies including guarantees, financial support, undertakings, and indemnities in respect of investments or liabilities;
 - i. The Company's capital and debt structure;
 - j. Proposed Principal Agreements with Government, Joint Ventures and Shareholders’ Agreement, Major Acquisitions, Divestment and Property Redevelopment;
 - k. Investments worth P50 million and above except for investment transactions defined under the Investment Policy;
 - l. Annual and quarterly financial review; and
 - m. Tax strategies and compliance.
2. To address and deal with such other matters as maybe delegated by the Board to the Committee.

C. Composition

1. The FinCom shall preferably have at least three (3) Directors, one of whom must be an Independent Director. The members of the Committee including the Chairman thereof shall be appointed by the Board of Directors annually.

Prepared by:	Reviewed and endorsed by:	Approved by:
Corporate Governance Office	Sgd. Mr. Pedro Emilio O. Roxas Chairman, Nomination and Governance Committee	Sgd. Mr. Manuel V. Pangilinan Chairman and CEO

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- The Chief Finance Officer and/or the Treasurer of the Company shall be the non-voting representatives of Management to FinCom.

D. Meetings

- The Committee shall hold meetings every month.
- Meetings of the Committee shall be convened by the Chairman of the Committee as and when he considers appropriate. The Chairman shall convene a meeting upon the request of a majority of the voting Members of the Committee.
- Notice of Committee meeting shall be provided to the members at least five (5) working days in advance, specifying the place, date and time for the meeting and the general nature of the businesses to be transacted at the meeting.
- Notwithstanding that a meeting is called by shorter notice, it shall be deemed to have been duly convened if it is so agreed by the Members of the Committee present at the meeting at which there is a quorum. A Member may consent to short notice and may even waive notice of any meeting of the Committee.
- The quorum for a meeting of the Committee shall be a majority of the Members of the Committee present throughout the meeting.
- Members and Advisors of the Committee may participate in a meeting of the Committee through teleconference or video conference in accordance with the guidelines set in SEC Memorandum Circular No. 15, Series of 2001.
- Resolutions at a meeting of the Committee at which there is a quorum shall be passed by a simple majority of votes of the voting Members present at such meeting. Each Member, including the Chairman of the Committee shall have one (1) vote. In case of a tie, the Chairman of the Committee shall not have a second or casting vote.

E. Remuneration of Members

No fees or other remuneration shall be payable to the Members of the Committee in respect of their services provided in connection with the Committee or their attendance at meetings of the Committee, save and except fees or remuneration authorized and approved by the Board and/or any reasonable *per diem* allowance, fees or remuneration such Member would otherwise be entitled to in such capacity.

F. Minutes and Records

- The Committee shall appoint a Secretary who shall prepare minutes of meetings of the Committee and keep books and records of the Committee.
- The Committee shall cause records to be kept for the following:

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- a. appointments and resignations of the Members of the Committee;
 - b. all agenda and other documents sent to the Members of the Committee; and
 - c. minutes of proceedings and meetings of the Committee.
3. Any such books and records shall be open for inspection by any Member of the Committee upon reasonable prior notice during usual office hours of the Company

G. Resources and Authorities

The Committee shall have the resources and authorities appropriate to discharge its functions, duties and responsibilities including the authority to obtain advice from advisors, external consultants, and functional specialists within the Company.

H. Committee Reports and Performance Evaluation

1. The Committee shall report its activities to the Board on a regular basis and make such recommendations with respect thereto and other matters as the Committee may deem necessary or appropriate.
2. The Committee shall prepare and review with the Board of Directors an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of its Charter, set the goals and objectives of the Committee for the ensuing year and include any recommendation to the Board of Directors on any improvements to the Charter.

I. Amendment or Alteration of this Charter

This Charter shall not be amended, altered, or varied unless such amendment, alteration or variation shall have been approved by resolution of the Board of Directors.

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