

1. PURPOSE

The purpose of the Finance Committee (the "Committee") shall include but not limited to:

- 1.1 To assist the Board of Directors in fulfilling its responsibilities related to
 - 1.1.1 Financial Policies
 - 1.1.2 Capital structure
 - 1.1.3 Financing strategies
 - 1.1.4 Financial condition
 - 1.1.5 Investments and transactions
 - 1.1.6 Financial reporting
 - 1.1.7 Internal control and performance of independent auditors
- 1.2 Evaluate assist and approve financial proposals, plans, strategies, transactions, and other initiatives, agreements, documents, and filings.
- 1.3 The Committee is not responsible for financial reporting, which is the responsibility of the audit committee of the board.

2. MEMBERSHIP

2.1. Appointment and Composition

The Committee shall be composed of at least three (3) non-executive members of the Board, the majority of whom should be independent directors, all appointed by the Board. The board may remove any member from the Committee at any time.

2.3 Chairperson

The Chairman of the Committee ("Chairman"), who shall be an independent director, and shall be appointed by the Board.

2.3 Secretary

The Corporate Secretary shall be the Committee Secretary, unless otherwise determined by the Committee. shall keep full minutes of all Committee meetings.

2.4 Ex-officio members

The Chairman of the board and President shall sit as ex-officio members of the committee.

2.4 Qualifications

The Committee has to be composed in such a way that it possesses, as a group, the necessary knowledge, skills and experience required to properly perform its duties. The Committee shall regularly review its composition, considering the evolving requirements of the Corporation, and best practices in corporate governance.

2.5 Term

The Board shall appoint the members of the Committee at its annual organizational meeting and each member shall serve upon his election until the next organizational meeting of the Board, unless removed or replaced by the Board.

2.6 Vacancy

In case any vacancy or vacancies should occur on the Committee other than removal or expiration of term, due to death, resignation or other causes, the remaining Directors, may fill the vacancy by election from among the members of the Board.

2.7 Compensation

The members of the Committee shall receive such compensation as the Board may fix and determine, subject to the provisions of the Revised Corporation Code of the Philippines and other applicable laws.

3. DUTIES AND RESPONSIBILITIES

The Scope of Work of the Committee shall include the following:

3.1 Review the Company's investment strategies and programs, including capital allocation strategies and monitoring the performance of its investment portfolios;

3.2 Review the liquidity, loan covenant compliance, and liability management program of the Group.

3.3 To review the Company's financial risk management strategies;

3.4 To regularly report on its activities to the Board; and

3.5 To perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time.

4. COMMITTEE MEETINGS

4.1. Meetings:

4.1.1. The Committee shall meet at such times and places as it considers appropriate, preferably not less than two (2) times a year, and as often as the Committee chairman deems necessary.

4.1.2. The Chairman of the Committee, any Committee member, or the Corporate Secretary of the Corporation, may call a meeting of the Committee. The Committee Chairman shall preside in all meetings. In the absence of the Chairman, any member shall preside.

4.1.3. A Member may attend in person or by means of telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other."

4.1.4. The Committee shall meet with other committees regarding issues of mutual concern, and shall meet periodically with the management, internal audit and external auditors, together or separately as the committee may see fit.

4.1.5. Every decision of at least a majority of the Committee members present at a meeting at which there is a quorum shall be valid, unless a specific number of votes is required by existing laws and regulations

4.2. Notices:

4.2.1. The Committee chairman shall develop an agenda in advance of Committee meetings and communicate the details to the committee members in a timely

manner.

4.2.2. A notice of each meeting of the Committee specifying the place, date, time, and agenda and matters to be discussed during the meeting shall be given to each member of the Committee personally, in writing or orally, or sent to him by mail, facsimile, electronic mail or other similar means at least five (5) days prior to the date of the meeting. Each member shall give the Committee Secretary his address, facsimile number and electronic mail address for the service of notices of meetings.

4.2.3. A member may waive notice of any meeting of the Committee and may consent to shorter notice of any meeting. Any Committee meeting called by shorter notice shall be deemed to have been duly convened if it is so agreed by the members present in the meeting at which there is a quorum.

4.3. Quorum and Voting

4.3.1. To constitute a quorum of the meetings of the Committee, there should be present at least three (3) Members, two (2) of whom must be independent directors. Each member is allowed to vote for matters brought to the attention of the committee for action.

4.3.2. The Committee Secretary will produce written minutes at the conclusion of each meeting, which will include an attendance record, a copy of the agenda and a full report of Committee discussions with documented recommendations and decisions.

4.3.3. These minutes will be completed no more than three weeks following the meeting and forwarded to the Committee membership and the Office of the President for review. Upon approval, Committee minutes, to the extent not confidential, will be posted on the APMCBI Portal so all Board members may access them.

4.3.4. The Committee shall report regularly and formally to the Board at the next meeting of the Board following a meeting of the Committee, on matters within its scope of work.

4.4. Approvals

Approvals by the Committee may be made at or during its meetings or through circulation to all members of the Committee.

4.5. Charter Review

The Committee shall annually review and reassess the adequacy of this charter and make recommendations to the board of directors for proposed changes. Any proposed changes shall be approved by the Board.

4.6. Committee Evaluation

4.6.1. The Committee shall conduct yearly performance evaluations and evaluate its performance based on best practices and expectations set-out in this Charter and in relevant SEC Memorandum Circulars concerning Finance Committees.

4.6.2. The Committee shall obtain and subject itself to an independent assessment by the Board of Directors based on best practices and relative to its performance in the discharge of its responsibilities as set out in this Charter.

4.6.3. Based on the results of the performance assessment, the Committee shall formulate and implement plans to improve its performance. These may include the identification of relevant training needs intended to keep the members up to date with corporate governance best practices, accounting and auditing standards, as specific areas of concern.

4.7. Performance evaluation:

- 4.7.1. The Committee shall report the recommendations, deliberations, and actions at the next meeting of the Board following a meeting of the Committee.
- 4.7.2. The Committee shall provide to the Board an annual performance evaluation of the Committee, shall also recommend any improvements to the Committee's Charter deemed necessary or desirable by the Committee.

5. MISCELLANEOUS

5.1. Access to Information

The Committee shall have free & full access to all relevant information, data, records, and personnel of the Corporation.

5.2. Technical Assistance

- 5.2.1. To assist and advise the Committee in connection with its responsibilities, the Committee shall have access to the Company's internal staff and other resource persons to its meetings, and may secure independent expert and/or professional advice as it may deem desirable and appropriate-All resources necessary for the Committee to perform its duties and functions shall be provided by the Corporation, at its expense.
- 5.2.2. The Committee shall keep the Chairman of the Board advised as to the general range of anticipated expenses for outside consultants.

5.3. Records/ Confidentiality

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.

5.4. Other Considerations

The Committee shall be flexible in carrying out the company's policies and procedures so it can react to changing conditions and ensure that accounting and reporting practices remain in compliance with all applicable requirements and are of the highest quality.

6. EFFECTIVITY

This Charter shall take effect when approved by the Board through the Committee.

APPROVED ON: September 30, 2023