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Version	:	1.1
Effectivity Date	:	June 27, 2025
Reviewed and Endorsed by	:	Executive Committee
Approved by	:	Board of Directors
Approval Date	:	June 27, 2025

RASLAG CORP. EXECUTIVE COMMITTEE CHARTER

Purpose:

The primary purpose of the ExCom is to act for or on behalf of the Board of Directors during the periods between Regular meetings of the Board on all matters that are within the Board's power and competence. The Execom shall assist the Board of Directors in fulfilling its duties and responsibilities pursuant to the provisions of the Corporation's By-laws and Corporate Governance Manual.

The resolutions adopted by the Executive Committee that fall within its powers and competence pursuant to the terms of this Charter shall have the same force and effect as though they were undertaken and resolved by the Board of Directors.

Membership:

1. Composition

- a. The ExCom shall be composed of at least three (3) members, elected by the Board of Directors, provided that the Chairman of the Corporation and Corporation's President and CEO shall be members.
- b. The ExCom shall have a Chairperson appointed by the Board of Directors.
- c. The Board may appoint one or more individuals to serve as advisors to ExCom. The advisors shall have the right to attend and speak at any meeting of the Committee but shall not have the right to vote on any action of ExCom.

2. Term of Office and Vacancies

- a. Each member shall hold office for a term of one (1) year from election by the Board of Directors. The election of the members of the ExCom and the appointment of its Chairperson shall be held during the meeting of the Board.
- b. Vacancies in the ExCom, occurring during the year, may be filled for the unexpired term by election or appointment made by the Board of Directors.
- c. Whether any such vacancies shall be filled or not shall be left at the discretion of the Board of Directors, except when the remaining members of the ExCom fall short of the requirement under *Section 2 (a)* and/or do not constitute a quorum; in which case, enough vacancies shall be filled to comply with *Section 2(a)* and/or to constitute a quorum.

3. Schedule and Conduct of Meeting

1. Frequency of Meetings – The ExCom shall meet preferably prior to the Regular Meeting of the

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Board, and/or whenever appropriate, to be determined by the ExCom Chairperson (or Vice Chairperson in the absence of the Chairperson).

2. Quorum – At least majority of the number of members shall constitute a quorum. It is recommended that all ExCom members are present during the meeting, except when justifiable causes such as illness, death in the immediate family, and serious accidents, prevent a committee member from doing so.
3. Attendance – Members are encouraged to attend all ExCom meetings, either in person or via teleconferencing facility. An ExCom member who fails, without any justifiable cause, to attend at least fifty percent (50%) of the total number of meetings during any term shall not be eligible for re-election as a Committee member. Attendance of members at Committee meetings shall be recorded and properly disclosed for the information of shareholders and other stakeholders through relevant annual reports and/or through the Corporation website.
4. Number needed for decision-making - The majority vote of all ExCom members present in a duly constituted Committee meeting shall be necessary to carry out an act or resolution of the Committee.
5. Notice of Meeting – ExCom meetings shall be announced at least two (2) weeks in advance. However, when deemed necessary, urgent meetings can be announced with at least five (5) days prior notice. Notice of meetings may be given through electronic mail or other appropriate means. The notice shall specify the time and place of the meeting and include a detailed agenda. The materials of the meetings shall be given to each member of the ExCom at least five (5) working days prior to the intended meeting. Role of the Vice Chairman of the ExCom - In the absence or inability of the Chairman, the ExCom Vice Chairman will act in his/her stead and will exercise all such powers and perform all duties pertaining to the Chairman of the ExCom.
6. Conduct of Meetings - Committee meetings shall be conducted through video conference or face to face such other similar means at such times and frequency as may be necessary.
7. Matters for Discussion in Meetings – In any ExCom meeting, decisions may be made on matters not included in the distributed meeting agenda only if there are no objections posed by any member of the ExCom.
8. Minutes of the Meeting – Minutes of the Committee meetings shall be taken and recorded by the Office of the Corporate Secretary or the Executive Assistant in cases the Corporate Secretary is not available. Minutes will be circulated to the ExCom for review promptly after the meeting and confirmed at the next meeting of the ExCom. Minutes shall be signed by the chairman of the meeting and by the individual who has been appointed to take notes during the meeting. Minutes shall be made available within ten (10) working days after the meeting.

4. Duties and Responsibilities of the ExCom

The Executive Committee shall have power and authority upon a vote of its majority members to

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decide and pursue on all matters that are within the Corporation's Board of Directors power and authority pursuant to the provisions of the Revised Corporation Code and those provided for in the Corporation's Articles of Incorporation and By-laws, these shall include, but not be limited to, the following:

- a) Approval of vendor accreditations and respective tender policies and guidelines.
- b) Approval of opening of any Corporation and/or other third-party accounts and designating or changing of signatory authority on such accounts.
- c) Opening or revision of corporate credit card limits.
- d) Application of public utilities.
- e) Application for membership in any association and/or non-government organization, authorization of Corporation employees for interaction in official capacity with any government authorities.
- f) Approval of 3rd Parties (except for Related Parties) that the Corporation will work with, including but not limited to, Insurance partners, legal counsels, consultants.
- g) Approval of any loan restructurings and reviewing an asset or loan to ensure timely recognition and resolution of impaired assets.
- h) Determining adjustments of per diems of directors and committee members, and submission thereof to the Nomination, Compensation and Elections Committee.
- i) Any other business that is not related to the Corporation's strategy, as determined by the Board.
- j) Approval of bidding for power supply agreements.
- k) Approval of any operational transaction that requires board approval.
- l) Approval of investments reasonably necessary to accomplish the Corporation's primary purpose, the total investments for the year, shall not exceed 10% of the previous year's stockholders' equity.
- m) Recommend changes to the Board of Directors to any of the board committees and/or their membership, as may be appropriate.
- n) Notwithstanding anything to the contrary above the following shall always be referred to the Board of Directors for decision:
 - i. matters affecting strategic policy of the Corporation.
 - ii. the selection and election of a nominee for independent director of the Corporation.

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5. Role of the Chairperson of the Committee

The Chairperson of ExCom shall lead and ensure the effective functioning of the ExCom. He/she shall:

- a) Approve matters for inclusion on the agenda.
- b) Cancel meetings when warranted.
- c) Presiding over Committee meetings.
- d) Ensure a sound decision making process.
- e) Encourage and promote critical discussion.
- f) Ensure that dissenting views can be expressed and discussed within the decision-making process.
- g) Ensure that members of ExCom receive accurate, timely, and relevant information necessary to carry out the functions of ExCom.
- h) Effectively and timely communicate with the Board of Directors any relevant information, as may be necessary.
- i) Submit present a report to the Board, containing updates on relevant actions initiated by the ExCom at the Board meeting following the ExCom meeting.
- j) Submit and present a year-end report to the Board, providing a summary of the Committee's activities during the year, confirmation of how the responsibilities in this Charter were discharged during the year, results of the assessment performed on the effectiveness of the Committee, and recommendations for improvement.

5. Miscellaneous

5.1. Access to Information and Assistance

- a) The ExCom shall have free and full access to all relevant information, data, and records of the Corporation as may be necessary to carry out its functions.
- b) Management shall aid and support ExCom as may be necessary to carry out its functions.
- c) ExCom may also invite such members of management and other resource people to its meetings and may secure independent experts and/or professional advice as it may deem desirable or appropriate.
- d) To the extent possible, all resources necessary for ExCom to perform its duties and functions

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shall be provided by the Corporation.

5.2. Records/Confidentiality

- a) The ExCom Secretary shall keep and have custody of the records of the ExCom.
- b) Except for information that is required to be disclosed pursuant to law or regulations issued by competent government authorities, and to the extent necessary for the conduct of the Corporation's business, the records of the ExCom shall be kept restricted and confidential.
- c) Members shall keep confidential all the information of the Corporation and ensure that all people who have access to the same information on their behalf shall likewise comply with this rule.

5.3. Effectivity

- a) This Charter shall take effect when approved by the Board of Directors and shall apply prospectively.
- b) The ExCom may revise the Charter from time to time as it is necessary, subject to approval by the Board of Directors.


Peter G. Nepomuceno
Chairman of the Board


Robert Gerard B. Nepomuceno
President and Executive Chief Officer


Geromin T. Nepomuceno, Jr.
Vice-Chairman and Treasurer


Maria Rita Josefina V. Chua
Member


Richard Adrian Firino T. Nepomuceno
Member