



**EXECUTIVE COMMITTEE
TERMS OF REFERENCE
(as of September 27, 2025)**

I. Constitution

The Executive Committee (Committee) shall be established by the Board of Directors (Board) of BDO Unibank, Inc. (BDO Unibank or Bank) pursuant to legal and regulatory requirements, as amended. It is an extension of the BDO Unibank Board.

II. Purpose

The Committee acts on behalf of the Board as the primary approving body for the Bank's exposures, including the approval or confirmation of loans, credits, advances, commitments, investments, and the disposal of acquired assets. It also exercises oversight of the Bank's sustainability program. The Committee's authority, duties, and responsibilities are defined in its Terms of Reference (TOR).

III. Scope of Authority

The Committee is authorized to deliberate and decide on matters involving the Bank's financial exposures, inclusive but not limited to, the evaluation, approval, or confirmation of credit accommodations, investment undertakings, and the disposition of acquired assets. The Committee also provides strategic direction and governance over the Bank's sustainability initiatives, ensuring the integration of environmental, social, and governance (ESG) principles into the Bank's core operations and decision-making processes.

IV. Membership and Tenure

The Committee shall be composed of at least five (5) members, three (3) of whom must be Directors and the remaining members may be from Senior Management, including Senior Credit Executives appointed / designated by the Board. The Board may likewise appoint alternate member/s to act in the absence of the regular member.

The Board may appoint Advisors to the Committee. Their primary role is to provide independent and expert advice on matters that concern the 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 Committee to which the Advisor is appointed. Advisors shall have no voting rights and shall inhibit themselves from participating in discussions that may pose a potential conflict of interest.

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

V. Meetings

1. The Committee shall convene weekly or as often as it may be necessary for the resolution of all matters referred to it.
2. Meetings may be in person. Committee members who are unable to attend or vote in person can participate remotely via videoconferencing, teleconferencing, or other suitable platforms acceptable to the Committee that provide reasonable opportunity for participation and as allowed under existing government regulations.



3. The presence of a majority of the Committee members shall constitute a quorum. Members participating via remote communication shall be considered present for quorum purposes. Every decision made by at least a majority of all members during such meetings shall be binding, unless a specific number of votes is required by existing laws and regulations.

Committee approvals may be implemented/operationalized with at least three (3) signatures of the Committee members, one (1) of whom must be a Director.

4. The designated Secretary of the Meeting shall attend all Committee meetings and shall ensure that appropriate records (e.g., minutes of meetings or summary of matters reviewed, and decisions taken) of RPTC deliberations / decisions are maintained.
5. Committee members and meeting attendees shall be furnished with copies of the minutes of each meeting.

VI. Duties and Responsibilities

1. The 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.
2. 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.
3. It shall approve management recommended property-related proposals.
4. It shall exercise oversight over the Bank's sustainability program.
5. 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
6. On an annual basis, the Committee shall conduct a self-assessment of its performance exercise; review its constitution and terms of reference to ensure that it is operating at maximum effectiveness and to recommend any changes it considers necessary to the Board of Directors, for approval
7. Perform any other duties and responsibilities expressly delegated by the Board to the Committee from time to time.

VII. 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

VIII. Disclosure

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