

SM Prime Holdings, Inc.

## **Executive Committee Charter**

Effective November 7, 2022

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This Charter establishes the purpose, composition, authority and responsibilities of the Executive Committee (the “Committee”).

## **I. PURPOSE AND AUTHORITY**

The Executive Committee’s primary purpose is to function when the Board is not in session. The Committee, by majority vote of all its members, shall have all the power and authority of the Board in the governance, management and direction of the business and affairs of the Company in accordance with Sec. 35 of the Corporation Code of the Philippines, by-laws and other pertinent rules and regulations, except with respect to the following:

- Approval of any action for which shareholders’ approval is also required;
- Filing of vacancies in the Board;
- Amendment or repeal of by-laws or the adoption of new by-laws;
- Amendment or repeal of any resolution of the Board which by its express terms is not so amenable or repealable; and
- Distribution of cash dividends to the shareholders.

An act of the Executive Committee which is within the scope of its power shall not require ratification or approval for its validity and effectivity. All actions of the Executive Committee shall be reported to the Board at the meeting thereof following such action and shall be subject to revision or alteration by the Board.

To allow the Executive Committee to discharge its duties and responsibilities, the Committee is authorized to gain access to all relevant data/resources within the Company, obtain professional training, advice or expertise, initiate investigation of any activities within the scope of its responsibilities and may make recommendations to the Board, as it deems appropriate.

## **II. COMPOSITION AND MEETINGS**

1. The Executive Committee shall consist of at least three (3) members of the Board. Members of the Committee shall be appointed by the Board, who shall also appoint a Committee Chairperson and Committee Secretary. Its members shall have adequate and competent knowledge of the Company’s business and industry in which it operates.
2. Members of the Committee shall be designated by the Board annually and each member shall serve until such member’s successor is duly designated or until such member’s resignation or removal. Any member of the Committee may be removed from the Committee, with or without cause, by a majority vote of the Board.
3. The Committee shall meet regularly and all members are expected to attend each meeting. The Committee may invite other members of Management, heads of business units, Chief Audit Executive, and the external auditor, to attend meetings and provide pertinent information, as necessary.
4. The Committee Secretary, under the direction of the Committee Chairman, shall prepare and provide in advance to all Committee members the notice of meeting, the meeting agenda, minutes of previous Committee meeting and the appropriate briefing materials.

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### **III. DUTIES AND RESPONSIBILITIES**

The Committee is duty-bound to perform and carry out the following responsibilities:

- a. Assist the Board in overseeing the implementation of strategies and sustaining the Corporation's long-term success and competitiveness in a manner consistent with its mission/ vision;
- b. Review of major issues facing the organization;
- c. Monitoring of the operating activities of each business group;
- d. Defining and monitoring the Company's performance improvement goals;
- e. Defining group-wide policies and actions and overseeing their implementation;
- f. Fostering the sharing of information in all areas of the business group; and
- g. Performs other duties and responsibilities as the Committee may deem appropriate within the scope of its primary functions or as may be assigned by the Board.

### **IV. PERFORMANCE EVALUATION**

The Committee shall participate in the annual evaluation of its performance, including the performance of the Chairman and Committee as a whole in accordance with their respective mandates and competencies.

### **V. CONTINUAL REVIEW OF THE CHARTER**

This Charter shall be reviewed on a regular basis or as needed to ensure its adequacy and relevance in consonance with the Board's objectives.