

11.0 Board Committees

The Board of Directors shall form Board Committees to aid in ensuring compliance with the principles of good corporate governance. The members of such Committees shall be appointed by the board of directors annually.

11.1 Nomination Committee

- a. Shall be composed of at least three (3) directors
- b. Shall review and evaluate the qualifications of all persons nominated to Board as well as those nominated to other positions requiring appointment by the Board of Directors. It should prepare a description of the roles and capabilities required of a particular appointment.
- c. For the appointment of the Chairman, it should prepare job specifications, including an assessment of the time commitment expected of him, recognizing the need for his availability in the event of crises. The Chairman's other significant commitments shall also be disclosed to the Board before his appointment and included in the annual report. Any change thereof shall be reported to the board and included in the next annual report.
- d. The terms and conditions of appointment of non-executive directors shall be made available for inspection. The letter of appointment shall specify the expected time commitment. They shall undertake sufficient time to meet and do what is expected of them. Their other significant commitments shall be disclosed to the Board before appointments indicating the time lines and in any case, the Board shall be informed of subsequent changes.

- b. The Nomination Committee shall consider the following guidelines in the determination of the number of directorship for the Board:
 - i. The nature of the business of the corporation, where he is a director;
 - ii. Age of director;
 - iii. Number of directorship/active memberships and officership in other corporations or organizations; and
 - iv. Possible conflict of interest.

11.2. Audit Committee

- a. Shall be composed of at least three (3) directors, one of whom must be independent
- b. Must be chaired by an independent board member preferably with accounting and finance experiences.
- c. Provides oversight of the institution's internal and external auditors.
- d. Shall be responsible for the setting –up of internal audit department, and the appointment of internal auditors as well as of independent external auditors.
- e. Shall monitor and evaluate the adequacy and effectiveness of the internal control system of the company.

11.3 Risk Oversight Committee

- a. Shall be composed of at least three (3) directors.
- b. Shall oversee Management activities in managing credit, market, liquidity, operations, legal, underwriting and other risks of the Company. This function shall include regular receipt from Management of information on risk management activities.

11.4 Compensation and Remuneration Committee

- a. The Compensation and Remuneration Committee preferably shall be composed of at least three (3) directors.
- b. Shall establish a formal and transparent procedure for developing policy on remuneration of directors and officers to ensure that their compensation is consistent with the company's culture, strategy, and the business environment in which it operates;
- c. Shall oversee the formulation of the compensation and retirement philosophy as well as study and evaluate the appropriate compensation, retention, and retirement policies and programs for the officers of the Company as appointed in accordance with the company's By-Laws, as well as managers or executives with the rank of assistant vice president and up ;
- d. Shall review management succession plan ; and
- e. Such other duties and responsibilities as may be provided in the Compensation and Remuneration Committee Charter.

11.5 Investment Committee

- a. The investment Committee shall be composed of three (3) representative from the Board of Directors.
- b. The Investment Committee shall review, advise and recommend approval to the Board for decision or action on proposed investment by the Company's Management.