



FINANCE COMMITTEE CHARTER

Section 1. Objectives

The Finance Committee (the "**Committee**") of Metro Pacific Tollways Corporation (the "**Company**") is established to safeguard the financial stability and integrity of the Company and its subsidiaries, joint ventures and associates (collectively, the "**Group**") by providing oversight to and strategic guidance on the Company's financial policies and strategies, including capital structure, dividend policy, acquisitions and divestments, treasury management, tax strategy and compliance, financing proposals and material procurement, among others. The Committee shall report directly to the Company's Board of Directors.

Section 2. Membership

a. Appointment of Members

All members of the Committee (the "**Members**") shall be appointed by the Board and can be removed by the Board at its sole discretion.

b. Composition

The Committee shall consist of seven (7) Members, majority of which shall be non-executive directors.

c. Committee Chairman

The Chairman of the Committee ("**Chairman**") shall be appointed by the Board. The Chairman shall preside over meetings of the Committee. In the absence of the Chairman, the Members present shall select among themselves who shall chair the meeting.

d. Committee Secretary

The Corporate Secretary shall act as the Secretary of the Committee. In the absence of the Secretary, his/her representative or any one of the Members shall act as the Secretary of the Committee.

Section 3. Meetings of the Committee

a. Frequency of Meetings.

The Committee shall meet at least every other month. The Chairman may convene

special meetings at his/her discretion, and at such other times as the Committee may determine appropriate to perform its responsibilities.

b. Notice of Meetings

Notice of the meetings of the Committee will be sent at least five (5) days prior to the relevant meeting to be held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance at a meeting by a Member shall be deemed a waiver of the requisite notice by the Member. The requisite notice period is not required if a Committee meeting is adjourned.

c. Quorum

In order to constitute a quorum of the meetings of the Committee, there should be present at least a majority of all the members. 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.

d. Attendance

1. The Committee may invite other Directors, members of management, shareholder representatives, external advisers and/or any other person who have specific responsibility for, or interest or expertise in, the subject under review to attend all or part of any meetings of the Committee.
2. Only Members may vote during Committee meetings.
3. The Chairman of the Committee, or in his absence, another Member, shall attend the annual meeting of shareholders of the Company and shall be prepared to respond to any questions from shareholders on the activities of the Committee and its responsibilities.
4. Resolutions
 - i. Resolutions of the Committee shall be passed by a majority of the Members present constituting a quorum. Each member of the Committee shall have one (1) vote.
 - ii. A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

5. Minutes of the Meetings

The Secretary of the Committee shall keep full minutes of all Committee meetings. Draft minutes of the meetings of the Committee shall be sent to all Members for their comments within a reasonable time after each meeting. The final version of the minutes, signed by the Chairman, shall be sent to all the Members for their records.

The Members shall keep in strict confidence the minutes of the meetings and all materials circulated to the Committee.

Section 4. Authority

a. Reports to the Board

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.

b. Committee Resources

The Committee shall be provided with sufficient resources to perform its duties. It may employ, instruct, appoint, or retain any independent external professional advisors and secure assistance from external parties with relevant experience and expertise where it considers necessary. The Committee shall have the sole authority to approve all reasonable related fees and terms of engagement, which fees shall be borne by the Company.

Section 5. Scope of Work

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

- a. Recommend financial policies to the Board, including changes thereto, to ensure effective governance and financial management;
- b. Review, advise, and approve for endorsement to the Board the Company's business plan;
- c. Review, advise and approve for endorsement to the Board, decision or action of various financial matters involving the management and operation of the Company or its Subsidiaries, including:
 - a. All major financing transactions, including project financing, issuance of guaranty or suretyship, and other financing involving an amount of at least Php 25 million and above;
 - b. Major procurement and supply contracts and variations (including capital expenditure and operating expenditure items) worth Php 25 million and above;
 - c. Investments worth Php 25 million and above;
 - d. Any actual, potential, major exception or occurrence which has, or may have, a major financial impact on the Company; and
 - e. Annual and quarterly financial review;
- d. Review the Company's investment strategies, including capital allocation strategies and

- monitoring investment performance;
- e. Review the Company's strategies on addressed the Net Asset Value ("**NAV**") discount to its share price;
 - f. Review, advise, and approve for endorsement to the Board the Group's capital allocation, mergers and acquisitions and disposal proposals;
 - g. Review, advise, and approve for endorsement to the Board any capital raising plans including the issuance of shares and/or debt securities;
 - h. Review the liquidity, loan covenant compliance and liability management program of the Group;
 - i. Review, advise, and approve for endorsement to the Board the Company's tax strategies and compliance;
 - j. Review, advise, and approve for endorsement to the Board the Company's dividend, investment and treasury policies;
 - k. Evaluate the Company's financial performance against the budget and strategic plan, and recommend improvements or adjustments, as needed;
 - l. Review, advise, and approve for endorsement to the Board the execution of new concession agreements by the Company or any of its Subsidiaries, or any amendment or any renewal, or extension of existing concession agreements;
 - m. Address and deal with such other matters as may be delegated by the Board to the Committee; and
 - n. Identify any related matters for referral to the Board for review and further consideration.

Section 6. Reporting Procedures

The Committee shall report to the Board its recommendations, suggestions, or proposals in writing, during regular meetings of the Board or more frequently if required, subject to compliance with legal or regulatory restrictions on disclosures.

As an exception, the Board may delegate certain powers for a stipulated maximum amount in Philippine Peso, or if foreign currency, the Peso equivalent reading on the date of the decision.

Date of Approval : 21 April 2025



MANUEL V. PANGILINAN
Chairman



JOSE MA. K. LIM
President and CEO