



## RETIREMENT COMMITTEE CHARTER

This Charter establishes the purpose, composition, responsibilities, authority, and operations of the Retirement Plan Committee (the "Committee"). The Committee is tasked with the oversight of responsibilities related to funding, investment management, performance of the Retirement Plan of the MacroAsia Corporation, and ensuring its prudent operation and administration.

### A. Definition of Terms

**The Corporation, Company or "MAC"** – refers to MacroAsia Corporation.

**Corporate Governance** – the system of stewardship and control to guide organizations in fulfilling their long-term economic, moral, legal, and social obligations towards their stakeholders.

**Board of Directors** – the governing body elected by the stockholders that exercises the corporate powers of a corporation, conducts all its business and controls its properties.

**Management** – a group of executives given the authority by the Board of Directors to implement policies it has laid down in the conduct of the business of the Corporation.

**Charter** – refers to this "Retirement Plan Committee Charter" as may be amended from time to time.

**Independent Director** – a person who is independent of management and controlling stockholder, and is free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director.

**Plan** – refers to the "MAC Employee Retirement Plan".

**Trustee** – refers to a bank authorized to perform trust functions, so named in the Trust Agreement, and/or its successor or the institution into which it is merged or consolidated.

### B. Rules of Interpretation

All references to the masculine gender in the salient provisions of this Charter shall likewise cover the feminine gender. Unless the context otherwise requires, words in the singular include the plural, and vice versa.

All doubts or questions that may arise in the interpretation or application of this Charter shall be resolved in favor of promoting transparency, accountability and fairness to the stockholders and investors of the Corporation.

The headings in this Charter are inserted solely for convenience of reference and shall not limit or affect the interpretation of the provisions hereof.

## **C. Committee Structure and Membership**

### ***C.1. Composition***

The Retirement Plan Committee shall be composed of at least three (3) members, one of whom shall be an Independent Director. The CFO shall also be member to represent the Employees. The Head of HR shall be a non-voting member.

The members of the Retirement Plan Committee, including the Chairman of the Committee shall be appointed and may be removed from the Committee, with or without cause, by the majority vote of the Board of Directors.

### ***C.2 Qualification of Committee Members/Chairman***

Each Member must be financially literate and the Chairman must have accounting or related financial management expertise, as such qualifications are interpreted by the Board in its business judgment. A director with extensive business management experience and with competence on financial management systems and environment may also be considered.

A Member shall preferably be a Philippine citizen.

### ***C.3 Vacancy***

The office of a Member shall ipso facto be vacated:

1. if he resigns his office as a Member;
2. if he is removed by a resolution of the Board;
3. if he becomes of unsound mind; or
4. if he is subsequently disqualified from becoming a Member.

A member shall be disqualified from continuing to be such during the remainder of his tenure if, upon determination by the Board or its Nomination Committee, a member ceases to meet

any of the qualifications set forth by the Corporation, or he becomes disqualified from directorship based on any grounds for disqualification set forth by the Corporation.

#### ***C.4 Delegation of Duties***

The Committee may form subcommittees for any purpose that it deems appropriate and may delegate to such subcommittees or to members of the Corporation's management such power and authority as it deems appropriate, provided, however, that any such subcommittees shall meet all applicable independence requirements and that the Committee shall not delegate to persons other than independent directors any functions that are required — under applicable law, regulation, or stock exchange rule — to be performed by independent directors.

#### **D. Committee Functions**

The Committee shall have the functions set out hereunder, and such other duties and powers as maybe delegated to the Committee by the Board, subject to such limitations as the Board may determine and notify to the Committee:

1. Develop and approve investment objectives, policies, and procedures for the Plan;
2. Approve the policy on the retirement age for key officers as part of management succession;
3. Approves and monitors the asset investment allocation to be within the Plan's established investment objectives, discretion, and strategy;
4. Approve the appointment or removal, of any fiduciary, auditor, consultant, trustee, investment manager, administrative provider of service, and or other advisors who perform services on behalf of the Plan;
5. Delegates to Management the operational functions and responsibilities with respect to the administration of Plans and related investment activities, as the Committee may deem appropriate.
6. Regularly, or at least semi-annually, obtain, review and approve reports by either management and/or third-party providers or advisors, as deemed appropriate by the Committee, on the investment performance of the Plan.
7. Regularly, or at least annually, review and approve funding policies, investment policies and objectives for relevance and benefit of the Company. As appropriate during the year, evaluate the asset investment allocation and strategy as fitting to attain objectives and ensure adequate liquidity and asset diversification.
8. Regularly, or at least annually, review the performance of the third-party advisors, the Trustee, and the portfolio managers responsible in managing the retirement fund.

## **E. Meetings**

A meeting of the Committee may be called by its Chairman or any of its members. The presence of at least a majority of the members shall constitute a quorum.

A Committee meeting shall be convened upon notice in writing or electronic notice, at least three days prior to the meeting and specifying the place, date and time of the meeting and the matters to be discussed at the meeting. Notice of a meeting shall be deemed to be duly served upon a Member if it is given to him personally, or sent to him by mail, email, short messaging system, or facsimile transmission to his address or facsimile number, as appropriate.

The Committee may request any officer or employee of the Corporation, or any special counsel or advisor, to attend a meeting of the Committee or to meet with any members of, or consultant to, the Committee.

The Committee may retain any independent counsel, expert or advisor (accounting, financial or otherwise) that the Committee believes to be necessary or appropriate. The Committee may also utilize the services of the Company's regular legal counsel or other advisors to the Company.

The Committee shall appoint a Secretary who shall prepare minutes of the meeting of the Committee. Minutes of its meetings will be approved by the Committee and maintained on behalf of the Committee. Such records shall be open for inspection by any Member or Advisor upon reasonable prior notice during usual office hours of the Company.

## **F. Reporting**

To keep the Board apprised on the results of the Committee's activities, the Committee Chairman shall report to the Board following each meeting, significant matters discussed and acted upon.

## **G. Performance Evaluation**

To ensure that the Committee will continue to fulfill its responsibilities in accordance with the global best practices, the Committee shall conduct an assessment of its performance through a self-assessment worksheet that has been prepared based on its responsibilities incorporated in the Revised Manual on Corporate Governance and in this Charter. Retirement Plan Committee shall formulate and implement plans to improve its performance. These shall include attending trainings/seminars intended for the Committee

members to keep them updated with the latest corporate governance best practices, accounting and auditing standards, as well as other areas of concerns.

**H. Charter Review**

The Committee shall review and assess the adequacy of this Charter and recommend changes to the Board of Directors when necessary.

This Charter shall not be amended, altered or varied unless such amendment, alternation or variation shall have been approved by a resolution of the Board.

**I. Effectivity**

This Charter shall be effective upon approval by the Board of the Corporation.

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