

DRAFT EXECUTIVE COMMITTEE CHARTER**Subject to Board Review****PURPOSE**

The Executive Committee of Itaipinas Development Corporation (the “Company”) shall have the power to direct the business of the Company vested by law in the Board of Directors insofar as such powers and authority may be lawfully delegated to the Executive Committee.

Membership

The ExCom shall be composed of five members to be elected by the Board from among its members, immediately after the annual stockholders’ meeting, and shall serve as such for a term of one year, or until the next annual stockholders’ meeting.

The CEO shall be designated as Chairman of the ExCom and another member as Vice Chairman of the ExCom. The Corporate Secretary of the Company shall serve as Secretary of the meetings of the ExCom.

Any member of the ExCom may be removed from the committee, with or without cause, by majority vote of the Board.

Any vacancy in the membership of the ExCom may be filled by a majority vote of the Board.

Quorum

A majority of the members of the ExCom shall constitute a quorum for the holding of an ExCom meeting, and the affirmative vote of a majority of the ExCom members present at a duly constituted ExCom meeting shall be required to approve any matter requiring ExCom approval or pass a resolution of the ExCom.

Meetings

The ExCom shall meet upon the call of its Chairman, or in his absence, by the Vice-Chairman. Meetings of the ExCom shall be held at the principal office of the Company unless advised otherwise by the Chairman, or in his absence, the Vice Chairman.

Notice of ExCom meetings shall be sent to the ExCom members at least one week prior to the scheduled meeting.

Meetings of the ExCom may be held via teleconferencing or videoconferencing.

The minutes of ExCom meetings shall be submitted to the Board for information and ratification at the next succeeding meeting of the Board.

Procedures

The ExCom may establish such rules of procedure as it deems necessary from time to time.

Powers, Duties and Responsibilities

The ExCom shall act on such specific matters within the competence of the Board as may be delegated to it by the majority of the Board, except with respect to:

- a. Approval of any action for which shareholders' approval is also required;
- b. Filling of vacancies in the Board of Directors;
- c. Amendment or repeal of the By-laws, or the adoption of new By-laws of the Corporation;
- d. Amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- e. Declaration and distribution of cash dividends to shareholders; and

- f. Any matter that may be limited by law, or by the Board of Directors by the majority vote of its members.

The ExCom shall also have authority to:

- a. Review the financial performance of the various subsidiaries of the Company.
- b. Assist the Board in overseeing the implementation of strategies and sustaining the Company's long-term growth and success, in a manner consistent with the Company's vision and mission.
- c. Approve the sale of Company vehicles and other disposal of Company assets in the ordinary course of business.
- d. Approve and designate authorized signatories for contracts with utility providers in the ordinary course of business, such as those for mobile phone subscription, telecommunications and internet services, electricity and water, contracts for security and janitorial services, contracts for acquisition of office supplies, furniture and equipment, and other similar contracts in the usual course of business.

Review of Charter

The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.