

ASIAN TERMINALS, INC.

Executive Committee Charter

Asian Terminals, Inc. (“ATI”) hereby adopts this Executive Committee Charter (the “Charter”) pursuant to its Company By-Laws, Manual of Corporate Governance and applicable laws and regulations. This Charter sets out the purpose, membership, structure and operations, duties and responsibilities, self-assessment and board reporting of the Executive Committee (“ExecComm”) of ATI.

I. Purpose

The ExecComm of the Board of Directors (the “Board”) of Asian Terminals, Inc. (“ATI”) is established to assist the Board in fulfilling its duties and responsibilities pursuant to the provisions of its By-laws, the Corporate Governance Manual, and pertinent provisions of the SEC.

II. Membership, Structure and Operations

1. The ExecComm shall be composed of at least three (3) directors. The members of the ExecComm, including the Chairman who shall be elected by the members of the ExecComm, shall be elected annually during the Organizational Meeting and shall hold office for a term of at least one (1) year from election. Candidates to fill subsequent vacancies on the ExecComm shall be appointed by the Board.
2. The ExecComm may meet in between board meetings, in person or via teleconference. A notice of each meeting, confirming the date, time, venue and agenda shall be given to all the members before the meeting. The Chairman or any member, may call for a meeting.
3. The ExecComm may invite members of the Management team and/or resource persons to attend a meeting, as appropriate, to provide any information and updates relevant to the business or operations of ATI.
3. Attendance of at least majority of the members shall constitute a quorum and any matter or action required to be decided upon by the ExecComm shall be approved by majority vote.
4. The Chairman of the ExecComm shall preside in all its meetings. In the absence of the ExecComm Chairman, the members present shall designate one of them to preside in the meeting.
5. ATI’s Corporate Secretary shall be the secretary of the ExecComm. In the absence of the Corporate Secretary, the board may designate the Assistant Corporate Secretary or any person to take his place.

6. The ExecComm shall report to the Board the matters taken up in its meetings as recorded in the ExecComm minutes. The minutes shall be submitted to the Board in every regular Board Meeting for confirmation, approval and/ or ratification.

III. Duties and Responsibilities

The following are the duties and responsibilities of the ExecComm:

1. Act and pass upon specific matters which the Board of Directors may assign or delegate pursuant to the by-laws, by majority vote of the Board or by the Revised Corporation Code and other applicable laws, in between board meetings, except with respect to the:
 - (a) approval of any action for which shareholders' approval is also required;
 - (b) filling of vacancies in the board;
 - (c) amendment or repeal of by-laws or the adoption of new by-laws;
 - (d) amendment or repeal of any resolution of the board which, by its express terms, is not amendable or repealable; and
 - (e) distribution of cash dividends to the shareholders
2. Responsible for the governance and management of the business and affairs of ATI and to ensure that the day-to-day operations or activities proceed in accordance with its goals and objectives. The ExecComm may act on matters which include but are not limited to the following:
 - a) Approval of any matter delegated by the Board, including review and approval of projects, contracts, budget, performance goals, expenses, and policies.
 - b) Confer or discuss with key officers of ATI to verify any matter relating to approvals required, including commercial, client, safety, sustainable development, asset management, human resource matters, budgets, costs and market share.
 - c) Act as signatory to company checks and other financial instruments, along with other authorized signatories, as may be provided by the ATI Board.
 - d) Implement the strategies and business plans of ATI.
 - e) Review, evaluate and decide on immediate issues facing ATI, as the ExecComm may deem fit.

IV. Self-Assessment and Amendment

1. The ExecComm shall conduct an annual performance self-assessment which shall compare the performance of the ExecComm with the requirements of this Charter. This shall be documented and included in the records of the Company. The report to the Board may take the form of an oral report by the chairman of the ExecComm or any of its designated member . The rating criteria shall be as follows:

- 1 - Very Poor
- 2 to 3 - Poor
- 4 to 5 - Below Satisfactory
- 6 - Satisfactory
- 7 to 8 - Good
- 9 -Very Good
- 10 - Outstanding

2. The Charter may only be amended, altered or varied by the ExecComm upon approval of the Board of Directors.

Manila, April 28, 2022.

(ORIGINAL SIGNED)

EUSEBIO H. TANCO
Chairman
Executive Committee

(ORIGINAL SIGNED)

RODOLFO G. CORVITE, JR.
Corporate Secretary/ Compliance Officer