

EXECUTIVE COMMITTEE CHARTER

1. Purpose

Considering that there are eleven (11) members of the Board of Directors (the “Board”), the Board appoints an Executive Committee who shall exercise all the powers and authority of the Board when the Board is not in session or when it is impractical to assemble the members of the Board.

2. Membership

The Board shall appoint from among its members an Executive Committee composed of not less than five (5) members who shall designate among themselves one member as Chairman of the Committee. At least four (4) of the members shall be directors of PHC, while at least one (1) member shall be a representative of the Philippine Communications Satellite Corporation. Vacancies shall be filled by a majority vote of the Board only when the remaining members no longer constitute a quorum.

Three (3) members of the Committee shall constitute a quorum. The affirmative vote of a majority of the members present and constituting a quorum shall be required to pass a decision.

3. Powers, Duties and Responsibilities

The Executive Committee shall act on such specific matters within the competence of the Board as may from time to time be delegated to the Committee in accordance with the By-Laws. An act of the Executive Committee which is within the scope of its powers shall be equivalent to an act taken by the Board and shall not require the approval or ratification of the latter for its validity and effectivity, provided however, that any such act of the Executive Committee shall be reported to the Board at the latter’s next meeting and the Board may, revise, alter, modify or revoke such act by passing its own resolution.

4. Assessment

The Executive Committee’s performance shall be evaluated by assessing its charter, the composition of the Executive Committee, the number of meetings, the duties and responsibilities of the Executive Committee and the performance of each individual member.