



FINANCE COMMITTEE CHARTER

Section 1. Objectives

The Finance Committee (the "**Committee**") of Metro Pacific Tollways Corporation (the "**Company**") is established to review the Company's key financial and investment decisions. The Committee's Scope of Work is set forth in Clause V below. 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 five (5) Members, consisting of three (3) non-executive directors, the Chairman of the Board and the Company's Chief Executive.

c. Committee Chairman

The Chairman of the Committee ("Chairman"), who shall be an independent director, 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 Company 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 semi-annually. 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 three (3) Members, two (2) of whom must be independent directors. 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, 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.
 - 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. Review the Company's investment strategies, including capital allocation strategies and monitoring investment performance.
- b. Review the Company's strategies on addressed the Net Asset Value ("NAV") discount to its share price.
- c. Review and advise the Board on the Company's and its subsidiaries, joint ventures and associates (the "**Group**") capital allocation, mergers and acquisitions and disposal proposals.
- d. Review any capital raising plans including the issuance of shares and/or debt securities.
- e. Review the liquidity, loan covenant compliance and liability management program of the Group.
- f. Address and deal with such other matters as may be delegated by the Board to the Committee.
- g. Identify any related matters for referral to the Board for review and further consideration.

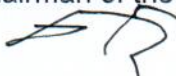
Section 6. Reporting Procedures

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 : 2 May 2022.


MANUEL V. PANGILINAN
Chairman of the Board


RODRIGO E. FRANCO
President and CEO