



**CHARTER
TRUST COMMITTEE
November 2017**

I. Mission

PNB Trust Banking Group shall form its Trust Committee, a special committee which reports directly to the Board of Directors and is primarily responsible for overseeing the fiduciary activities of the Bank.

II. Composition of the Committee

a) The Trust Committee shall be composed of at least five (5) members including the following:

- The President or any Senior Officer of the Bank;
- The Trust Officer and Head of Trust Banking Group; and
- The remaining Committee members, including the Chairperson, may be any of the following:
 - Non-Executive Directors or Independent Directors (as defined under Subsection X141.1 and 141.2 of MORB, respectively), who are both not part of the Audit Committee; or
 - Those considered as qualified “Independent Professionals” (as defined under Section 3 of BSP Circular 766).

In case of more than five (5) Trust Committee memberships, majority shall be composed of qualified Non-Executive members.

- b) The resource persons in the Committee meetings shall be composed of the Trust Division Head, Trust Legal Officer, Trust Compliance Officer and Trust Risk Officer, to render a report, clarify and provide guidance to the committee on any relevant issue the committee is confronted with.
- c) The presence of the majority of the members of the committee less 1 member shall constitute a quorum; but the vote of the majority of the quorum which in no case is less than 2 members is required to approve any act in all the meetings of the committee.
- d) When there is a lack of quorum due to the absence of other members, an alternate member from among the Board Members may be appointed to attend a particular meeting and automatically sit as a voting member provided the alternate member shall be:
- Non-Executive Directors or Independent Directors (as defined under Subsection X141.1 and 141.2 of MORB, respectively), who are both not part of the Audit Committee; or
 - Those considered as qualified “Independent Professionals” (as defined under Section 3 of BSP Circular 766).
- e) Subject to Section 35 of the Corporation Code, the Board of Directors shall have the power, at any time, to change, to increase or decrease the membership of the Trust Committee or to fill vacancies therein, and to determine from time to time, by resolution, the number of members to constitute a quorum.

III. Authority of the Committee

The Committee shall act within the sphere of authority as may be provided in the Amended By-laws and/or as may be delegated by the Board of Directors, such as but not limited to the following:

- a) The formulation of specific policies with regard to:
 - Correlation of the Trust Banking Group with other departments of the bank;
 - Personnel;
 - Cost and charges;
 - Kinds of business to be accepted;
 - Trust business development; and
 - Work with other banks and/or financial institutions
- b) The acceptance and closing of trust and other fiduciary accounts;
- c) The initial review of assets placed under the custody of the Trust Banking Group as trustee or fiduciary;
- d) The investment, re-investment and disposition of funds or property;
- e) The review and approval of transactions between trust and/or fiduciary accounts; and
- f) The review of trust and other fiduciary accounts at least once every twelve months to determine the advisability of retaining or disposing of the trust or fiduciary assets, and/or whether the accounts are being managed in accordance with the instruments creating the trust or other fiduciary relationship.

IV. Duties and Responsibilities

a) Trust Committee

1. Ensure that fiduciary activities are conducted in accordance with applicable laws, rules and regulations, and prudent practices;
2. Ensure that policies and procedures that translate the Board's objectives and risk tolerance into prudent operating standards are in place and continue to be relevant, comprehensive and effective;
3. Oversee the implementation of the risk management framework and ensure that internal controls are in place relative to the fiduciary activities;
4. Adopt an appropriate organizational structure/staffing pattern and operating budgets that shall enable the Trust Banking Group to effectively carry out its functions;
5. Oversee and evaluate performance of the Trust Officer; and
6. Report regularly to the Board of Directors on matters arising from fiduciary activities.

b) Board of Directors

The responsibilities of the Board of Directors (BOD) in relation to Trust activities of the Bank shall be those set forth under subsections X141.3 of the MORB (Powers/Responsibilities and Duties of

Directors). The BOD shall ensure an appropriate degree of independence between the activities of the Bank proper and its Trust Banking Group.

c) The Trust Officer as the Trust Banking Group Head

The Management of the day-to-day fiduciary activities shall be vested in the Trust Officer. In this regard, the Trust Officer shall:

1. Ensure adherence to the Basic Standards in the Administration of Trust, Other Fiduciary and Investment Management Accounts pursuant to Appendix 83 of the MORB;
2. Develop and implement relevant policies and procedures on fiduciary activities;
3. Observe sound risk management practices and maintain necessary controls to protect assets under custody and held in trust or other fiduciary capacity;
4. Carry out investment and other fiduciary activities in accordance with agreements with clients and parameters set by the Trust Committee as approved by the Board of Directors;
5. Report regularly to the Trust Committee on business performance and other matters requiring its attention;
6. Maintain adequate books, records and files for each trust or other fiduciary account and provide timely and regular disclosures to clients on the status of their accounts; and
7. Submit periodic reports to regulatory agencies on the conduct of Trust operations.

V. Frequency of Meetings

Conduct regular meetings at least once every quarter, or more frequently as necessary, depending on the size and complexity of the fiduciary business.

VI. Secretariat

The administrative requirements of the Committee shall be handled by the Trust Legal Officer as the Secretariat designated by the Committee. The Committee shall designate a Secretariat in the absence of the Trust Legal Officer.

VII. Review of the Charter

The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes for approval of the Board of Directors.