

I. BOARD COMMITTEES

a. Executive Committee

The Executive Committee, in accordance with the authority granted by the Board, shall act on such specific matters within the competence of the Board as may from time to time be delegated to the Executive Committee in accordance with the NDC's charter except with respect to (i) the filing of vacancies on the Board or in the Executive Committee; (ii) the amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable (iii) remittance of cash dividends; and (iv) the exercise of powers delegated by the Board exclusively to other committees, if any.

b. Audit and Risk Management Committee

The Audit and Risk Management Committee is expected, through the provision of checks and balances, to bring positive results in supervising and supporting NDC Management. It shall also assist the Board in discharging its corporate governance responsibilities, in particular, to review the Group's risk profile, including prioritization and assessment of risk.

c. Governance Committee

The Governance Committee shall assist the Board of Directors in fulfilling its corporate governance responsibilities.

d. Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall be responsible for the nomination, reviewing, and evaluation of the qualifications of all persons nominated to positions in the GOCC which require appointment by the Board.

II. MEMBERS

a. Executive Committee

Chairperson	:	DTI Secretary or his/her alternate
Members	:	DOF Secretary or his/her alternate BOI Vice Chairman or his/her alternate NDC General Manager

b. Audit and Risk Management Committee

Chairperson	:	DBM Secretary or his/her alternate
Members	:	BSP Governor or his/her alternate DOE Secretary or his/her alternate DOF Secretary or his/her alternate Private Sector Representative

c. Governance Committee

Chairperson	:	DTI Secretary or his/her alternate
Members	:	DBM Secretary or his/her alternate DOF Secretary or his/her alternate DBP Chairman or his/her alternate

d. Nomination and Remuneration Committee

Chairperson	:	BSP Governor or his/her alternate
Members	:	DOE Secretary or his/her alternate DENR Secretary or his/her alternate