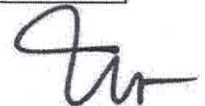


## BOARD COMMITTEES AND THEIR ACTIVITIES

COMMITTEE	FUNCTION	MEETING FOR 2023
<b>Board Audit Committee</b> Chairman: DBM Vice Chairman: NEDA Members: NEDA, DOF, DENR, DILG, DA, DTI	See attached Annex A	08 February 2023 23 May 2023 30 June 2023 05 September 2023 23 October 2023
<b>Board Executive Committee</b> Chairman : DOF Members : DOE, DBM, NPC		06 February 2023
<b>Board Nomination and Remunerations Committee</b> Chairman: DENR Vice Chairman: DA Members: DA, DOF, DBM, DOE, NPC, NPC Representative from either the EXAI/Power Generation Employees' Association (PGEA)	See attached Annex B	31 January 2023 17 February 2023 27 March 2023 25 April 2023 17 May 2023 14 June 2023 13 July 2023
<b>Governance Committee</b> Chairman: DOF Vice Chairman: DOE Members: DOE, DTI, DA, DBM, DILG, DENR	See attached Annex C	30 June 2023 21 December 2023
<b>Board Review and Risk Management Committee</b> Chairman: DOE Vice Chairman: DOF Members: NPC, DILG, DBM, DTI, DENR, NEDA	See attached Annex C	31 January 2023 17 February 2023 24 February 2023 27 March 2023 20 April 2023 17 May 2023 21 June 2023 13 July 2023 15 August 2023 15 September 2023 13 October 2023 14 November 2023 12 December 2023
<b>Regular Board Meeting</b>		16 January 2023 31 January 2023 08 March 2023 11 May 2023 31 May 2023 30 June 2023 25 July 2023 30 August 2023 26 September 2023 25 October 2023 01 December 2023 21 December 2023
<b>Special Board Meeting</b>		10 February 2023
<b>Special Joint NPC-PSALM Board Meeting</b>		16 January 2023

## Annex A

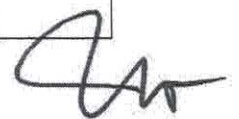
Board Audit Committee	Functions
	<ol style="list-style-type: none"><li>1. Overseeing, monitoring and evaluating the adequacy and effectiveness of the GOCC's internal control system, engage and provide oversight of the GOCC's internal and external auditors, and coordinate with the Commission on Audit (COA);</li><li>2. Reviewing and approving audit scope and frequency, the annual internal audit plan, quarterly, semi-annual and annual financial statements before submission to the Board, focusing on changes in accounting policies and practices, major judgmental areas, significant adjustments resulting from the audit, going concerns assumptions, compliance with accounting standards, and compliance with tax, legal, regulatory and COA requirements;</li><li>3. Receiving and reviewing reports of internal and external auditors and regulatory agencies, and ensuring that Management is taking appropriate corrective actions, in a timely manner in addressing control and compliance functions with regulatory agencies;</li><li>4. Ensuring that internal auditors have free and full access to all the GOCC's records, properties and personnel relevant to and required by its function and that the internal audit activity shall be free from interference in determining its scope, performing its work and communicating its results; and</li><li>5. Developing a transparent financial management system that will ensure the integrity of internal control activities throughout the GOCC through a procedures and policies handbook that will be used by the entire organization.</li></ol>





## Annex B

<b>Nomination and Remuneration Committee</b>	<b>Functions</b>
	<ol style="list-style-type: none"><li>1. Installing and maintaining a process to ensure that Officers to be nominated or appointed shall have the qualifications and none of the disqualifications mandated under the law, rules and regulations;</li><li>2. Reviewing and evaluating the qualifications of all persons nominated to positions in the GOCC which require appointment by the Board;</li><li>3. Recommending to the GCG nominees for the shortlist in line with the GOCC's and its subsidiaries' Board composition and succession plan; and</li><li>4. Developing recommendations to the GCG for updating the CPCS and ensuring that the same continues to be consistent with the GOCC's culture, strategy, control environment, as well as the pertinent laws, rules and regulations.</li></ol>
<b>Executive Committee</b>	<b>Functions</b>
	<ol style="list-style-type: none"><li>1. Approval of any action for which shareholders' approval is also required;</li><li>2. Filling of vacancies on the Board or in the Executive Committee</li><li>3. Amendment or repeal of By-Laws or the adoption of new By-Laws;</li><li>4. Amendment or repeal of any resolution of the Board which by its express terms cannot be amended for subject to repeal;</li><li>5. Distribution of cash; and</li><li>6. Exercise of powers delegated by the Board exclusively to other committees.</li></ol>



## Annex C

Governance Committee	Functions
	<ol style="list-style-type: none"><li>1. Overseeing the periodic performance evaluation of the Board and its committees and Management; and also conducting an annual self-evaluation of their performance;</li><li>2. Deciding whether or not a Director is able to and has been adequately carrying out his/her duties as director bearing in mind the director's contribution and performance (e.g. competence, candor, attendance, preparedness and participation). Internal guidelines shall be adopted that address the competing time commitments that are faced when directors serve on multiple boards;</li><li>3. Recommending to the Board regarding the continuing education of Directors, assignment to Board Committees, succession plan for the Executive Officers, and their remuneration commensurate with corporate and individual performance; and</li><li>4. Recommending the manner by which the Board's performance may be evaluated and proposing an objective performance criteria to be approved by the Board. Such performance indicators shall address how the Board will enhance long-term shareholder value.</li></ol>

Board Review and Risk Management Committee	Functions
	<ol style="list-style-type: none"><li>1. Evaluates and reviews any and all matters requiring the approval or action of the National Power Board</li><li>2. Performing oversight risk management functions specifically in the areas of managing credit, market, liquidity, operational, legal, reputational and other risks of the GOCC, and crisis management, which shall include receiving from Senior Management periodic information on risk exposures and risk management activities;</li><li>3. Developing the Risk Management Policy of the GOCC, ensuring compliance with the same and ensure that the risk management process and compliance are embedded throughout the operations of the GOCC, especially at the Board and Management level; and</li><li>4. Providing quarterly reporting and updating the Board on key risk management issues as well as ad hoc reporting and evaluation on investment proposals.</li></ol>

