

## INFORMATION TECHNOLOGY STEERING COMMITTEE CHARTER

### I. Purpose and Objective

This Charter sets forth the authority and responsibilities of the IT Steering Committee of the Bank.

The Board is ultimately responsible for the Bank, its subsidiaries and affiliates' over-all Technology upgrade strategy, investments and successful execution. To ensure that these are properly aligned with the Bank's strategic plans for continuous value creation; and consistent with the goal of digital financial inclusion as espoused by the Bangko Sentral ng Pilipinas ("BSP"), the Board-level IT Steering Committee ("ITSC") is responsible for assisting the Board in fulfilling its corporate governance and oversight responsibility for the Bank's investments, strategy and implementation in relation to Information Technology and Digitalization (hereafter referred to as "Technology").

The ITSC shall be responsible for performing its duties in accordance with this Charter.

### II. Membership

1. The ITSC, at the minimum, shall be composed of the following:

Chairman	1. One (1) Non-Executive or Independent Director
Regular Members	2. One (1) Non-Executive or Independent Director 3. Head of the Bank's IT Group or the Chief Innovation and Transformation Officer 4. Chief Finance Officer 5. Head of Consumer Banking Segment 6. Head of Retail Banking Segment 7. Head of Business Process Re-Engineering and Optimization Division
Resource Persons in advisory capacity <sup>1</sup> :	The heads of control units: 1. Chief Risk Officer 2. Chief Audit Executive

The Board of Directors shall appoint/designate the non-executive / independent director member/s of the ITSC, including its Chairman.

2. The members of the ITSC shall have a range of expertise as well as adequate knowledge of the Bank's risks concerning information technology, digital transformation, or similar field of expertise.
3. The Board of Directors shall have the power to remove and replace the non-executive / independent director member/s of the ITSC.

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<sup>1</sup> BSP Manual of Regulations for Banks, Section 148, Information Technology Risk Management

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4. Other Management personnel may also be invited to attend the meeting as Observers.

### III. Meetings and Report to the Board

1. The ITSC shall meet at least once a month or whenever necessary to discuss, but not limited to the IT matters under item 3 hereunder, preferably on the third Tuesday of every month at 2:30 PM or on such other date, time and venue as may be agreed upon by the members. Meetings may be held in person or by remote communication such as videoconferencing, teleconferencing, or other alternative platforms/media that allow members to participate.
2. The Committee shall:
  - 2.1 Assist in providing strategic leadership for IT through the alignment of strategic objectives and activities with the Bank's overall strategy.
  - 2.2 Keep the Board of Directors informed as needed, by reporting and providing the Board with appropriate guidance, advice or recommendation on matters covered by this Charter, to facilitate decision making by the Board, at least once every quarter and to report on IT related matters and updates on IT projects, as necessary.

In addition to providing the Board with a copy of the minutes (*as per item no. 4 below*), the ITSC through its chairperson, may designate specific Bank units or personnel to make a presentation to the Board about IT related matters affecting their respective areas.
  - 2.3 Ensure open communication between the PCCI<sup>2</sup> and other functional units of the Bank to promote collaborative planning on IT matters and/or projects.
3. Agenda and ITSC Secretariat
  - 3.1 The ITSC shall designate the Committee's Official Secretariat who will be responsible for the agenda (*as elaborated in item no. 2 above and Section V below*) and for documenting the committee's meeting, and such other functions expected of a secretariat.
  - 3.2 The ITSC Secretariat, with the concurrence of the Chairperson, will draw up the agenda for each meeting. The agenda and supporting documentation will be circulated to each member of the Committee and others requested to attend any meeting, at least five (5) days prior to each meeting.
  - 3.3 The ITSC Secretariat shall also be responsible in sending out notices and to the Members of the Committee within 10 days before the scheduled meeting. Units who wish to present or submit an item before the Committee should give their presentation materials to the Committee Secretary within the same period.
  - 3.4 The concerned Department/Division heads shall attest to the accuracy and integrity of all documents and reports submitted to the ITSC Secretariat. In doing so, they should ensure that the reports are properly checked, verified, and approved or noted by them.

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<sup>2</sup> CBC Properties and Computer Center, Inc.

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#### 4. Minutes of the Meeting

The ITSC Secretariat shall prepare the minutes of the committee meeting within ten (10) days from the conclusion of each meeting. Draft minutes will be provided to the members of the Committee for review, prior to distribution. The approved minutes will also be included in the papers of the next Board meeting thru the Office of the Corporate Secretary and will be made available for internal audit and BSP examination, upon request.

#### IV. Quorum and Voting

1. At least three (3) permanent members of the Committee, one of whom shall be an ID, shall constitute a quorum and every decision of the Committee members resolved or arrived at where there is a quorum shall be valid, unless a specific number of votes is required by existing laws and regulations. The Chairperson may appoint his or her alternate, in case he cannot attend.
2. In cases where a deadlock decision is arrived at during committee meetings, the matter being the subject of the deadlock shall be elevated to the Board of Directors for its decision.
3. Directors who participate through remote communication shall be deemed present, for purposes of quorum.

#### V. Duties and Responsibilities

ITSC shall recommend to the Board the information technology strategy and its implementation, together with relevant policies. To facilitate its oversight, the Committee will receive information from management (and external advisors) in relation to the following matters. These matters are not exhaustive and may change from time to time.

1. Technology Strategy and Innovation
  - The Bank's technology strategy with respect to a 3-8 year horizon;
  - The current and future technology architecture for the Bank;
  - Sourcing strategies for the Bank's selection and evaluation of the performance of its key external technology suppliers;
  - Emerging global technologies, trends and their potential plan for application within the Bank
2. Technology Operating Model and Governance
  - The Technology Governance and Operation model which describes the operating structure and key accountabilities for technology and the business;
  - Strategies related to the development of skills, capabilities, succession and development of key technology staff;
  - Policies, procedures, and standards relating to Information Technology shall be reviewed by ITSC at least annually.
3. Technology Investment Oversight
  - Proposals for all significant technology investments in capital value or categorized as high risk, including understanding the balance of the overall investment portfolio across risk return and strategy;
  - Quality reporting on the overall technology project portfolio health and critical individual technology projects;
  - Post implementation reviews of all key projects including the achievement of expected benefits and return on investment.

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4. Technology Operating Performance

Strategic benchmarking of Technology performance against committee service levels, and when available, with external peer groups from time to time.

5. Technology Risk and Security

- The effectiveness of disaster recovery plans and disaster recovery testing;
- Key technology security strategies and policies;
- Key technology risk and technology risk mitigation strategies, including the overall technology risk profile of the Bank;
- Investigations and reviews of security issues relevant to the Bank's technology processes / systems and major Technology Audit issues;
- The Bank's compliance with laws and regulations relating to its information technology activities

6. The ITSC shall also perform the following in order to assist the Board carry out its IT oversight:

6.1 Reviewing and recommending to the Board, management's strategies relating to technology and their alignment with the Bank's overall strategy and objectives;

6.2 Reviewing and monitoring management's strategies for developing or implementing new technologies and systems;

6.3 Increasing awareness of the technology changes and innovation in the marketplace;

6.4 Reviewing and recommending to the Board, new technology investments and monitoring and reviewing the post implementation results of all key technology projects;

6.5 Reviewing and recommending to the Board management's strategies for sourcing major technology supplies and monitoring the technology governance frameworks for third party suppliers;

6.6 Reviewing and monitoring the effectiveness of the IT Risk Management and Security plan; and

6.7 Reviewing and monitoring on a periodic basis of the Bank's IT performance against established plans by receiving periodic reports from the concerned units, including reports on: (a) SLA with business units and IT departments; (b) review and validation of established performance benchmarks; and (c) any deviation that should be escalated to the ITSC<sup>3</sup>.

## VI. Review and Performance Evaluation

1. The ITSC shall review and assess the adequacy of this Charter at least once every year and/or as deemed necessary.

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<sup>3</sup> Such as, reports on performance lower than benchmark, unmet service levels, system downtime that impacts availability, system issues that will impact reputational risk / involve monetary losses, and project issues/delays that will result to sanctions/monetary penalties.

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2. The ITSC shall conduct an annual review of its performance based on established self-assessment evaluation. The results thereof shall be reported to the Board through the Corporate Governance Committee of the Bank.

*Reviewed as of December 2024*

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