

**CHARTER OF THE
LEGAL COMMITTEE
OF THE BOARD OF DIRECTORS OF
PHILIPPINE NATIONAL CONSTRUCTION CORPORATION**

INTRODUCTION:

The purpose of the **Legal Committee** (the “**Committee**”) of the Board of Directors (the “**Board**”) of **Philippine National Construction Corporation** (the “**Company**”) is to review of legal issues that affect the company. The committee, together with Management and company’s Legal counsel, reviews legal matters that could have a material impact on the company’s financial operations. The committee also ensures company’s compliance with applicable laws and regulations.

RESOURCES AND AUTHORITY:

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain and terminate counsel and other experts or consultants, including sole authority to approve the third party’s fees and other retention terms. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company and may also request that any officer, employee or consultant of the Company, including the Company’s outside counsel, meet with any members of, or consultants to, the Committee.

ROLE:

The Committee generally shall consist of at least five members of the Board. The Board shall appoint the members of the Committee, one of whom shall be appointed by the Board as the Chairperson of the Committee, upon consideration of the recommendations of the Governance and Nominating Committee of the Board. The Board may also remove a Committee member from membership on the Committee at any time, with or without cause, after considering the recommendations of the Governance and Nominating Committee.

Members shall qualify for service on the Committee based primarily upon their ability to further the Committee’s purposes and to assist the Committee in meeting its duties and responsibilities.

ORGANIZATION:

The Chief Executive Officer or President of the Company, the Chairman of the Board or any member of the Committee may call a meeting of the Committee at any time. It is anticipated that the Committee will meet as required to review relevant issues, generally in conjunction with the regularly scheduled meetings of the Board, and from time to time as otherwise required or appropriate. A majority of the Committee members shall constitute a quorum for the transaction of business. To the extent permitted by the Company’s Articles of Incorporation, By-laws and

Manual on Corporate Governance, the Committee may also take action by unanimous written consent.

The Committee in its sole discretion may invite members of management and others to attend meetings and provide pertinent information.

The Committee will:

1. Provide legal expertise to the Board and to give recommendations regarding legal matters whenever needed.
2. Inform the members of relevant legal developments, including proposed international conventions, that involve issues such as civil liability, insurance, corporate social responsibility and related matters.
3. Consider and report or recommend to the Board on matters pertaining to compliance, oversight and legal issues.
4. Provide advice and counsel to the Board and the Committees of the Board.
5. Provide board level oversight and review of the significant legal affairs of the Company

MISCELLANEOUS:

Nothing in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purpose and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities. This Charter is intended to be consistent with, and should be read in conjunction with, the Company's Manual on Corporate Governance.

Approved : April 10, 2019 BD 39-2019