



CHARTER OF THE RISK OVERSIGHT COMMITTEE

1. Purpose

The Risk Oversight Committee of the Board of Directors of DMCI Holdings, Inc. (“the Company”) is a separate and stand-alone committee established by the Board to provide adequate support in fulfilling the Board’s oversight function in relation to risk governance in the Company. The assistance includes ensuring that internal control procedures and risk management systems are in place and are operative as well as effective.

2. Committee Structure

The Committee shall be composed of at least three (3) members of the Board, majority of whom shall be independent directors of the Company. The Board shall designate one member, who must be an independent director, to serve as the Committee Chairman.

3. Roles and Responsibilities

The Committee shall have the following roles and responsibilities:

1. Promote an open discussion regarding risks faced by the Company, as well as risks faced by its subsidiaries that may have potential impact on the Company’s operations, and ensure that risk awareness culture is pervasive throughout the Company.
2. Review the Company’s risk management function, such that senior management is properly positioned, staffed and resourced, and that senior management carries out its risk management responsibilities effectively.
3. Oversee and work with the Company’s Chief Risk Officer, the Company’s General Counsel or his or her designee, the Company’s Chief Compliance Officer, when designated and outside legal counsel and regulatory consultants as needed, to recommend a risk profile of the Company to the Board for its approval. In defining the Company’s risk profile, the Committee shall consider with senior management the Company’s risk capacity, risk appetite, risk limits, current risk profile, risk exceptions and remediation protocols.

4. Review with senior management, the Company's ERM charter, policies and procedures for assessing and managing potential key risk exposures
5. Review disclosures regarding risk contained in the Company's Annual Report and other publicly-issued statements
6. Works with the Audit Committee in including in the Company's Annual Report a certification as to the adequacy of the Company's internal controls and risk management system.
7. Oversees the risk management function, including reviewing with management the guidelines and policies that govern the process by which risk assessment and risk management is undertaken.
8. Perform other activities related to this Charter as requested by the Board

4. Procedures and Administration

1. Meetings. The Committee shall meet at least twice a year, or more frequently as needed. Special meetings of the Committee may be held from time to time pursuant to the call of the Chair of the Committee. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings, shall set meeting agendas consistent with this Charter and shall, when present, preside at all meetings of the Committee.
2. Quorum. A majority of the Committee members shall constitute a quorum at any meeting but a less number may adjourn any meeting, from time to time. If a quorum is present, the Committee may take action through the vote of a majority of the directors who are in attendance.
3. Reporting to the Board. The Committee shall submit an annual report to the Board, containing recommendations or issues that arise with respect to the Company's risk awareness, risk profile and risk management.
4. Independent Advisors. The Committee has the authority (without seeking Board or management approval) to select, retain and terminate special risk management, advisors to assist the Committee in performing its responsibilities under this Charter.
5. Annual Performance Evaluation. The Committee shall review its performance annually with respect to the fulfilment of its functions and responsibilities as mandated in this Charter. It may also subject itself to an independent assessment by the Board of Directors.
6. Access to Information. The Committee shall have full, free and unrestricted access to the Company's management, officers, employees, outside counsel and independent auditors to assist the Committee in performing its duties under this Charter and the Committee may, upon reasonable notice, require the Company's

management, officers, employees, outside counsel and independent auditors to meet with one or more of the Committee's Advisors.

5. Review

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