



VICTORIAS MILLING COMPANY, INC.

EXECUTIVE COMMITTEE CHARTER

I. PURPOSE

1. The purpose of the Executive Committee shall be to function on behalf of the Board during intervals between meetings of the Board, as deemed necessary.
2. It is the general intention that all substantive matters in the ordinary course of business be brought before the full Board for action, but the Board recognizes the need for flexibility and ability to respond to substantive matters which, in the opinion of the Chairman of the Board, should not be postponed until the next previously scheduled meeting of the Board.
3. Actions and any recommendations of the Committee shall be reported to the Board of Directors at its next regular meeting.
4. The Committee shall review and reassess the adequacy of this Charter on an annual basis.

II. COMPOSITION

1. The Committee shall be comprised of seven (7) members of the Board of Directors.
2. A quorum of the Committee shall consist of five (5) of its members. The approval of all actions and passing of resolutions at a meeting will be decided by the vote of four (4) of the Committee members present.
3. The Committee at its discretion may invite resource persons to attend its meetings.
4. The Officers of VMC are required to attend the Committee meetings, if and when they are to present matters or items that need immediate approval from the Committee. Such key officers include the COO, CFO, Controller, VP for Manufacturing and other officers with matters that require the attention of the Committee.
5. The Rehabilitation Counsel and the SEC - Appointed Rehabilitation Receiver are considered regular resource persons whose guidance, counsel, and advise are needed by the committee and therefore are requested to attend the regular meetings.

6. Members of the Committee and the resource persons invited to the meetings will receive an allowance for their attendance of such meetings as may be determined by the Compensation Committee of the Board.
7. VMC Officers however are not entitled to such allowance since their attendance to the meetings is in relation to their work as officers, consultants and or employees of VMC. They are however entitled to the normal travelling and accommodation expense benefits.
8. The chairman shall appoint a secretary of the committee who should be connected to VMC either as an employee, consultant or hired by VMC specifically for the purpose. The secretary shall be given an allowance per attendance and for work done for the Committee as approved by the Compensation Committee of the Board.
9. The Committee will keep proper minutes and all actions taken will be reported to the Board no later than the next Board meeting.

III. AUTHORITY & RESPONSIBILITIES

1. The committee is a creation of the Board to act and pass resolutions on the following matters:
 - a) Approve capital expenditures amounting to Php 5M above but not exceeding Php 25M.
 - b) Approve any and all asset disposals, sale or similar dispositions.
 - c) Perform oversight functions on current strategic initiatives identified by the Board.
2. The Executive Committee shall make regular reports to the Board.
3. The committee shall annually review its own performance.
4. Perform any and all functions which the Board of Directors may, from time to time, delegate to the Committee, acting for and in behalf of the board.

IV. SCHEDULE OF MEETINGS

1. The committee shall meet at least six (6) times in a year to take up matters for its action, confirmation and or notation.
2. As far as practicable, the committee shall meet two (2) weeks prior to the regular meeting of the Board to take up matters in the agenda in order to have enough time to discuss and act on matters that may require Board approval.

3. The Committee will keep adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous content.
4. When necessary the Committee may meet upon proper notification and when called upon to take up important and urgent matters for immediate action. The Chairman through the secretary of the Committee shall prepare the Agenda and properly notify the members of any such meetings whether regular or urgent meetings.
5. Such Agenda shall include, but is not limited to:
 - ~ Call to order
 - ~ Determination of quorum
 - ~ Review of previous minutes and matters arising from the minutes
 - ~ Acquisition and or disposal of assets
 - ~ Update on the 11 strategic initiatives
 - ~ Other matters
6. The Chairman of the Committee shall conduct the meetings or in his absence the Vice Chairman of the committee.
7. The Committee Chairman shall conduct all meetings and dispose of all matters presented before it in a timely and transparent manner taking into consideration all issues raised and all voices heard before an action or resolution is approved.
8. The Chairman may, upon consultation with all members present, decide to take up certain matters or issues presented before the committee, to the board at large for proper disposition.