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BOARD CYBERSECURITY COMMITTEE CHARTER

This Charter is hereby adopted by the Board of Directors (the “Board”) of Aboitiz Power Corporation (the “Company”) to outline the core duties and responsibilities and the basic review processes of the Board Cybersecurity Committee (the “Committee”).

A. Purpose

The purpose of the Board Cybersecurity Committee is to carry out the responsibilities delegated by the Board of the Company in relation to its duty to provide strategic direction and ensure the establishment of a system of governance (processes, policies, controls, and management) for the Company and its Strategic Business Units (“SBU”, collectively the “Aboitiz Group”) on matters relating to cybersecurity.

B. Structure

1. Membership

The Committee shall consist of at least three (3) directors. At least one (1) of the members of the Committee must be an independent director, and one (1) member is the Chairman of the Board Risk and Reputation Management Committee.

In the performance of its duties and responsibilities, the Board may appoint external consultants or key officers within the Aboitiz Group who are subject-matter experts to act as ex-officio, non-voting members.


2. Chairman

The Chairman of the Committee will be appointed by the Board and must be a non-executive director of the Board.

3. Term

The members of the Committee shall be appointed by the Board during its annual organizational meeting. Each member shall serve up his or her appointment until the next organizational meeting of the Board unless earlier removed or replaced.

The members of the Board may be removed or replaced, with or without cause, by a majority vote of the directors present in the Board meeting, where there is a quorum.


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Any vacancy in the Committee shall be filled by a majority vote of the directors present in the Board meeting, where there is a quorum.

C. Duties and Responsibilities of the Committee

To carry out its purposes, the following are the duties and responsibilities of the Board Cybersecurity Committee, among others:

- 1) Ensure that cybersecurity-related strategies and implementation plans are aligned with the overall business objectives of the Aboitiz Group;
- 2) Review and assess the adequacy of the Group’s cybersecurity programs and strategies against industry benchmarks and best practices, and make recommendations on enhancements.
- 3) Assess the effectiveness of the Group’s data breach incident response and recovery plan, including disclosure, investigation, remediation, and post-breach security measures.
- 4) Provide oversight and understand the Group’s cybersecurity risks, including the potential likelihood, frequency and severity of cyber-attacks and data breaches.
- 5) Oversee activities related to cyber security programs and top-level policies that include privacy and security issues; Review significant cybersecurity investments and expenditures and make recommendations, where appropriate.
- 6) Assess the potential impact of cybersecurity risks on the Aboitiz Group’s businesses, operations, and reputation and endorse to the Board Risk and Reputation Management Committee, at least annually, the Aboitiz Group’s: (i) risk appetite and risk tolerance of the Company and its SBUs in terms of cybersecurity, (ii) risk management objectives and strategies with respect to cybersecurity; and (iii) cybersecurity-related business continuity and recovery plan.
- 7) Ensure that cybersecurity programs capitalize on opportunities, create business value, comply with laws and regulations, and manage threats, including issues that may arise from changing trends in the regulatory landscape, developments in the industry, and innovations in technology.
- 8) Review and approve, at least annually, any amendments or improvements to the Aboitiz Group cybersecurity programs, initiatives, and other related policies.

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	Document Title: <p style="text-align: center;">Board Cybersecurity Committee Charter</p>	Effective Date: March 5, 2021
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D. Authorities of the Committee

The Committee shall have the authority to undertake any action as it may deem necessary in the performance of its duties and responsibilities set forth in this Charter. The Committee shall have the following authorities, among others:


- 1) Periodically receive reports and regular updates from management on relevant matters involving cybersecurity-related concerns, strategies, implementation programs, issues and challenges, and other relevant matters as the Board may deem necessary;
- 2) Require the attendance of any of the Company’s directors, officers, or other employees, or any other persons, whose advice and counsel are sought by the Committee, at any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate.
- 3) Engage, obtain advice, assistance, and authorize investigations into or studies of any matters within the Committee’s scope of responsibilities to any internal or external experts, consultants, or other advisors as it deems advisable. Expenses related to the fees of the said experts, consultants, or advisor, shall be approved in accordance with the Company’s delegated financial levels of authority.
- 4) Ensure compliance with regulatory standards and best practices on cybersecurity; and
- 5) Create and delegate authority to subcommittees as may be appropriate and in accordance with applicable laws or regulations. The governance structure of the subcommittees is found in Annex 2 of this Charter.

E. Meetings of the Board Cybersecurity Committee

1. Frequency of Meetings

The Committee shall formally meet at least four (4) times a year to discharge its duties and responsibilities as outlined herein. In addition to regular meetings, special meetings can be called by the Chairman of the Committee or any two members as required.

2. Notice of Meetings

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	Document Title: <p style="text-align: center;">Board Cybersecurity Committee Charter</p>	Effective Date: March 5, 2021
		Version Number: <p style="text-align: center;">1</p>
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The notice of the Committee meetings shall be given four (4) weeks prior to the scheduled meeting. Notices for special meetings may be sent at least two (2) business days before the date of the special meeting. Notices may be sent in writing, through electronic mail, or by telefacsimile, among others.

3. Agenda

The Chairman, in consultation with the other members of the Committee, shall propose a list of items to be addressed by the Committee during the year. The Chairman shall ensure that the agenda for each Committee meeting is circulated to each member of the Committee two (2) weeks prior to the meeting and the presentation materials shall be circulated five (5) days prior to the date of the actual meeting in accordance with the existing Board Charter of the Company.

4. Quorum and Voting

A majority of all the members of the Committee present in person or by means of a video-conference, teleconference, or other modes of communication in which all persons participating in the meeting can completely and clearly hear each other shall constitute a quorum. The members participating in the meeting shall have received the agenda and all the materials for the meeting in accordance with the Board Charter of the Company.

The majority vote of all the voting members shall be required for the Committee to approve, authorize, or take any action.


5. Secretariat

The Office of the Corporate Secretary of the Company and the Aboitiz Group IT Security and Infrastructure Team shall jointly act as the secretariat of the Committee.

6. Minutes

All Committee meetings must be duly documented and filed, and shall be maintained with the books and records of the Company. The minutes of the Committee meetings must be available for review and approval not more than five (5) business days after the meeting and for signature at the next committee meeting.

7. Per Diems

	Document Type: <p style="text-align: center;">Charter</p>	Document Number: AGW-ITS-MN-002
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		Version Number: <p style="text-align: center;">1</p>
		Information Classification: <p style="text-align: center;">Internal</p>

The Committee members shall be entitled to per diems for every attendance to a Committee meeting.

F. Reports of the Board Cybersecurity Committee

The Chairman of the Committee shall submit to the Board a copy of the reports of the Committee meeting within six (6) calendar days prior to the meeting of the Board and discuss with the Board the highlights of the matters discussed during the Committee meetings.

G. Resources of Board Cybersecurity Committee

The Committee may request that any director, officer, or employee of the Company, or other persons whose advice and counsel are sought by the Committee, to attend any of its meetings to provide such pertinent information as the Committee may require.


The Committee has the sole authority to appoint, retain and terminate, as it deems necessary or appropriate, any legal advisor or other consultants, including search firms or other professionals to advise and assist the Committee in fulfilling its duties and responsibilities. The Committee shall approve the fees to be paid as well as the terms of the engagement.

H. Assessment of the Performance of the Committee

The Board shall provide the standards for evaluating the performance and effectiveness of the Committee in fulfilling its duties and responsibilities as set out in this Charter and in the Company’s Manual on Corporate Governance.

I. Review of the Committee Charter


The Committee shall review this Charter at least annually and recommend, at the last Committee meeting of the year, any proposed changes to the Board for approval, together with such amendments as it deems necessary and appropriate in order to comply with the legal needs of the Company and any regulatory developments affecting thereto.

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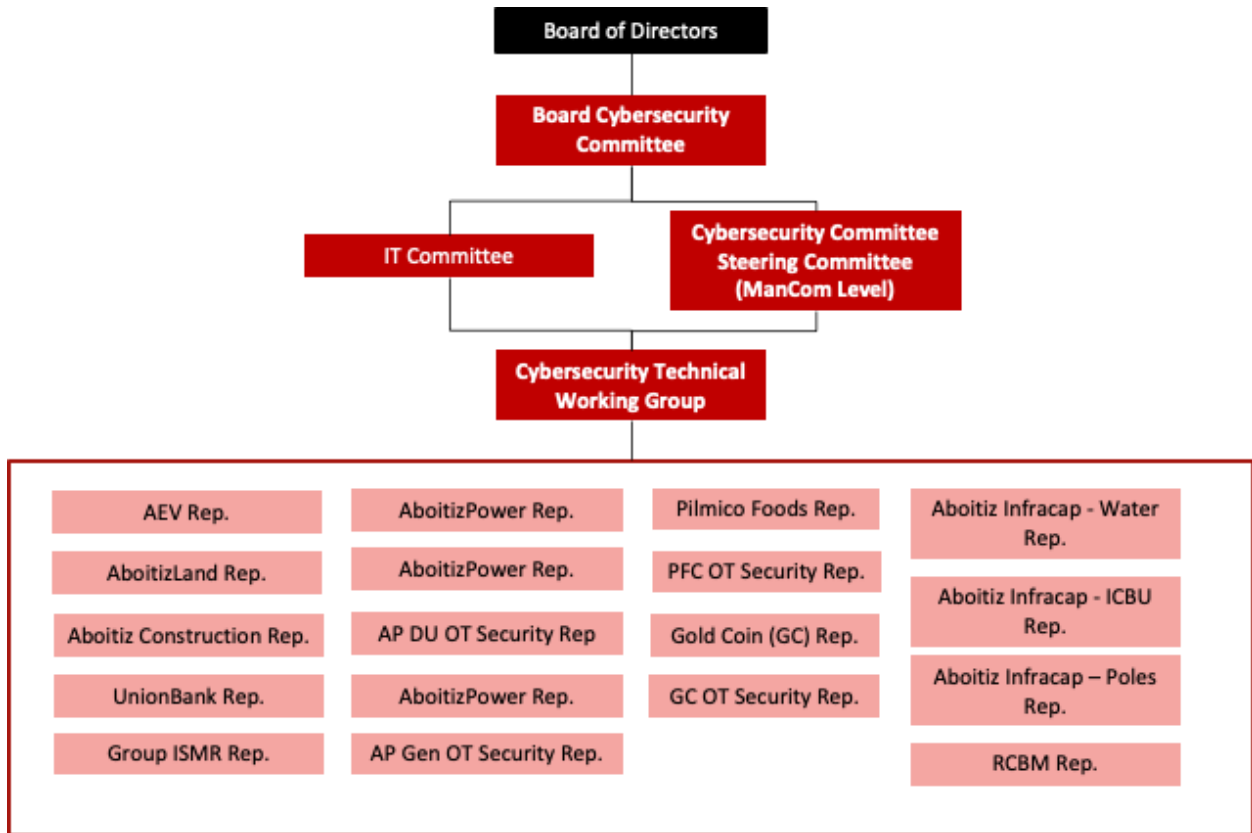
ANNEX 1. Definition of Terms

The following terms are used in this Charter with the respective meanings ascribed to such terms below, unless the context otherwise requires:


- A. **“Aboitiz Group”** shall mean the Aboitiz Power Corporation and its Strategic Business Units;
- B. **“Board”** shall mean the Board of Directors of Aboitiz Power Corporation;
- C. **“Company”** shall mean Aboitiz Power Corporation;
- D. **“Cybersecurity”** shall mean the ability to protect or defend the use of cyberspace from cyber-attacks. It is the protection of endpoints from all internal and external points of entries using interconnected systems, including hardware, software, and data, from cyberattacks. In a computing context, security comprises cybersecurity and physical security - both are used by enterprises to protect against unauthorized access to data centers or other computerized systems.
- E. **“Information Technology”** shall refer to anything related to computing technology, such as networking, hardware, software, the Internet, or the people that work with these technologies.
- F. **“Operational Technology”** shall refer to all hardware and software that detects or causes a change through the direct monitoring and/or control of industrial equipment, assets, processes and events.
- G. **“SBU”** shall mean the Strategic Business Units of Aboitiz Power Corporation.

	Document Type: <h2 style="text-align: center;">Charter</h2>	Document Number: AGW-ITS-MN-002
	Document Title: <h2 style="text-align: center;">Board Cybersecurity Committee Charter</h2>	Effective Date: March 5, 2021
		Version Number: <h3 style="text-align: center;">1</h3>
		Information Classification: <h3 style="text-align: center;">Internal</h3>

Annex 2. Governance Structure



Document Owner Charmane Valmonte Ana Aleta	Document Created by Sammy Dave A. Santos	Reviewer/s Charmane Valmonte Ana Aleta	Approvers Board of Directors
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