
REWARDS AND TALENT MANAGEMENT COMMITTEE CHARTER

I. PURPOSE

The Rewards and Talent Management Committee (“the Committee”) is appointed by the Board of Directors (“the Board”) to carry out the Board’s responsibilities relating to the following:

- a. Development and succession of Key Executives
- b. Corporation’s compensation principles and practices.
- c. Other Strategic HR Items as the Committee may deem appropriate.

II. MEMBERSHIP

The Committee shall be composed of at least three (3) members with at least one (1) independent director.

III. MEETINGS

The Committee shall meet at least once a year but can be as often as necessary to carry out its responsibilities. The Committee Chairman shall preside at each meeting and shall set the agenda. However, in the event that the Committee Chairman is not available for the meeting, the Committee members present at that meeting shall designate one of its members as the acting Chairman for that particular meeting.

The Committee may ask any officer or employee of the Bank to attend the meetings of the Committee or for such person to meet with any members of, or advisors to, the Committee.

The Committee has the authority to retain advisers when it deems appropriate. The Committee shall be directly responsible for the compensation and oversight of the advisors that it retains.

The Committee secretariat will be the Head of HR or as may be assigned by the Committee.

IV. DUTIES AND RESPONSIBILITIES

- a. Succession Planning

- i. The Committee shall approve the framework on the determination of the key and critical positions of the Bank.
- ii. The Committee shall continuously evaluate the capability and performance of officers in key executive positions and how this will relate to their compensation, including reviewing and approving the total cash compensation (annual base salaries and annual incentive opportunities) of Key Executives
- iii. The Committee shall establish an effective succession planning and program for key and critical positions the Bank which would include a system for the identification and development of potential successors.

b. Compensation and Rewards

- i. The Committee shall periodically review and the Bank's compensation philosophy, principles, and practices, including Director and Key Executive compensation.
- ii. The Committee shall approve the overall profit-sharing pool of the Bank.
- iii. The Committee shall ensure that the compensation program is appropriate for the job and ensure that it appropriately motivates employee and discourage excessive risk-taking.

c. Development and Training

- i. The Committee review the overall development and training philosophy, principles and practices.