

## CHARTER OF THE EXECUTIVE COMMITTEE

This Charter of the Executive Committee (“Charter”) was approved and adopted on \_\_\_\_\_ by the Board of Directors of Concepcion Industrial Corporation pursuant to its By-Laws and Corporate Governance Manual.

### 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:

“**Board**” shall mean the Board of Directors of the Company, as constituted from time to time.

“**Committee**” shall mean the Executive Committee of the Company, as constituted from time to time.

“**Committee Chairman**” shall mean the chairman of the Committee, as appointed from time to time.

“**Company**” shall mean Concepcion Industrial Corporation.

“**Director**” shall mean a duly elected member of the Board.

“**Member**” shall mean a member of the Committee, as appointed by the Board from time to time.

“**Secretariat**” shall have the meaning set forth in Section 3.3.

### 2. Purpose, Duties and Powers

2.1 The primary purpose of the Committee is to assist the Board by managing the operations of the Company between meetings of the Board.

2.2 The Committee shall have the following functions, duties and responsibilities:

- a.) exercise the powers of the Board in the management of the business and affairs of the Company during the intervening period between Board meetings except with respect to:
  - i. approval of any action for which stockholders’ approval is also required;
  - ii. filling of vacancies in the Board;

- iii. amendment or repeal of the By Laws or the adoption of new By Laws;
- iv. amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; and
- v. a distribution of cash dividends to the shareholders.

### **3. Composition**

- 3.1 The Committee shall be composed of at least three (3) Members who are all Directors, including the President & Chief Executive Officer. The Members and the Committee Chairman shall be appointed by the Board annually.
- 3.2 The Committee Chairman or any Member may be removed only by the Board.
- 3.3 The Corporate Secretary, or the nominee of the Corporate Secretary, shall act as coordinator of the Committee's meetings and such coordinator shall be responsible for providing secretarial and support services, including the recording and production of the minutes of meetings (the "**Secretariat**").

### **4. Committee Procedures**

#### **4.1 Meetings**

- (a) The Committee shall hold meetings at such times and places as it considers appropriate.
- (b) Meetings of the Committee shall be convened by the Committee Chairman.
- (c) A Committee meeting shall be convened upon notice in writing three (3) days prior to the meeting and specifying the place, date and time for the meeting and the matters to be discussed at the meeting.
- (d) Notwithstanding that a meeting is called by shorter notice, it shall be deemed to have been duly convened if it is so agreed by the Members present in the meeting at which there is a quorum. A Member may consent to short notice and may waive notice of any

meeting of the Committee and any such waiver may be retrospective.

- (e) Each Member shall give to the Secretariat an electronic mail address for the service of notices of meetings of the Committee.
- (f) Notice of a meeting of the Committee shall be deemed to be duly served upon a Member if it is given to him personally, or sent to him by electronic mail, as appropriate, given by him to the Secretariat in accordance with Sec. 4.1(e) above.
- (g) The quorum for a meeting of the Committee shall be at least a majority of the Members.
- (h) Resolutions at a meeting of the Committee at which there is a quorum shall be passed by a simple majority of votes of the Members present at such meeting.
  - (i) Each Member, including the Committee Chairman, shall have one (1) vote.
  - (ii) In case of an equality of votes, the Committee Chairman shall have a second or casting vote.
  - (iii) A resolution in writing signed by all Members shall be as valid and effective for all purposes as a resolution of the Committee passed at a meeting of the Committee duly convened, held and constituted. A written notification of confirmation of such resolution in writing sent by a Member shall be deemed to be his signature to such resolution in writing for such purpose. Such resolution in writing may consist of several documents, each signed by one or more Members.
- (i) If, within thirty (30) minutes from the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Committee Chairman may determine.
- (j) Members may participate in a meeting of the Committee through teleconference or video conference by means of which all persons participating in the meeting can hear each other.

#### 4.2 Minutes and Records

- (a) The Secretariat shall prepare the agenda of each Committee meeting in coordination with the Committee Chairman, collate documents pertaining to the matters in the agenda, prepare minutes of the meetings of the Committee and/or recall sheets of decisions made during meetings of the Committee, and keep records of the Committee.
- (b) The Committee shall cause records to be kept for the following:
  - (i) appointments and resignations of the Members;
  - (ii) all agenda and other documents sent to the Members; and
  - (iii) minutes of proceedings and meetings.
- (c) Any such records shall be open for inspection by any Member upon reasonable prior notice during usual office hours of the Company.
- (d) Minutes of any meeting of the Committee, if purported to be signed by the Committee Chairman, or by the chairman of the meeting, shall be conclusive evidence of the proceedings and resolutions of such meeting.
- (a) Directors who are not members of the Committee shall receive copies of the draft Minutes of the Committee meeting with their Board papers and approved copies upon request.

#### 4.3 Notice

- (a) Except for notice of meetings of the Committee which shall be given or issued in accordance with Section 4.1(f), any other notice or document to be given or issued to the Members may be served by the Committee upon any Member either (i) personally, or (ii) by mail, postage prepaid, addressed to such Member/Advisor at his address, (iii) by electronic mail, or (iv) by facsimile transmission.
- (b) Any notice sent by mail shall be deemed to have been served on the day following that on which the notice is mailed. In proving such service, it shall be sufficient to prove that the notice was properly addressed and mailed, postage prepaid. Any notice sent (i) by electronic transmission shall be deemed to have been received upon receipt of an electronic acknowledgment, and (ii) by facsimile

transmission shall be deemed to have been sent upon dispatch, as evidenced by the facsimile transmission confirmation report.

## **5. Authorities**

5.1 The Committee is authorized by the Board to:

- (a) Obtain any information reasonably necessary to the performance of the Committee's duties.
- (b) Obtain independent external professionals with relevant experience and expertise, to render advise on matters it considers necessary. The Committee shall have the authority to approve all reasonable related fees and terms of engagement of these independent external professionals for the account of the Company.

## **6. Remuneration of Members**

No fees or other remuneration shall be payable to the Members in respect of their services provided in connection with the Committee or in respect of their attendance at meetings of the Committee, save and except fees or remuneration authorized and approved by the Board for such purposes.

## **7. Committee Reports and Performance Evaluation**

- 7.1 The Committee Chairman or his designated representative shall report to the Board all actions of the Committee at the meeting of the Board following such actions.
- 7.2 The Committee shall evaluate its effectiveness periodically, with the end in view of ensuring that its performance is in line with best practice. Such evaluation must compare the performance of the Committee with the requirements of its Charter and the Corporate Governance Manual, set forth the goals and objectives of the Committee for the ensuing year and include any recommendation to the Board on any improvements to the Charter deemed necessary or desirable by the Committee.

## **8. Amendment**

This Charter shall not be amended, altered or varied, unless such amendment, alteration or variation shall have been approved by a resolution of the Board.