

# Bank of Commerce

## Trust and Investments Committee Charter

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| <b>Committee Name</b>                         | Trust and Investments Committee                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                       |
| <b>Short Name</b>                             | TIC                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                       |
| <b>Nature</b>                                 | Board Committee                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                       |
| <b>Responsibility Statement</b>               | The Trust and Investments Committee is a Board oversight committee primarily responsible for overseeing the fiduciary activities of the Bank.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                       |
| <b>Membership</b>                             | Designation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Member                                |
|                                               | Chairman                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Director                              |
|                                               | Regular Members                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | President                             |
|                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Chief Trust Officer                   |
|                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Two (2) Directors                     |
| <b>Support Personnel</b>                      | Designation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Member                                |
|                                               | Secretary                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Trust Strategic Management Department |
| <b>Composition, Qualifications and Voting</b> | <p>The members of the TIC are appointed annually by the Board of Directors. It shall be composed of at least five (5) members who shall include the President and the Chief Trust Officer. The three (3) other members including the Chairperson, may be any of the following: (1) non-executive directors or independent directors who are not concurrent members of the Audit Committee or (2) those considered as qualified independent professionals. The members of the TIC shall preferably have expertise and/or experience in trust or investment management activities or such professional experience in the relevant fields of banking, finance, economics, law, and risk management.</p> <p>The President, the Chief Trust Officer, or officers holding equivalent positions, shall not be appointed as the Chairman of the TIC.</p> <p>All decisions or resolutions of the TIC shall have the affirmative vote of at least a majority of the members of the Committee. TIC members who are officers of related companies or may be involved/interested in any transaction either for himself or thru a firm where he is a partner or has effective control shall inhibit from the deliberation and confirmation or voting on proposals/transactions concerning said companies.</p> |                                       |

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| <b>Resource Persons</b>            | The TIC may invite advisers/resource persons during committee meetings, provided that, such advisers/resource persons who are officers of related companies shall inhibit themselves from commenting on matters concerning Related Party Transactions ("RPT").                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>Duties and Responsibilities</b> | <p>The TIC shall carry-out the following responsibilities:</p> <ol style="list-style-type: none"> <li>1. Ensure that fiduciary activities are conducted in accordance with internal policies, applicable laws, rules and regulations, and prudent practices. Such activities cover (i) account pre-acceptance, opening, administration, and termination, (ii) investment management and operations, and (iii) activities as delegated by the Board such as but not limited to the vetting and approval of RPT that fall below materiality threshold under the RPT policy of the Bank.</li> <li>2. Ensure that policies and procedures, which translate the Board of Directors' objectives and risk tolerance into prudent operating procedures, are in place and continue to be relevant, comprehensive and effective.</li> <li>3. Oversee the implementation of the risk management framework and ensure that internal controls are in place relative to the fiduciary activities.</li> <li>4. Adopt an appropriate organizational structure/staffing pattern and operating budgets that shall enable the Trust Services Group to effectively carry out its functions.</li> <li>5. Oversee and evaluate the performance of the Chief Trust Officer.</li> <li>6. Conduct regular and special meetings.</li> <li>7. Report regularly to the Board of Directors on matters arising from fiduciary activities.</li> </ol> |
| <b>Meeting Schedule</b>            | <p>The TIC shall meet monthly or more frequently if necessary. Special meetings may also be called by the Chairman as necessary.</p> <p>The meetings may be conducted through modern technologies such as, but not limited to, teleconferencing and video-conferencing as long as the committee members attending the meeting can actively participate in the deliberations on matters taken up. Every TIC member shall participate in at least fifty percent (50%) of all committee meetings every year.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Materials for Agenda</b>        | The Agenda together with the appropriate briefing materials shall be prepared and provided in advance to its members.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Quorum</b>                      | A majority of the members shall be necessary to constitute a quorum.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Resolution</b>                  | All decisions or resolutions of the TIC shall have the affirmative vote of at least a majority of the members of the Committee who are entitled to vote and have participated in the discussion/deliberation of the proposal/transaction.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |

**Evaluation and  
Reports**

The TIC shall keep written minutes of meetings which shall be maintained in the books and records of the Bank to be available to regulators during examination.

The minutes of the TIC shall be subject to notation and confirmation of the Board of Directors.

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