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|  | AYALA LAND, INC. RISK COMMITTEE CHARTER | | INITIAL ISSUE DATE |
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A. Introduction

In line with best corporate governance practices and to ensure effective management of strategic, operational, financial and compliance-related risks, the Board of Directors of Ayala Land, Inc. (the "Corporation") created the Risk Committee (the "Committee") to support it in the performance of its oversight functions of the Corporation's risk management activities through continuous input, evaluation and feedback on the effectiveness of the Corporation's risk management process.

B. Committee Structure


The Committee shall be composed of three (3) members, one of whom shall be an independent director who shall be its Chairman. Each member must possess an adequate understanding of the management, assessment and mitigation of risks to which the Corporation is or may be exposed to.

C. Authority, Roles and Responsibilities of the Committee

The Committee shall have the following authority, roles and responsibilities:

1. Ensure that an overall set of risk management policies and procedures exist for the Corporation.
2. Review the adequacy of the Corporation's risk management framework / process.
3. Review the results of the annual risk assessment done by the Chief Risk Officer (CRO), including the risks identified, their impact or potential impact on the Corporation's business and the corresponding measures to address such risks.
4. Evaluate the risk assessment report submitted by the CRO on a periodic basis, which may include existing and emerging risks faced by the Corporation and/or its subsidiaries as well as the risk mitigation strategies and action plans adopted by Management.
5. Monitor the risk management activities of the Corporation and evaluate the effectiveness of the risk mitigation strategies and action plans, with the assistance of the internal auditors. This includes ensuring that the Corporation maintains a framework for fraud prevention and detection (i.e. Whistleblower Program) and plans for business continuity (i.e. Business Continuity Plan)
6. Meet periodically with Management to discuss the Committee's observations and evaluation on its risk management activities.

This policy notwithstanding, Management shall remain primarily responsible for the development, implementation and reporting of the risk management framework, process and strategies intended to address the identified risks.

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D. Meetings and Schedule of Activities

The Committee shall meet at least twice a year, or more frequently as needed. All meetings shall be presided by the Committee Chairman and attended by all committee members, whether in person or via teleconference or videoconference. The presence of the majority of the members shall be necessary to constitute a quorum for the transaction of business.

Separate executive sessions may be conducted by the Committee with the CRO, Chief Finance Officer (CFO), Chief Audit Executive (CAE), other members of the Management team and/or external auditors to foster open communication and discuss any matter that the Committee believes as needed to be discussed in private.

Aside from regular meetings, the Committee shall also agree on an annual calendar, which will lay down the schedule of activities for the year. This shall provide a systematic guide for the discharge of the Committee's responsibilities. Accordingly, the CRO shall ensure that the schedule is followed as planned.

E. Reporting Procedure


The Committee Chairman shall submit and present a report to the Board, containing updates on all actions taken by the Committee at the Board meeting following the Committee meeting.

The Committee Chairman will also submit and present an annual Risk Committee report to the Board during its first meeting following the immediate calendar year. The annual report shall include a summary of the Committee's activities during the year, an over-all assessment of its performance and recommendations for improvement.

F. Functional and Secretariat Support

The Risk Management Division shall support the Committee in the performance of its functions, specifically:

1. Risk Management Division shall provide all the secretariat support to the Committee.
2. The CRO and CAE shall attend all the Committee meetings.
3. The Risk Management Division shall keep all minutes of the meetings, recorded and prepared by the designated Secretary to the meeting and make these available for inspection by any member of the Committee or the Board, as and when requested.

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G. Other Matters

1. Performance Evaluation

The Committee shall review its performance annually with respect to the fulfilment of its functions and responsibilities as mandated in this Charter. The Board of Directors shall conduct an independent annual assessment of the Committee's performance.

2. Annual Charter Review

This Charter shall be reviewed annually by the Committee to ensure its continuing adequacy and consistency with the Board's objectives and responsibilities. Any proposed changes shall be approved by the Board.

3. Access to Information

The Committee shall have reasonably free and full access to the Corporation's data, records and properties, as well as information from employees, officers, directors or external parties that may be relevant in monitoring and assessing risk exposures and their implications to the Corporation.

Endorsed for Approval:

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| <hr style="border: 0; border-top: 1px solid black; margin-bottom: 5px;"/> Risk Committee Chair | <hr style="border: 0; border-top: 1px solid black; margin-bottom: 5px;"/> Risk Committee Member | <hr style="border: 0; border-top: 1px solid black; margin-bottom: 5px;"/> Risk Committee Member |
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Approved by:

 ALI Chairman of the Board

Date Approved: