

**I-REMIT, INC.
EXECUTIVE COMMITTEE CHARTER**

I. Purpose and Objectives

Except as provided in Section 35 of the Corporation Code and the Amended By-Laws of I-Remit, Inc. (the "Company"), the Executive Committee ("Committee") shall have and shall exercise all such powers as may be delegated to it by the Board of Directors ("Board") of the Company.

II. Organization and Composition

The Board may, by resolution or resolutions passed by a majority of all its members, create the Executive Committee whose members shall be appointed by the Board. The Committee shall consist of at least three (3) members, all of whom shall be members of the Board. The Board shall have the power to change the members of the Committee at any time, to fill vacancies therein and to discharge or dissolve the Committee with or without cause. The Board shall appoint the Chairman of the Executive Committee ("Chairman").

III. Authority and Responsibilities

1. The Committee shall have and may exercise all the powers and authority of the Board in the management and direction of the business and affairs of the Company except for those matters which are expressly delegated to another committee of the Board and matters which, under Section 35 of the Corporation Code, or the Company's Articles of Incorporation or By-Laws, cannot be delegated by the Board.
2. The Committee, in the performance of its functions, may obtain advice and assistance from internal or external legal, accounting, or other advisors and recommend approval of the fees and other retention terms related to any such external counsel, consultants, and advisors to the Board.
3. The Committee may form and delegate authority to subcommittees where appropriate.
4. The Committee shall annually review and assess its performance.
5. All actions of the Committee shall be reported to the Board at the meeting next succeeding such action. Such a report shall be made in the form of the written minutes of the meeting of the Committee which shall be mailed or delivered to all members of the Board before its regular monthly meeting.
6. The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

IV. Meetings and Quorum

1. A majority of the members shall constitute a quorum for the transaction of business and every decision of a majority of the quorum duly assembled shall be valid as an act of the Committee. Each member shall have one (1) vote.
2. Regular meetings may be held at such time and place and upon such notice, if any, as the Committee may prescribe. However, at the minimum, the Committee shall meet at least once a month. Special meetings may be called by the Chairman of the Committee or by request of a majority of the Committee members with at least one day notice of the time and place of the meeting, given personally or by letter, telegram, telephone, electronic mail, short messaging system, or facsimile. Meetings may be held at any time and place without notice if all the members are present or of those not present waive notice in writing before or after the meeting.

Approved by the Board of Directors

By:



Bansan C. Choa
Chairman and Chief Executive Officer

Date: January 18, 2013

REPUBLIC OF THE PHILIPPINES)
PASIG CITY) S.S.

SECRETARY'S CERTIFICATE

MARIA CECILIA V. SORIA, of legal age, Filipino, with office address at 2704 East Tower, Philippine Stock Exchange Centre, Exchange Road, Ortigas Center, Pasig City, being the duly elected and qualified Corporate Secretary of **I-REMIT, INC.** (the "Corporation"), a corporation organized and existing under the laws of the Philippines, under oath, does hereby certify that, during the meeting of the Board of Directors of the Corporation held on 18 January 2013, at which meeting a quorum was present and acting throughout, the Board approved the following resolution:


"RESOLVED, that **I-REMIT, INC.** (the 'Corporation') approve, as it hereby approves the charters of the following committees:

1. Executive Committee;
2. Nomination Committee; and
3. Compensation Committee."

IN ATTESTATION OF THE ABOVE, this Certificate was signed this 23 day of JAN 2013 January 2013 at Pasig City.


MARIA CECILIA V. SORIA
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 23 day of January 2013 at Pasig City, affiant exhibiting to me her Community Tax Certificate No. 01368775 issued on 16 January 2013 at Manila and Tax Identification No. 908-911-456.


CAROL N. DEANG
Notary Public for and in the Cities of Pasig, Taguig
San Juan and Municipality of Pateros
Appointment No. 227 (2012-2013)
Commission Expires on December 31, 2013
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