

EEI Risk Management Committee Charter

Purpose

The Risk Management Committee is appointed by the Board from among its members. The Committee oversees the enterprise risk management practices of the company, including management's ability to assess and manage the company's risks and provides an open communication between management and the Board in order to effectively manage risks.

Authority

The Board supports and endorses the establishment of the Risk Management Committee. The Risk Management Committee is authorized by the Board to:

- a. Have direct access to complete and open communication with management and be entitled to request and inspect relevant corporate records and reports as it may deem desirable and appropriate.
- b. Ask any officer or employee to attend its meetings and provide necessary information.
- c. Seek outside legal or other independent professional advice.
- d. Review adequacy of this Charter periodically and recommend any proposed changes to the Board for approval.

Responsibilities

The Risk Management Committee shall have the following responsibilities:

- a. Review and approve the enterprise risk management framework of the Company.
- b. Review and assess Management's risk management practices – from risk identification, assessment, control to monitoring.
- c. Oversee if risks are managed within tolerable levels by evaluating risk exposures and reviewing corresponding risk appetites.
- d. Evaluate significant risks and provide guidance on risk strategies for managing those risks.
- e. Review the development, ongoing review and all major changes to risk management policies.

Composition

Every year the Board appoints the Risk Management Committee members among its members for a period of one year.

- a. An independent director shall chair the Committee.
- b. The members shall have an adequate understanding of the risk management principles and practices.

Meetings

- a. The Committee together with the EEI CEO/President, CRO and Corporate Secretary will meet every quarter and more frequently if deemed necessary.
- b. At least the Chairman and one director must attend to constitute a quorum.
- c. A Secretary shall be appointed by the Committee.
 - The Secretary distributes the agenda and supporting documents to all Committee members and other attendees prior to the proposed meeting.
 - The Secretary shall be responsible for keeping minutes of the meetings of the Committee, and circulating it to the members of the Committee for approval.

- d. Other members of management and external parties may be invited to attend any meeting of the Committee.
- e. Approved minutes will be submitted to the Board.

Reporting

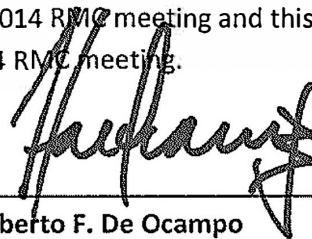
The Chairman of the Risk Management Committee shall submit a report every quarter to the Chairman of the Board and present the report to the Board during its meetings.

Effectiveness and Amendments of the Charter

Approved by the Board on [date].

This charter will be reviewed by the Board annually and will be amended as appropriate.

Note: This was discussed and approved during the September 26, 2014 RMC meeting and this version incorporates minor changes discussed during the December 8, 2014 RMC meeting.



Roberto F. De Ocampo
Chairman
EEI Risk Management Committee