

**POLICY STATEMENT**

The Board recognizes the importance of having a qualified and competent Board to achieve Company objectives as well as to protect the interest of all its stakeholders and shall ensure that proper nomination and election process is in place to attain this.

**OBJECTIVES**

To institute policy and process for the nomination and election of the Board of Directors.

**SCOPE AND COVERAGE**

The Policy applies to the nomination and election of the Board of Directors.

**GENERAL POLICIES**

1. The Board Corporate Governance Committee (the "Committee") shall oversee the process for the nomination and election of the Board of Directors.

*Qualifications and Disqualification*

2. The Committee shall pre-screen and shortlist all candidates nominated to become members of the Board of Directors in accordance with the list of qualifications and disqualifications as defined in the Company's Corporate Governance Manual with due consideration of the requirements of the Corporation Code, the Securities Regulation Code, the Code of Corporate Governance and relevant SEC Circulars (such as the SEC Memorandum Circular No. 16, Series of 2002 and SEC Memorandum Circular No. 19, Series of 2016), as may be amended, relating to the Board Directors.

*Required Certification*

3. Each letter of nomination shall require the submission of a Certification of Eligibility and Conflict of Interest Statement as support. The Certification shall state that the candidate:

- 3.1. Qualifies to be a director under the Corporation Code, the Securities Regulation Code and relevant SEC rules and regulations.
- 3.2. Has no conflict of interest. Conflict of interest is a situation in which the private interest or personal considerations of a nominee Director or such person's immediate family, or any organization or group in which such a person holds a position as a member, employee, officer, director, partner or stockholder, may be seen as competing with the interest or concerns of the Company.

*Nomination and Screening Period*

4. The certification shall state that in the event a disqualification or conflict of interest developed after the submission of the certification, the nomination is automatically withdrawn. The nominator/s and/or the candidate shall promptly inform the Company no later than forty-eight (48) hours after personal knowledge of such conflict and disqualification. Failure to inform the Committee shall not be a ground for continued qualification as Director if the Committee, in the exercise of its judgment and in good faith, determined from independent sources that the candidate is not qualified or has a conflict of interest.

5. All nominations for directors to be elected by the stockholders of the Corporation shall be submitted in writing to the Corporate Secretary of the Corporation at the principal office of the Corporation not earlier than thirty (30) business days nor later than twenty (20) business days prior to the date of the regular or special meeting of the stockholders for the election of the directors. Nominations which are not submitted within such period shall not be valid. Only stockholder of record entitled to notice of and to vote at the regular or special meeting of the stockholders for the election of directors shall be qualified to be nominated and elected a director of the Corporation.

6. Each nomination for independent director shall be documented in a Nomination Form (please refer to Exhibit 1). The identity of the nominating person or group and their signatures, must be clearly visible in such Form. The nominee's resume, which must include among others, the nominee's personal circumstances, education credentials and date of birth, must be attached to the Form together with the signed and notarized Conforme of the nominee (please refer to Exhibit 2), his Certification of eligibility as Director and the Conflict of Interest Statement (please refer to Exhibit 3) as a required in this Policy.
7. The Committee shall meet to pre-screen all nominees, and shall submit a Final List of Candidates to the Corporate Secretary on such date as may be unanimously agreed upon by the Committee and communicated to the Corporate Secretary, so such list may be included in the Company's Preliminary and Definitive Statements. The list of the nominees for election as members of the Board, as determined by the Committee, shall be final and no other nomination shall be entertained or allowed after the final list of nominees is prepared.
8. The Corporate Governance Committee shall be guided by and shall ensure compliance with the SEC Memorandum Circular No. 16 Series of 2002 in the conduct of the nomination and election process.

**EXHIBITS**

Exhibit 1 – Director Nomination Form

Exhibit 2 – Signed and Notarized Conforme of the Nominee

Exhibit 3 – Certification of Eligibility as Director and the Conflict of Interest Statement

**REFERENCES**

Code of Corporate Governance

SEC Memorandum Circular No. 16 Series of 2002

SEC Memorandum Circular No. 19, Series of 2016

**POLICY REVIEW**

The Corporate Governance Committee shall review the Policy annually to assess its effectiveness. The Committee shall discuss and recommend amendments to the Board, as it deemed necessary.

**EFFECTIVITY**

This Policy shall take effect upon approval by the Board of Directors and shall continue to be in full force unless superseded by new polices and guidelines.

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