

PRIME ORION PHILIPPINES, INC.

Nomination Committee Charter

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1. Purpose of the Nomination Committee

The purpose of the Nomination Committee (the “Committee”) is to assist the Board of Directors (“Board”) of Prime Orion Philippines, Inc. (the “Corporation”) in the screening and shortlisting of all candidates nominated to become a member of the Board in accordance with the qualifications and disqualifications for directors, as provided in the Corporation’s Manual on Corporate Governance (“Manual”).

The Committee shall also assist the Board in the screening and shortlisting of all nominees to positions requiring appointment by the Board.

2. Membership and Composition

- 2.1 The appointment of the Committee, including the designation of the Chair of the Committee and the designation of its members, shall be made on an annual basis by the majority of the Board during its organizational meeting or in case there is a vacancy, during the meeting of the Board constituting a quorum.
- 2.2 The Committee shall have a minimum of three (3) members of the Board, one of whom shall be an independent director.
- 2.3 The Chairman of the Committee or any of its members may be removed from the Committee only by majority vote of the Board.

3. Responsibilities

The Committee shall have the following responsibilities:

- 3.1 Screen and shortlist all candidates nominated to become a member of the Board in accordance with the qualifications and disqualifications as provided in the By-laws of the Corporation, the Manual, applicable laws, rules and regulations;
- 3.2 Identify and recommend qualified individuals for nomination and election as additional directors or to fill Board vacancies as and when they arise. The election of such additional or replacement directors shall be done in accordance with By-laws of the Corporation, the Manual, applicable laws, rules and regulations;
- 3.3 Screen and shortlist all nominees to positions requiring appointment by the Board;
- 3.4 Review the size and composition of the Board, and make such recommendations to the Board to ensure compliance with the By-laws of the Corporation, the Manual, applicable laws, rules and regulations; and
- 3.5 Perform such other responsibilities that may be delegated to the Committee by the Board from time to time.

4. Meetings and Process

- 4.1 The Committee shall hold meetings at such times and places as the Committee shall determine. Notice of the meeting of the Committee shall be deemed to be duly served upon a member if it is given to him/her personally, or sent to him/her by mail, email or facsimile transmission to his/her address or facsimile number, as appropriate. Notice

of each meeting shall be given at least three (3) working days prior to meeting date. The Chairman of the Committee, any member of the Committee or the Corporate Secretary can call a meeting of the Committee.

- 4.2 Attendance of at least two (2) Committee members shall constitute a quorum for the Committee to transact business.
- 4.3 The Corporation's Corporate Secretary shall be the secretary of the Committee. Full minutes of the Committee meeting shall be kept by the Corporate Secretary.
- 4.4 The President, Chief Executive Officer and Chief Financial Officer may be requested to attend Committee meetings. As and when appropriate, the Committee may require other members of the Board to be present at the meetings.
- 4.5 The Chairman of the Committee shall report to the Board on the decisions and recommendations made by the Committee following each meeting.

5. Performance Evaluation

- 5.1 The Committee shall review its performance annually with respect to the fulfillment of its functions and responsibilities as mandated in this Charter.
- 5.2 The Committee shall assess its performance through a self-assessment form.

6. Amendment

Any amendment or revision to this Charter must be approved by resolution of the majority of the Board of Directors.

Approved this _____ day of _____:

Felipe U. Yap Committee Chairman	Yuen Po Seng Committee Member	Victor C. Say Committee Member
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