



METRO PACIFIC INVESTMENTS CORPORATION
Governance, Nomination, and Sustainability Committee Charter

Section 1. Functions

The Governance, Nomination, and Sustainability Committee (the "Committee") shall assist and advise the Board of Directors (the "Board") with respect to, among others: (a) the establishment and review of the sustainability goals, strategies and initiatives of Metro Pacific Investments Corporation (the "Company") and its subsidiaries (collectively, the "Group"); (b) the identification and management of the significant economic, environmental, social and governance issues of the Group's operations and their impact on relevant stakeholders; (c) the development and implementation of corporate governance principles and policies; (d) the review and monitoring of training and continuous professional development of directors and senior management; (e) the review and monitoring of the Group's policies and practices on compliance with legal and regulatory requirements; (f) the development and implementation of the Board's performance evaluation process; (g) the review and evaluation of the qualifications of all persons nominated to the Board and other appointments that require Board approval; and (h) the assessment of the Board's effectiveness in the process of replacing or appointing new members to the Board and/or Board Committee.

Section 2. Key Responsibilities

To perform these functions, the following are the specific responsibilities of the Committee:

A. Sustainability

1. Provide oversight in identifying the material economic, environmental, ethical and social impact of the Group's businesses and operations and determine their effect on its long-term objective to be recognized as a responsible and sustainable business and significant contributor to nation-building.
2. Oversee the development of the Group's sustainability framework and policies with a view of creating value not only for the Group but also for the nation at large.
3. Monitor overall Group support and alignment with globally-recognized sustainability standards and best practices.
4. Oversee the review and monitoring of: (a) new and innovative technologies; (b) current and proposed partnerships and collaborations with stakeholders, and (c) communication strategies that will support the Group's sustainability initiatives.
5. Oversee the Group's social investments and commitments to making a meaningful impact to various stakeholders, the communities in which the Group operates, and the environment in general.
6. Ensure the full alignment of the Group's sustainability policies and initiatives and lead the coordination of resources and efforts among the members of the Group as may be necessary.
7. Review and recommend to the Board for approval, the issuance and filing of the Company's Sustainability Report and other external sustainability reports to the Securities and Exchange Commission (the "SEC") and other government agencies.

B. Governance

1. Assist the Board in ensuring and overseeing the development of appropriate corporate governance principles, structures, and policies for the Group in order to establish and maintain good governance and high ethical standards in the Group.
2. Assist the Board in reviewing the effectiveness and appropriateness of the Company's Mission, Vision and Values and strategy at least every two (2) years or whenever necessary.
3. Oversee the annual review and assessment of the adequacy and effectiveness of the Corporation's corporate governance principles, structures and policies, including the Revised Manual of Corporate Governance and the Code of Ethics, and ensure their compliance with applicable laws and regulations, and recommend any desirable changes thereto for approval by the Board.
4. Specify annually the elements of the Board's corporate governance improvement program and recommend to the Board the development of corporate governance principles, structure, best practices and rules for adoption by the Group, and assist the Board in the implementation thereof.
5. Establish the appropriate evaluation system for purposes of monitoring and assessing compliance with the SEC Revised Manual of Corporate Governance and the applicable provisions of the Company's Manual on Corporate Governance by the Corporation, the Board, and Management. Such evaluation system should be approved by the Board.
6. Review and endorse to the Board recommendations of the Compliance Officer in relation to violations of provisions and requirements of the SEC Revised Manual of Corporate Governance and other corporate governance rules applicable to the Corporation, including the Corporation's Manual on Corporate Governance.
7. Review annually the Charters of all Board Committees and recommend to the Board any needed changes. In reviewing the Charters of the Board Committees, the Committee should consult with the members and the Secretariat of the concerned Board Committee. The Committee's recommendation on any change in any of the Charters shall be submitted to the Board for approval.
8. Assist the Board in the establishment and implementation of an appropriate performance evaluation/self-assessment process for the Board, the individual Board members, the Board Committees, and the annual performance evaluation of the President and CEO.
9. Design an orientation program for new directors and related continuing education program for existing directors.
10. Oversee the continuing corporate governance communication and education programs for the Board members, officers and employees of the Company.
11. Review annually the prescribed Full Business Interest Disclosure of all incoming directors and officers.
12. Review the appointment and replacement of the Chief Governance Officer ("CGO"), who shall provide the Committee the summaries of and, as appropriate, the significant reports to Management prepared by the Corporate Governance Office and Management's responses thereto.
13. Ensure that the Chairman of the Committee or, in his absence, another Member of the Committee or his duly appointed delegate be available to answer questions at the Annual Stockholders' Meeting.

14. Whenever applicable, ensure that the Chairman of a meeting shall provide an explanation as to the detailed procedures for conducting a poll and then answer any question from shareholders regarding voting by way of a poll.
15. Ensure that all directors have access to the advice and services of the Corporate Secretary to ensure that Board procedures, and all applicable law, rules and regulations are followed.
16. Assist the Board in the adoption of guidelines on the number of directorships that its members can hold in publicly listed corporations in the Philippines, always making sure however that the shareholders' legal right to vote and be voted as directors remains inviolable. The number should take into consideration the ability of the director to diligently and efficiently perform his duties and responsibilities and the nature and kind of corporations he may be director of, regardless of the number of directorships he may be holding.
17. Undertake such duties and responsibilities as may be provided by the Company's Articles of Incorporation, Bylaws and Revised Manual on Corporate Governance.

C. Nomination

1. Review and monitor the structure, size and composition of the Board and make recommendations to ensure that directors possess all the qualifications and none of the disqualifications as provided in applicable laws, regulations, listing rules and the Corporation's policies.
2. Pre-screen and shortlist candidates nominated to become a member of the Board in accordance with the qualifications and disqualification criteria as provided in applicable laws, regulations, listing rules and the Corporation's policies, and such other factors which the Committee may deem appropriate such as judgment, skill, experience with other business organizations of a size comparable to that of the Corporation, the integrity of the candidate's experience with the experience of other Directors, and possible conflict of interest.
3. 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 applicable laws and regulations.
4. Review with the Board on an annual basis the appropriate skills and characteristics required on the Board in the context of the strategic direction of the Company.
5. Recommend Committee assignments, including Committee Chairmanships, to the full Board for approval after receiving advice from the Chairman of the Board and CEO and with consideration of the desires of individual Board members.
6. Assess the effectiveness of the Board's processes and procedures in the election or replacement of Directors.
7. Recommend to the Board and/or the Management the conduct of a comprehensive, formal and tailored induction for every newly appointed director of the Company on the first occasion of his appointment.
8. Recommend to the Board and/or the Management the adoption of a policy requiring each director to disclose to the Company at the time of his appointment, and in a timely manner for any change, the number and nature of offices held in public companies or organizations and other significant commitments, with the identity of the public companies or organizations on an annual basis.

9. Undertake such duties and responsibilities as may be provided by the Company's Articles of Incorporation, Bylaws and Revised Manual on Corporate Governance.

Section 3. Composition

1. The Committee shall be composed of at least three (3) members (the "Members"), a majority of whom shall be directors. The Members of the Committee, including the Chairman, shall be appointed by the Board annually.
2. The Board may appoint one or more persons to serve as advisor(s) to the Committee (an "Advisor"). Advisors shall have the right to attend and speak at any meeting of the Committee, but shall have no right to vote in respect of any action by the Committee.
3. The Chairman may be an Advisor.
4. The Chairman or any Member or Advisor of the Committee may be removed from office only by the Board.
5. The CGO and the Chief Sustainability Officer ("CSO") of the Company shall provide the necessary staff support to the Committee.

Section 4. Committee Procedures

A. Meetings

1. The Committee shall hold meetings at such times and places as it considers appropriate provided that not less than two (2) meetings shall be held each year.
2. Meetings shall be convened by the Chairman as and when he considers appropriate and the Chairman shall convene a meeting upon the request of a majority in number of the Members of the Committee.
3. A Committee meeting shall be convened by not less than one (1) week's notice in writing, specifying the place, date and time for the meeting and the general nature of the businesses to be transacted at the meeting. The Secretariat of the Committee shall ensure that pertinent materials for the meeting are properly and timely distributed to all Members.
4. Notwithstanding that a meeting is called by shorter notice, it shall be deemed to have been duly convened if it is so agreed by the Members present in the meeting at which there is a quorum.
5. Notice of a meeting of the Committee shall be deemed to be duly given to a Member if it is given to him personally, in writing or orally, or sent to him by mail, e-mail or facsimile transmission to his address, e-mail address or facsimile number, as appropriate, given by him to the Secretariat of the Committee.
6. A majority of all the Members shall constitute a quorum.
7. Members may participate in a meeting of the Committee through remote communication such as teleconference or video conference conducted in accordance with the provisions of SEC Memorandum Circular No. 6, Series of 2020 and by means of which all persons participating can hear each other.
8. Resolutions at a meeting of the Committee at which there is a quorum shall be passed by a simple majority of votes of the Members present at such meeting. Each Member, including the Chairman, shall have one (1) vote. Whenever a Member has a conflict of interest in a matter to be considered by the Committee which the Committee considers to be material, such interested Member shall abstain from voting on any Committee

resolution in which they or any of their associates have a material interest. The Committee shall decide on the matter without taking into consideration the position of the Member who has a material conflict of interest. In case of an equality of votes, the Chairman shall not have a second or casting vote.

B. Minutes and Records

1. The Committee shall appoint a Secretariat who shall issue notices and agenda for the meetings; disseminate meeting materials, if necessary; prepare minutes of meetings of the Committee and keep books and records of the Committee.
2. The Committee shall cause records to be kept for the following:
 - a. Appointments and resignations of Members of the Committee;
 - b. All agenda and other documents sent to the Members of the Committee; and
 - c. Minutes of proceedings and meetings of the Committee.
3. Any such books and records shall be open for inspection by any Member of the Committee upon reasonable prior notice during usual office hours of the Company.
4. The minutes of the meeting of the Committee, when signed by the Chairman of the Committee, shall be conclusive evidence of the proceedings and resolutions of such meeting.
5. The Secretariat shall ensure that the draft and final versions of the minutes of Committee meetings shall be sent to all Members for their comment and records, within one (1) month after the meeting.

Section 5. Remuneration of Members or Advisors

No fees or other remuneration shall be payable to the Members or Advisors in respect of their services provided in connection with the Committee or in respect of their attendance at meetings of the Committee, except the per diem or remuneration authorized and approved by the Board or any fees or remuneration to such Member or Advisor that would otherwise be entitled to in his capacity as consultant, advisor or employee of the Company.

Section 6. Resources and Authorities

1. The Committee shall have the resources and authorities appropriate to discharge its functions, duties and responsibilities, including the authority to obtain advice from external consultants and functional specialists within the Company.
2. The Committee shall report directly to the Board on its decision or recommendation, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).
3. The Committee shall have the right to require Management of the Company to furnish all information requested by the Committee as may be required for the purposes of performing its duties.

Section 7. Committee Reports and Performance Evaluation

1. The Committee shall report its activities to the Board on a regular basis and make such recommendations with respect thereto and other matters as the Committee may deem necessary or appropriate.
2. The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of its Charter, set forth the goals and objectives of the Committee for the ensuing year and include any recommendation to the Board on any improvement to the Charter deemed necessary or desirable by the Committee.

Section 8. Sustainability Initiatives; Office of the CSO

The Board, as the Company's highest governing body, must consider sustainability concerns and issues as part of the Company's strategic formulation and direction. It must ensure that the Company's sustainability agenda is integrated into the Company's overall objectives.

The Board, together with Management, must also lead the development of a sustainability culture within the Company and its subsidiaries. This includes setting general goals and objectives, requiring reporting from the Committee, and committing resources to the accomplishment of the sustainability initiatives.

In order to implement the foregoing, the Company hereby creates the Office of the CSO, who shall be appointed by the Board upon the recommendation of the Committee. The CSO, who shall report to the Company's President and CEO, shall be responsible for:

1. Spearheading the development, establishment and regular review of the Group Sustainability Framework.
2. Leading and coordinating the Group Sustainability Council, composed of the CSOs and representatives of the various members of the Group.
3. Assessing and analyzing policies and processes to identify areas in which improvements can be made in accordance with the Group's commitment to sustainability.
4. Ensuring that the specific sustainability initiatives of the various members of the Group are aligned with the Group's framework.
5. Conducting research to identify sustainability concerns, interests, and issues.
6. Identifying and evaluating innovative and pilot sustainability projects or programs for the Group.
7. Initiating internal and external stakeholder engagement processes.
8. Preparing and presenting the Company's sustainability reports and accomplishment reports.

Section 9. Amendment or Alteration of this Charter

This Charter shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by resolutions of the Board.

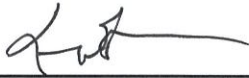
Reviewed by:



FR. ROBERTO C. YAP, SJ

Chairman

Governance, Nomination, and Sustainability Committee



MANUEL V. PANGILINAN

Chairman

Board of Directors