

CHARTER OF THE GOVERNANCE, NOMINATION & REMUNERATION COMMITTEE of the MANILA INTERNATIONAL AIRPORT AUTHORITY

MEMBERSHIP

The Committee shall be composed of at least three (3) members of the Board and shall be chaired by the Chairman or, in his absence, the Vice-Chairman of the Board.

The Committee's Chair (the "Chair") shall be appointed by the Board

Chairman : Sec. Jaime J. Bautista represented by Usec. Roberto C.O. Lim

Vice-Chairman : GM Eric Jose C. Ines

Members : Usec. Shahlimar Hofer Tamano
DDG Danjun G. Lucas

PURPOSE

The purpose of the Governance, Nomination & Remuneration Committee of the Board of MIAA is:

- To develop, review periodically and recommend amendments to the corporate governance practices, processes and structures of MIAA, governance guidelines, committee charters, delegations of authority, job descriptions who serve on the Board, and other relevant policies, practices and procedures;
- To advise the Chair of the Board of MIAA (the "Board Chair") as to Board committee leadership and composition;
- To evaluate the performance of the Board Chair and provide feedback to the Board Chair as to his or her performance; and
- To provide oversight of the governance policies relating to its engagement with members.
- To support the leadership position of MIAA in the investment profession by recognizing individuals whose achievements, examples, or contributions have helped raise the standards of education, integrity and professional excellence.

MEETINGS

Meetings of the Committee may be held in-person and/or via telephonic or electronic conference, and at such times and places as the Committee determines. A majority of the members shall constitute a quorum. If a quorum is present, a majority of the members present shall decide any matter brought before the Committee.

The Chair may call a meeting of the Committee upon due notice to all other members at least three (3) weeks prior to the meeting as standard practice and at least 48 hours prior to the meeting for more urgent matters.

Notice by electronic mail shall be sufficient notice. The Committee may also act by written consent signed by all of its members.

DUTIES AND RESPONSIBILITIES

- Filling of vacancies in the Board or in the Executive Committee;
- Overseeing the periodic performance evaluating of the Board and its committees and Management, and also conducting an annual self-evaluation of their performance;
- Deciding whether or not a Director is able to and has been adequately carrying out his/her duties as director bearing in mind the director's contribution and performance;
- Recommending to the Board regarding the continuing education of Directors, assignment to Board Committees, succession plan for the Executive Officers, and their remuneration commensurate with corporate and individual performance; and
- Recommending the manner by which the Board's performance may be evaluated and proposing objective performance criteria to be approved by the Board.
- Installing and maintaining a process to ensure that Officers to be nominated or appointed shall have the qualifications and none of the disqualifications mandated under the law, rules and regulations;
- Reviewing and evaluating the qualifications of all persons nominated to positions in the Authority which require appointment by the Board;
- Recommending to the GCG nominees for the shortlist in line with the Authority's Board composition and succession plan; and
- Developing recommendations to the GCG for updating the Compensation and Position Classification System (CPCS) and ensuring that the same continues to be consistent with the Authority's culture, strategy, control, environment, as well as the pertinent laws, rules and regulations.

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- Recommending to the GCG nominees for the shortlist in line with the Authority's Board composition and succession plan; and
- Developing recommendations to the GCG for updating the CPCS and ensuring that the same continues to be consistent with the Authority's culture, strategy, control, environment, as well as the pertinent laws, rules and regulations

REPORT

Report to the Board on Committee findings and recommendations, and maintain minutes or other records of Committee meetings and activities; and

Be responsible to the Board for its activities.

CHARTER AMENDMENT

This Charter shall be reviewed every two years and recommendations for changes, if any, shall be submitted to the Board for approval.

EFFECTIVITY

This Charter shall take effect immediately upon approval by the Board of Directors.

LIM, ROBERTO CECILIO O.

Primary Alternate Representative/ Undersecretary

Department of Transportation

Assumed on 09 August 2022

Age: 67

Nationality: Filipino

EDUCATIONAL BACKGROUND

Master of Laws (LLM)	Kings College, London, Uk
Bachelor of Laws (LLB)	University of the Philippines
B.A History / Political Science and Bachelor of Science in Commerce	De La Salle University
Secondary Education	Xavier School
Primary Education	Xavier School

RELEVANT WORK EXPERIENCE (GOVERNMENT)

Position	Department/Agency/Office
Undersecretary for Aviation and Airports (2022 to 2025)	Department of Transportation
Undersecretary for Aviation and Airports (2016-2017)	Department of Transportation

RELEVANT WORK EXPERIENCE (PRIVATE)

Position	Department/Agency/Office
Executive Director and Vice Chairman (2022)	Air Carriers Association of the Philippines (ACAP)
Asian Terminals Incorporated (2021-2022)	Independent Board Director
Atlas Consolidated Mining and Development Corporation (2022)	Independent Board Director
Carmen Copper Corporation (2022)	Independent Board Director
Chamber of Commerce of the Philippines Islands (2022)	Trustee
Pacific Online Systems Corporation (2021-2022)	Independent Board Director
Philippine Stock Exchange Inc. (2021-2022)	Independent Board Director
International Air Transport Association (2011-2016)	Country Manager-Philippines
Philippine Airlines, Inc. (1993-2009)	VP-Legal Affairs & Corporate Compliance Officer, Secretariat Head & Legal Adviser-Rehabilitation Receiver
Angara Abello Concepcion Regala & Cruz Law Offices (1984-2000)	Litigation and Corporate Special Projects Group

INES, ERIC JOSE C.

Vice-Chairman/General Manager
Manila International Airport Authority
Assumed on 27 December 2023
Age: 74 years
Nationality: Filipino

EDUCATIONAL BACKGROUND

University of the Philippines	Bachelor of Arts Major in Social Sciences
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RELEVANT WORK EXPERIENCE (GOVERNMENT)

Position	Department/Agency/Office
General Manager <i>(December 2023-Present)</i>	Manila International Airport Authority
Sr. Executive Assistant to the Secretary <i>(1973 to 1986)</i>	Dept of Local Govt & Community Development
Project Director <i>(1974 to 1976)</i>	DLGCD Operations Control Center
National Training Director <i>(1975 to 1976)</i>	Kabataang Barangay National Office, DLGD
National Executive Director <i>(1976 to 1980)</i>	Kabataang Barangay National Secretariat, Office of the President
Asst Director for Operations & Monitoring Office <i>(1980 to 1983)</i>	Dept of Local Government & Community Development
Special Assistant to the Governor <i>(1983 to 1986)</i>	Ilocos Norte LGU

RELEVANT WORK EXPERIENCE (PRIVATE)

Position	Department/Agency/Office
Airport Station Manager - Manila (2006-2017)	Etihad Airways
Airport Station Manager (1997-2006)	Gulf Air
Senior Station Security Officer (1988-1997)	Gulf Air

TAMANO, SHAHLIMAR HOFER

Alternate Member/Undersecretary

Department of Tourism

Assume on 26 July 2022

Age: 52

Nationality: Filipino

EDUCATIONAL BACKGROUND

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1996-1997	Bachelor of Laws San Beda College
1995	Bachelor of Laws Ateneo De Manila University
1991-1995	Bachelor of Science in Business Management Mindanao State University

RELEVANT WORK EXPERIENCE (GOVERNMENT)

Position	Department/Agency/Office
Regional Director of DOT	Region VII
Regional Director of DOT	Region XII (SOCCSKSARGEN)
Department's Liaison	Bangsamoro Autonomous Region in Muslim Mindanao (BARMM)
Department's Legislative Liaison Officer	DOT under the Legislative Liaison Unit (LLU)
Director IV	Internal Audit Service (IAS) – DOT
Chairperson	Economic Cluster of the Legislative Liaison System under the Presidential Legislative Liaison Office.

LUCAS, DANJUN G.

Alternate Member/Deputy Director General

Civil Aviation Authority of the Philippines

Assume on 17 August 2022

Age: 36

Nationality: Filipino

EDUCATIONAL BACKGROUND

2019	Degree of Advance Master of Air Transportation Management Hong Kong International Aviation Academy and Ecole Nationale de l'Aviation Civile
2008-2012	Juris Doctor University of the Philippines
2004-2008	B.A. Political Science (Cum Laude) University of the Philippines

RELEVANT WORK EXPERIENCE (GOVERNMENT)

Position	Department/Agency/Office
Chief of Staff / Department Manager III	Corporate Planning Division of the Civil Aviation Authority of the Philippines

RELEVANT WORK EXPERIENCE (PRIVATE)

Position	Department/Agency/Office
Legal Counsel (2014-2016)	Labor Litigation and Special Projects at the Philippine Airlines, Inc. f
Associate Labor Litigation (May 2013 - February 2014)	Pandinan Philippines, Inc.
Associate (2013-2014)	Esguerra & Blanco Law Offices