



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 : (DOTr) Usec. Jim Sydiongco/Asec. Donaldo A. Mendoza

Vice-Chairman : (MIAA) GM Eric Jose C. Ines

Members : (DOT) Usec. Shahlimar Hofer Tamano
(CAAP) DG Raul Del Rosario/DG Danjun 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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- 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 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.