

	<b>NOMINATIONS COMMITTEE CHARTER</b>  PHINMA CORPORATION	Effective Date: 05 March 2024
		Document No: PHN-CH-NC-03/2024
		Revision: 00

## **SECTION 1. INTRODUCTION**

The Board of Directors (Board) of PHINMA Corporation (Corporation) has constituted a Nominations Committee to assist in the performance of its responsibilities on the nomination, selection and election of the Board of Directors, including the endorsement of appointment of key management officers of the Corporation.

This Board hereby adopts this Charter of the Nominations Committee.

## **SECTION 2. MEMBERSHIP**

The Board shall create a Nominations Committee which shall have three (3) members at the minimum, one of whom must be an Independent Director. In carrying out its duties, the Committee shall be assisted by the Governance and Compliance Department and may request guidance from the Corporate Governance Committee.

The members of the Committee shall be appointed by the Board and shall serve until the next organization meeting, unless earlier replaced by the Board. The Board shall designate the Chairman of the Committee, who must be an Independent Director.

Vacancies in the Committee may be filled at any meeting of the Board of Directors, and the member who will fill the vacancy shall hold office for the remainder of the term.

## **SECTION 3. DUTIES AND RESPONSIBILITIES**

- 3.1.** Determine the nomination and election policy and process for the Corporation's directors with the special duty of defining the general profile of board members that the Corporation may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board.
- 3.2.** Subject to the pertinent provisions of the By-Laws on the disqualification of persons engaged in business, antagonistic to that of the Corporation, the Nominations Committee shall pre-screen, shortlist and recommend candidates nominated to become members of the Board of Directors in accordance with the qualifications and disqualifications guidelines.

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- 3.3.** Review the effectiveness of the policy and processes in the nominations and election of directors.
- 3.4.** Endorse the appointment of key management officers of the Corporation for approval of the Board in its organizational meeting.
- 3.5.** Conduct an annual self-evaluation of its performance as a Committee.

#### **SECTION 4. APPROVAL**

The recommendations of the Nominations Committee of directors for election and amendments to the nomination and election process, as appropriate shall be submitted to the Board for approval.

#### **SECTION 5. MEETINGS**

The Committee shall hold at least one (1) meeting annually, in person or by tele- or video-conference at a time and place to be determined by its Chairman. Actions of the Committee may also be taken by consent (in physical, electronic or digital format) of the majority of the members when deemed necessary by the Committee or its Chairman.

All minutes of the meetings of the Committee approved by said Committee shall be forwarded to the Corporate Secretary for safekeeping.

The Chairman of the Committee or his representative shall report to the Board all actions of the Committee at the meeting of the Board following such actions.

#### **SECTION 6. PERFORMANCE ASSESSMENT**

The Committee shall conduct an annual self-assessment to appraise its performance as a body and of its individual members. The evaluation of Committee performance shall consider the following factors:

- a) the right mix of backgrounds and competencies of the individual members;
- b) attendance and participation at Board and Committee meetings;

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- c) timely resolution of matters escalated to it and adoption of recommendations relevant to its function.

**SECTION 7. ADOPTION AND EFFECTIVITY**

This Charter was first adopted by the Nominations Committee of the Corporation on March 05, 2024.

The Charter shall take effect upon approval by the Board. The Committee shall periodically review and assess the Charter for its adequacy and shall recommend, when found necessary, amendments thereto to the Board for approval.

**REVISION HISTORY**

<b>Revision No.</b>	<b>Description of Revision</b>	<b>Board Approval Date</b>
00	Approval of Charter	March 05, 2024