

**GT CAPITAL HOLDINGS, INC.**

*GT Tower International, Ayala Avenue corner H.V. Dela Costa St., Makati City*

**NOMINATIONS COMMITTEE CHARTER**

**Purpose and Objective**

The Nominations Committee (the “Committee”) is tasked to assist the Board of Directors (the “Board”) in defining and assessing Board membership criteria and in ensuring that a process that identifies and develops highly-qualified individuals to take on key Board and Board committee positions when vacancies occur is in place. The Committee shall pre-screen and shortlist all candidates nominated to become members of the Board as well as those nominated to other positions requiring appointment by the Board in accordance with the relevant qualifications and disqualifications.

**Membership**

The Committee shall consist of at least three (3) directors. As far as practicable, a majority of its members shall be independent directors, provided that the Chairman must always be independent.

**Meetings**

The Committee shall meet at least semi-annually or as often as necessary whenever a key vacancy occurs. Relevant information from meetings, such as the attendance of its members, shall be included in the Corporation’s annual report.

**Duties and Responsibilities**

The Committee shall:

- (a) Prepare and review the list of nominee-directors for election during the stockholders’ meeting, ensuring that each director has the qualifications and none of the disqualifications pursuant to the Manual and relevant regulations;
- (b) Review and recommend to the Board, membership in the committees;
- (c) Review and evaluate the qualifications of all persons nominated to positions in the Corporation, which require appointment by the Board. In reviewing and evaluating the qualifications of candidates for nomination to the Board, the Committee shall consider the Corporation’s vision, mission, corporate objectives and strategy, including the needs of the entire Group;
- (d) Review and assess, at least annually, the adequacy of its charter and its overall performance; and recommend changes for the approval of the Board;

- (e) Disclose the criteria it uses in the selection and nomination of members of the Board. This includes, but is not limited to, the proper profiling of the skills and competencies of the currently serving directors, the gaps in skills and competencies identified, and the search for candidates to fill the gaps;
- (f) Use an external search agency or external bases for qualified corporate directors in its search for candidates to the Board; and
- (g) Adhere to the policy, consistent with rules and regulations, of submitting all directors for election or re-election once a year.

### **Assessment**

In evaluating the performance of the Committee, the following areas shall be assessed:

- a) Charter;
- b) Composition and quality;
- c) Meetings;
- d) Duties and responsibilities; and
- e) Performance as a member.