

BELLE CORPORATION

NOMINATION COMMITTEE CHARTER

This Charter establishes the purpose, composition, responsibilities and operations of the Nomination Committee (the “Committee”).

1. COMPOSITION

The Committee shall be composed of at least three (3) members, majority of whom shall be independent directors and one (1) non-voting member in the person of the HR Director/Legal Manager. In accordance with this, the members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board of Directors.

2. ROLE

The Committee’s role is to determine the nominees for election to the Company’s Board of Directors, which may be done by identifying through professional search firms or other similar mechanisms, and by recommending candidates to fill vacancies occurring between annual shareholder meetings, and to provide communications with the Board of Directors and, as appropriate, communications with shareholders and regulators.

3. RESPONSIBILITIES

The responsibilities of the Committee are:

3.1. Pre-screen and shortlist candidates nominated to become a member of the Board of Directors as an Independent Director, Executive Director or Non-Executive Director, in accordance with the qualifications and disqualifications provided under the Manual on Corporate Governance and all relevant rules and regulations. This includes an assessment of such candidates’ stature that would enable them to effectively participate in the deliberations of the Board.

3.2. Ensure that all candidates nominated by shareholders to become a member of the Board of Directors shall possess the ideals and values that are aligned to the Company’s vision and mission statements, and strategic directions.

3.3. Assess the relevant work experiences, educational background, competencies and track record of candidates in light of the strategic goals and objectives of the Company.

3.4 In consultation with the appropriate executive or management committee/s, re-define the role, duties and responsibilities of the Chief Executive Officer (CEO) by integrating the dynamic requirements of the business as a going concern and future expansionary prospects within the realm of good corporate governance at all times.

3.5. Determine the number of directorships which a member of the Board of Directors may hold, in accordance with the guidelines provided under the Manual on Corporate Governance and all relevant rules and regulations.

3.6. Nominate candidate/s in case any vacancy occurs by reason of death, resignation, retirement or disqualification that may be filled by the affirmative vote of a majority of the remaining directors constituting a quorum, provided that specific slots for Independent Directors shall not be filled by unqualified nominees.

3.7 Ensure that effective processes are in place to provide continuity of Board and executive leadership.

3.8 And other responsibilities that the Board may delegate.

4. PROCEEDINGS

The Committee shall meet in person, by telephone or video conference at least twice a year or as often as it considers necessary, but in no event less than once a year. Any member may call a meeting of the Committee.

4.1 Quorum

A quorum for a meeting of the Committee is two (2) members. A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers or discretions vested in the Committee.

4.2 Committee Secretary

The Corporate Secretary shall be the Committee Secretary, unless otherwise determined by the Committee. The Committee Secretary, under the direction of the Committee Chairman shall prepare the agenda and provide the Committee members advance notice of meetings, the agenda, along with appropriate briefing materials. Minutes of the meeting shall be provided to the members within days after the said meeting.

5. REPORTING RESPONSIBILITIES

The Committee Chairman must report to the Board of Directors regarding the Committee actions and activities. The Committee shall make recommendations to the Board of Directors as and when it considers appropriate in relation to its duties and responsibilities.

6. COMMITTEE ADVISORS

The Committee is authorized to hire independent advisors, and to secure the attendance of such advisors if it is considered necessary for the proper performance of the Committee functions under this Charter.

7. ANNUAL REVIEW OF CHARTER

The Committee shall conduct an annual review of this Charter and propose any enhancements as may be deemed necessary for Board approval.

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10 May 2016

On the above date, the Board of Directors of Belle Corporation reviewed and approved this Nomination Committee Charter.

(sgd)
Benito Tan Guat
Chairman

(sgd)
Willy N. Ocier
Member

(sgd)
Elizabeth Anne C. Uychaco
Member

(sgd)
Frederic C. DyBuncio
Member

(sgd)
Washington Z. Sycip
Member

(sgd)
Cesar E. A. Virata
Member

(sgd)
Gregorio U. Kilayko
Member

(sgd)
Jacinto C. Ng, Jr.
Member

(sgd)
Emilio S. de Quiros, Jr.
Member

(sgd)
Jose T. Sio
Member

(sgd)
Virginia A. Yap
Member