

Premium Leisure Corp.

Corporate Governance Committee Charter

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

1. PURPOSE

The Committee assists and advises the Board of Directors (the “Board”) in performing corporate governance compliance responsibilities in relation with the Corporation’s Manual on Corporate Governance, the Philippine Code of Corporate Governance, and disclosure rules of the Securities and Exchange Commission and the Philippine Stock Exchange, Inc. In addition, the Committee also perform the functions formerly assigned to the Nomination Committee.

2. COMPOSITION

The Committee shall consist of at least three (3) members of the Board, all of whom should be independent directors (including the Chairman), appointed by the Board.

3. MEETINGS

The Committee shall meet at least two (2) times a year. The Committee may invite members of Management or others to attend meetings and provide pertinent information, as necessary.

The Committee Secretary, under the direction of the Committee Chairperson, shall prepare the agenda and provide the Committee Members advanced 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.

4. RESPONSIBILITIES

The Corporate Governance Committee shall have the following duties and responsibilities:

- 4.1. Manages the execution of the corporate governance framework and regularly evaluates the same so that it continues to be applicable in view of the changes to the Corporation's size, complexity and business strategy, as well as its business and regulatory environments.
- 4.2. Manages the regular performance assessment of the Board, its committees as well as executive management, and administers an annual self-assessment of its performance;

- 4.2.1. Ensures that the results of the Board assessment are communicated, brought up and that specific action plans are developed and carried out for the betterment of the areas for improvement;
- 4.3. Suggests continuing education and training programs for directors, assignment of tasks / projects to the board committees, succession planning for the board members and senior officers and remuneration packages for corporate and individual performance;
 - 4.3.1. Introduces and proposes pertinent trainings for the board members
- 4.4. Endorses corporate governance policies and establishes that they are regularly checked and amended, and constantly carried out in form and substance.
- 4.5. Regulates the nomination and election process for the Corporation's directors and has the special duty of ascertaining the general profile of board members that the Corporation may need and assuring appropriate knowledge, competencies and expertise that supplement the existing skills of the Board;
- 4.6. Undertakes the process of identifying the quality of directors aligned with the Corporation's strategic direction;
- 4.7. Submits to the Board of Directors its recommended final list of candidates. All approved nominees are recommended for election or re-election as Directors at the next stockholders' meeting or Board meeting, as the case may be.
- 4.8. Organizes a formal and transparent procedure to promote a policy for deciding on the remuneration of directors and officers that is consistent with the Corporation's culture and strategy as well as the business environment in which it operates;
- 4.9. Reviews and assesses the adequacy of the Committee Charter annually, requesting Board approval for any proposed changes, and ensure appropriate disclosure as may be required by law or regulation;
- 4.10. Pre-screens and shortlists all candidates nominated to become a member of the Board of Directors in accordance with the qualifications and disqualifications provided under the Revised Manual on Corporate Governance and all relevant rules and regulations;
- 4.11. Ensures 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 Corporation's vision and mission statements, and strategic directions;
- 4.12. Assesses the relevant work experiences, educational background, competencies and track record of candidates in light of the strategic goals and objectives of the Corporation

- 4.13 In consultation with the appropriate executive or management committee/s, redefines the role, duties and responsibilities of the 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;
- 4.14 Discloses the process it follows in selecting the CEO and in installing succession planning for the position of CEO and all key senior officer positions of the Corporation;
- 4.15 Considers the following guidelines in the determination of the number of directorships a member of the Board may hold:
 - 4.15.1. The nature of the business of the Corporation of which he is a director;
 - 4.15.2. The age of the director;
 - 4.15.3. Number of directorship/active memberships and officerships in other corporation or organization; and
 - 4.15.4. Possible conflict of interest.
- 4.16 Nominates 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;
- 4.17 Ensures that effective processes are in place to provide continuity of Board and executive leadership;
- 4.18 Evaluates the Committee's and individual members' performance on a regular basis; and
- 4.19 Performs other activities related to this Charter as requested by the Board.

5. REPORTING RESPONSIBILITIES

- 5.1 Regularly report to the Board the Committee's activities, findings, decisions, deliberations and recommendations.
- 5.2 Provide an open avenue of communication between and among the Chief Risk Officer, the Compliance Officer, and the Board.
- 5.3 Review any other reports the Corporation issues that relate to the Committee responsibilities.

6. RESOURCES

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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* merged with the Nomination Committee effective April 24, 2017 following Board approval