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# JACKSTONES, INC.

593 Antonio Drive, Bagumbayan, Taguig City 1630

<b><u>NOMINATION COMMITTEE CHARTER</u></b>	Version No: 1
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## Section 1. Purpose.

Jackstones, Inc. (“**Corporation**”) shall implement a Nomination and Election Policy (“**Policy**”) for the primary purpose of encouraging the participation of the shareholders’ in the nomination and election of directors. Through this policy, the Corporation as a whole can better understand the capabilities of each and every director, and who are qualified individuals who can provide guidance or support to the Corporation as a whole.

## Section 2. Membership and Quorum

The Nomination and Election Committee (“**Committee**”) shall be composed of at least three (3) members and, as far as practicable, majority of whom shall be independent directors. Attendance of at least 2/3 of the Committee shall be required to constitute a quorum.

The Board shall designate the Chairman of the Committee who must be an independent director.

## Section 3. Term

The Board shall appoint the members of the Committee at its annual organizational meeting and each member shall serve until his replacement is duly appointed in the next organizational meeting, unless removed or replaced by the vote of the majority of the Board of Directors.

In case of vacancy in the Committee other than removal or expiration of term, due to death, resignation, or other causes, the remaining Directors may fill the vacancy by election from among the members of the Board.

## Section 4. Powers and Functions

The Committee shall have the following powers, duties, and responsibilities:

1. Review and evaluate the qualification of all persons nominated to the Board, including whether the candidates have the following:
  - a. Possess the knowledge, skills, experience, and particularly in the case of non-executive directors, independence of mind given their responsibilities to the Board and in light of the entity’s business and risk profile;
  - b. Have a record of integrity and good repute;
  - c. Have sufficient time to carry out their responsibilities;
  - d. Have the ability to promote a smooth interaction between members of the Corporation;
  - e. Age of the director; and
  - f. Possible conflict of interest.

2. In consultation with the Board of Directors, periodically review and redefine, if necessary, the role, duties, and responsibilities of the Chief Executive Officer by integrating the dynamic requirements of the business as a going concern and future expansionary prospects governance at all times.
3. Identify and recommend to the Board individuals qualified to become members of the Board, consistent with the criteria and qualifications approved by the Board in consultation with the Committee. The Committee shall be responsible for encouraging shareholders' participation by accepting nominations from minority shareholders.
4. Consider questions of independence and possible conflicts of interest of members of the Board and make recommendations regarding such matters to the Board, including the criteria for determining director independence.
5. Invite such members of management and other resource persons to its meetings and may secure the assistance of independent experts and/or professionals as it may deem necessary.
6. Resolve any election protest that may arise in the nomination and election of Directors
7. Discharge any other duties and responsibilities delegated to the Committee by the Board from time to time.

## **Section 5. Meetings**

The Committee shall meet in person or through videoconferencing at least twice a year at a time and place determined by its Chairman.

The agenda and accompanying meeting materials shall be sent in full to all members of the Committee at least three (3) business days before the meeting through registered mail, e-mail, or other means as the Chairman may order. The notice shall specify the time and place of the meeting.

The majority vote of all members of the Committee shall be necessary to approve an act, resolution, recommendation, or report of the Committee.

The Minutes of the Committee shall be taken and recorded by the designated member of the Chairman, or with the assistance of the office of the Corporate Secretary.

The office of the Corporate Secretary shall keep and have custody of the records of the Committee. All records or information of the Committee shall be kept confidential, except information which are required to be disclosed pursuant to law or regulations issued by competent government authorities.

## **Section 6. Effectivity**

This Charter shall take effect upon approval of the Board of Directors.