



**NOMINATION, PERSONNEL AND
COMPENSATION COMMITTEE
CHARTER**

(Updated as of April 2026)

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 LOGISTICS HOLDINGS CORP. <u>NOMINATION, PERSONNEL AND COMPENSATION</u> COMMITTEE CHARTER	INITIAL ISSUE DATE DECEMBER 2, 2014
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The Board of Directors ("Board") of AyalaLand Logistics Holdings Corp. (the "Corporation"), hereby adopts this Charter of the Nomination, Personnel and Compensation Committee (the "Committee"). *(Amended on April 23, 2026.)*

1. Membership

1.1 Composition

The Nomination, Personnel and Compensation Committee shall be composed of at least three (3) members, and as far as practicable, majority of whom shall be independent directors. *(Amended on April 23, 2026.)*

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

1.2 Term

The Board shall appoint the members of the Committee at its annual organizational meeting and each member shall serve upon his election until the next organizational meeting of the Board unless removed or replaced by the Board.

1.3 Vacancy

Any vacancy in the Committee caused by the death, resignation or disqualification of member, or any other cause, may be filled by the Board. The member elected to fill the vacancy shall hold office for the remainder of the term, or until his successor shall have been duly elected.

1.4 Compensation

The members of the Committee shall receive such compensation as the Board may fix and determine.

2. Powers, Duties and Responsibilities

The Committee shall be responsible for the following:

- a. Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Corporation's culture, strategy and control environment;
- b. Designate amount of remuneration, which shall be in sufficient level to attract and retain directors and officers who are needed to run the Corporation successfully;
- c. Develop a formal and transparent procedure for developing a policy on remuneration packages of individual directors, if any, and officers, which policy shall disallow independent directors from receiving option, performance shares and bonuses;
- d. Develop a form on Full Business Interest Disclosure as part of the pre-employment requirements for all incoming officers, which among others, compels all officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict in the performance of their duties once hired;

- e. Provide in the Corporation's annual reports, information and proxy statements a clear, concise and understandable disclosure of compensation of its executive officers for the previous fiscal year and ensuing year;
- f. Review and recommend changes in the existing Human Resources Development or Personnel Handbook, to strengthen provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts;
- g. Provide for the Corporation's annual report the Corporation's fee structure of non-executive directors, and ensure that independent directors are not entitled to receive options, performance shares and bonuses;
- h. Ensure that the Corporation's compensation policy is competitive and aligns with the long-term interests of the corporate officers and directors with those of the Corporation;
- i. Ensure that executive compensation is based on a fair and transparent performance evaluation process.
- j. Determine the nomination and election process for the Corporation's directors and has 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; and
- k. Establish a formal and transparent procedure to develop a policy for determining 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.
- l. Establish and maintain a process to ensure that all candidates/nominees to be nominated for election as directors at the Annual Stockholders' Meeting are qualified in accordance with the By-Laws, Manual of Corporate Governance and relevant laws, rules and regulations and possess none of the disqualifications stated in the Corporation's Revised Manual of Corporate Governance and Code of Corporate Governance for Publicly-Listed Companies;
- m. Encourage the selection of a mix of competent directors, each of whom can add value and contribute independent judgment to the formulation of sound corporate strategies and policies. In the selection of candidates, the objectives set by the Board regarding its composition are to be seriously considered, as well as the required knowledge, abilities and experience needed to successfully manage the Corporation. Careful attention must be given to ensure that there is independence and diversity, and appropriate representation of women in the Board, subject to the possession of the knowledge, abilities and experience determined by the Board as necessary for the Board to properly perform its functions;
- n. Review and evaluate the qualifications of persons nominated to positions in the Corporation which require appointment by the Board, and provide guidance and advice as necessary for the appointments of persons nominated to other positions.
- o. Review and disclose succession plans for members of the Board, and officers for the position of Group Directors to the President/CEO.
- p. Provide assessment on the Board's effectiveness in directing the process of renewing and replacing Board members and in appointing officers or advisors and develop, update as necessary and recommend to the Board policies for considering nominees for directors, officers or advisors.
- q. Discharge any other duties and responsibilities delegated to the Committee by the Board from time to time.

No member of the Nomination, Personnel and Compensation Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as a director. *(Amended on April 23, 2026.)*

2.1 Process and Criteria for Nominations to the Board

The Committee shall observe the following process and criteria in receiving and evaluating nominations to the Board in line with the Corporation's strategic directions:

- a. Receive all written nominations to the Board submitted by stockholders together with the consent of the nominees, at least thirty (30) business days before the date of the next annual meeting of the stockholders.
- b. Review and evaluate the qualifications of all those nominated in accordance with the following criteria:
 - i. ownership of at least one (1) share of stock of the Corporation standing in his name in the books of the Corporation;
 - ii. a college degree of the equivalent or adequate competence and understanding of the fundamentals of the business of the Corporation or sufficient experience and competence in managing a business to substitute for such formal education;
 - iii. membership in good standing in relevant industry, and membership in business or professional organizations; and
 - iv. possesses integrity, probity and shall be diligent and assiduous in the performance of his functions;
 - v. directorships in other companies, taking into account the following factors:
 - a. Nature of the business of the Corporation;
 - b. Number of directorships in other companies;
 - c. Any possible conflict of interest; and
 - d. Age of the director;
 - vi. possesses none of the grounds for disqualification provided in applicable laws, rules and regulations of the Securities and Exchange Commission, the Corporate Governance Manual and By-Laws of the Corporation;
 - viii. for independent directors, beneficial equity ownership in the Corporation, or in the related companies, which must not exceed two percent (2%); and
 - ix. the term limit set for independent directors under applicable laws, rules and regulations.

The Committee may consider and recommend to the Board other qualifications for directors, including independence criteria or standards for independent directors, which are aligned with the Corporation's vision, mission and corporate strategy that are now or may hereafter be provided in relevant laws or any amendment thereto.

The Committee may likewise recommend qualified individuals for nomination and election to the Board. For this purpose, the Committee shall make use of professional search firms or other external sources of candidates to search for qualified candidates to the Board. (Amended on April 23, 2026.)

2.2 Nominees for Election

All nominees for appointment to the following offices shall be referred to the Committee for evaluation of their qualifications:

- a. Board of Directors
- b. President and Chief Executive Officer
- c. Chief Operating Officer

- d. Chief Finance Officer or Treasurer
- e. Group Directors or Vice President level
- f. Compliance Officer
- g. Corporate Secretary
- h. Assistant Corporate Secretary/ies
- i. Other executive officers of the Corporation whose appointments are required by the Board to be submitted to the Board for approval

The Committee shall not endorse a nominee for appointment by the Board unless it has determined that all nominees have all the qualifications and none of the disqualifications for the position.
(Amended on April 23, 2026.)

3. Resolutions and Actions

3.1 Meetings, Quorum and Actions

- a. The Committee shall meet in person, through remote communication, such as videoconferencing, teleconferencing or other alternative modes of communication allowed by the Securities and Exchange Commission at least twice a year at a time and place determined by its Chairman, with further meeting to occur when deemed necessary or desirable by the Committee or its Chairman. (Amended on April 23, 2026.)
- b. Notice of meetings may be given by any customary means of communication (e.g., telephone call, telegram, personal delivery, postal or electronic mail, etc.) to each member of the Committee. The notice shall specify the time and place of the meeting and include a detailed agenda. Notice and materials for each meeting shall be given at least five (5) business days prior to meeting date. (Amended on April 23, 2026.)
- c. Two-thirds (2/3) of the members shall constitute a quorum for the holding of a Committee meeting.
- d. The majority vote of all members shall be necessary to approve an act or resolution of the Committee.
- e. Committee meetings shall be chaired by the Chairman of the Committee or in his or her absence, by a member chosen by the other members present. (Amended on April 23, 2026.)
- f. Actions of the Committee may also be taken by written consent (in physical, electronic or digital format) by majority of the members when deemed necessary or desirable by the Committee or its Chairman.
- g. The number of meetings of the Committee and attendance of members at Committee meetings shall be disclosed in the Corporation's annual report.
- h. Committee members are encouraged to attend all meetings of the Committee.

3.2 Minutes

Minutes of the Committee meeting will be recorded and maintained by the Corporate Secretary. The Corporate Secretary or the designate of the Committee shall act as secretary for the meetings.

3.3 Board Reporting

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

An act of the Committee which is within the scope of its powers shall not require ratification or approval of the Board for its validity and effectivity. However, any such act shall be subject to review, revision, alteration by the Board, provided that no rights of third parties shall be affected by any revision or alteration.
(Amended on April 23, 2026.)

4. Miscellaneous

4.1 Access to Information

The Committee shall have free and full access to all relevant information, data, records, properties and personnel of the Corporation.

4.2 Technical Assistance

The Corporate Secretary, Human Resources group, management and personnel of the Corporation shall provide assistance and support to the Committee.

The Committee may also invite such members of management and other persons to its meetings and may secure independent expert and/or professional advice as it may deem desirable or appropriate. Should the Committee so decide, the identity of the external consultant to the Committee shall be disclosed.

4.3 Records/Confidentiality

The Corporate Secretary, in coordination with the Human Resources Department, shall keep and have custody of the records of the Committee. Except for information that are required to be disclosed pursuant to law or regulations issued by competent government authorities, the records shall be kept confidential.

4.4 Annual Review/ Self-Evaluation

This Charter shall be reviewed by the Committee annually. Any proposed changes shall be approved by the Board.

The Committee shall conduct a yearly self-evaluation of its own performance.

4.5 Effectivity

This Charter or any amendments thereto shall take effect when approved by the Board.

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