

# **ASIAN TERMINALS, INC.**

## **Nomination Committee Charter**

Asian Terminals, Inc. (“ATI”) hereby adopts this Nomination Committee Charter (the “Charter”) pursuant to its Company By-Laws, Manual of Corporate Governance and applicable laws and regulations. This Charter sets out the purpose, membership, structure and operations, duties and responsibilities, resources and self-assessment of the Nomination Committee (“NomComm”) of ATI, vis-a-vis the Implementing Guidelines of the Nomination Committee (Guidelines).

### **I. Purpose**

The purposes of the NomComm of the Board of Directors (the “Board”) of Asian Terminals, Inc. (“ATI”) are: (1) to assist the Board by identifying individuals qualified to become Board members; (2) to recommend individuals to the Board for nomination as members of the Board. The Committee shall report to the Board at least once a year prior to the annual elections or as may be necessary.

### **II. Membership, Structure and Operations**

1. The NomComm shall consist of the Chairman, the President and three (3) directors, one (1) of whom must be an independent director. The members of the NomComm, including the Chairman shall be elected annually during the Organizational Meeting. Candidates to fill subsequent vacancies on the Committee shall be appointed by the Board.
2. The NomComm shall meet at least once a year in person or via teleconference. The required yearly meeting shall be held as soon as practicable after the deadline for submission of nominations, but prior to the stockholders’ meeting for elections of directors. A notice of each meeting, confirming the date, time, venue and agenda shall be given to all the members before the meeting.
3. The NomComm may also meet to nominate an independent director to fill an interim vacancy in the Board, or as may be necessary, as determined by the Committee or as required by applicable regulations. The Chairman or any member may call for a meeting.
4. Attendance of at least three (3) members shall constitute a quorum and any matter or action required to be decided upon by the NomComm shall be approved by majority vote.
5. The Chairman of the NomComm shall preside in all its meetings. In the absence of the NomComm Chairman, the members present shall designate one of their members to preside in the meeting.

6. ATI's Corporate Secretary shall be the secretary of the NomComm. In the absence of the Corporate Secretary, the NomComm may designate any person to take his place.

7. In convening the NomComm to select nominees for the annual election to the Board, the procedure shall be:

a) Within a reasonable time prior to the deadline for submission of the names of nominees to the Board of Directors as provided in the By-Laws, Notice of Guidelines for Nomination (Notice) shall be sent out to the stockholders either by personal delivery, registered mail, posting at ATI Website or disclosures to both the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE), informing them that stockholders may nominate any person for election to the Board.

b) The written nomination shall be submitted to the NomComm through the Corporate Secretary on or before the deadline stated in the Notice. The deadline for submission of nominations shall not exceed sixty (60) days before the date of election of Directors at the annual stockholders' meeting.

c) The stockholder must sign the nomination letter. If the nomination is for independent director, the nominee must signify acceptance by signing his conformity in the nomination letter. Any nomination submitted by a corporate stockholder must be signed by its authorized representative together with the notarized secretary's certificate stating the authority of the signatory.

d) The NomComm shall meet as soon as practicable after the deadline for submission of nominations, but prior to the submission of the information statement which shall include the list of qualified nominees for election to the Board. The NomComm shall pass upon the qualifications of the nominees and ensure that no person who is unqualified to be a nominee shall be considered for election. Only the names of qualified persons, as determined by the majority vote of the NomComm, shall be submitted in the final list of nominees for election.

e) Any question or controversy relating to any nominee found to be qualified by the NomComm and raised during the annual meeting for election of directors, shall be decided and determined by the Chairman of the annual meeting.

f) Where a qualified nominee subsequently becomes ineligible for election or unexpectedly withdraws his consent to be nominated as director, the Chairman of NomComm, in consultation with the other members and in the exercise of good and sound judgment, may declare that another person or persons can also be nominated for election to take the place of such otherwise qualified nominee, provided however, that such person or persons are not otherwise disqualified pursuant to this Charter, Corporate Governance Manual, Nomination Committee Implementing Guidelines and applicable laws or regulations.

### **III. Duties and Responsibilities**

The following are the duties and responsibilities of the Committee:

1. Pre-screen and shortlist all candidates nominated to become a member of the board of directors in accordance with the qualifications and disqualifications provided under the Corporation Code, the Securities and Regulation Code, the ATI By-laws, Corporate Governance Manual and other relevant laws or regulations.
2. In the case of a vacancy in the office of an independent director (including a vacancy created by an increase in the size of the Board), the NomComm shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders.
3. In nominating candidates, the NomComm shall take into consideration the qualifications and disqualifications (permanent or temporary) for directors set forth in the Corporate Governance Manual, By-Laws and as may be required by law or any applicable rules or regulations issued by the SEC and other regulatory agencies.
4. The NomComm shall consider guidelines set forth in the Corporate Governance manual on the determination of the number of directorship which a member may hold. However, the optimum number shall be related to the capacity of the director to perform his duties diligently in general. In addition, the NomComm shall ensure that the Chief Executive Officer and all the directors shall submit themselves to reasonable indicative limit on membership in other corporate Boards. In any case, the capacity of the directors to serve with diligence shall not be compromised.
5. Report to the Board, as may be required by the Board or as the NomComm deems appropriate. All resolutions of the NomComm shall be subject to ratification and/or approval by the Board.
6. Perform such other related duties which may come to its attention, provided such matters are within the scope of its functions and consistent with the Corporate Governance Manual. Any recommendation shall be subject to the approval of the Board.

### **IV. Resources and Authority of the Committee**

The NomComm shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of independent legal advisors, experts or consultants, as applicable and as it deems appropriate, (without seeking approval of the Board or management). Whenever necessary and subject to the approval of the Board, the NomComm may decide to engage consultants or search firms used to identify director candidates. Subject to Board approval, the Company shall provide for reasonable funding, as determined by the NomComm, for payment of compensation to any such advisors, experts or consultants retained by the Committee.

**V. Self-Assessment and Amendment**

1. The NomComm shall conduct an annual performance self-assessment which shall compare the performance of the NomComm with the requirements of this Charter. This shall be documented and included in the records of the Company. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report. The rating criteria shall be as follows:

- 1 - Very Poor
- 2 to 3 - Poor
- 4 to 5 - Below Satisfactory
- 6 - Satisfactory
- 7 to 8 - Good
- 9 -Very Good
- 10 - Outstanding

2. The Charter may only be amended, altered or varied upon approval of the Board of Directors.

Manila, April 28, 2022.

**(ORIGINAL SIGNED)**

**EUSEBIO H. TANCO**  
Chairman  
Nomination Committee

**(ORIGINAL SIGNED)**

**RODOLFO G. CORVITE, JR.**  
Corporate Secretary/ Compliance Officer