

PrimeOrion Philippines, Inc.

**SUSTAINABILITY COMMITTEE
CHARTER**

Contents

Page

1. Introduction	1
2. Membership	1
3. Powers, Duties and Responsibilities	2
4. Resolutions and Actions	2
5. Miscellaneous	3

PrimeOrion Philippines, Inc. SUSTAINABILITY COMMITTEE CHARTER		INITIAL ISSUE DATE 20 OCTOBER 2017
		REVISION DATE -
VERSION NO. 1	REVISION NO. -	PAGE NO. 1 of 4

1. Introduction

Prime Orion Philippines, Inc. (POPI/ Corporation) recognizes sustainable development as the foundation for high-performing, successful and forward-looking business. It adopts the Brundtland Report's definition of sustainable development as development that 'meets the needs of the present without compromising the ability of future generations to meet their own needs'. POPI seeks to have a conscious understanding of economic, social and environmental interdependencies to create long term value for its stakeholders.

2. Membership

2.1 Composition

The Committee shall be composed of at least three (3) members, at least one (1) of whom is an independent director, as determined by the POPI Board of Directors (the "Board"). The Board shall designate the Chairman of the Committee.

The Committee has to be composed in such a way that it possesses, as a group, the necessary knowledge, skills and experience required to properly perform its duties.

The Committee shall regularly review its composition, taking into consideration the progressing standards of the Corporation, and best practices in sustainable development.

2.2 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.

2.3 Vacancy

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

2.4 Compensation

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

PrimeOrion Philippines, Inc. SUSTAINABILITY COMMITTEE CHARTER		INITIAL ISSUE DATE 20 OCTOBER 2017
		REVISION DATE -
VERSION NO. 1	REVISION NO. -	PAGE NO. 2 of 4

3. Powers, Duties and Responsibilities

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

- 3.1 Provide oversight, identify and assess significant social, ethical and environmental interdependencies that might impact on the long-term business objective of POPI to be recognized as a responsible and sustainable corporation in its sector;
- 3.2 Guide policy-making in the Corporation's sustainability program, and ensure full Corporation support and alignment with the Ayala Group of Companies' commitment to sustainable development;
- 3.2 Monitor new and innovative technologies, processes and practices that will permit POPI to attain sustainable growth;
- 3.4 Review both current and proposed partnerships and relationships with stakeholders that support POPI's sustainable growth;
- 3.5 Evaluate the POPI's communication and marketing strategies related to sustainable growth;
- 3.6 Review the sustainability-related content of the POPI's annual report prior to its issuance.

4. Resolutions and Actions

4.1 Meetings, Quorums and Actions

- a) The Committee shall meet in person, teleconference or video conferencing facility or through such other similar means at least once a year at a time and place determined by its Chairman, with further meetings to occur when deemed necessary or desirable by the Sustainability Committee or its Chairman.
- b) As a general rule, Committee meetings shall be announced at least two weeks in advance. Notice of meetings may be given by any customary means of communication (e.g. by e-mail, in writing, by telephone, by telefax, etc.). The notice shall specify the time and place of the meeting and include a detailed agenda.
- c) Two thirds (2/3) of 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.

PrimeOrion Philippines, Inc. SUSTAINABILITY COMMITTEE CHARTER		INITIAL ISSUE DATE 20 OCTOBER 2017
		REVISION DATE -
VERSION NO. 1	REVISION NO. -	PAGE NO. 3 of 4

- e) Committee meetings shall be chaired by the Chairman of the Committee or, in his or her absence, by a member chosen by the members in attendance.
- f) Attendance of members at Committee meetings shall be disclosed in POPI's annual report.
- g) 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.

4.2 Minutes

Minutes of the Committee meeting shall be recorded and kept by the Corporation's Corporate Secretary who shall be the secretary of the Committee.

4.3 Reports to the Board

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 Sustainability Committee which is within the scope of its powers shall not require ratification or approval by the Board for its validity and effectivity. However, any such act shall be subject to revision or alteration by the Board, provided that no rights of third parties shall be affected by any revision or alteration.

5. Miscellaneous

5.1 Access to Information

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

5.2 Technical Assistance

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

The Committee may also invite such members of management and other resource persons to its meetings and may secure independent expert and/or professional advice as it may deem desirable or appropriate.

All resources necessary for the Committee to perform its duties and functions shall be provided by the Corporation, at its expense.

PrimeOrion Philippines, Inc. SUSTAINABILITY COMMITTEE CHARTER		INITIAL ISSUE DATE 20 OCTOBER 2017
		REVISION DATE -
VERSION NO. 1	REVISION NO. -	PAGE NO. 4 of 4

5.3. Records/Confidentiality

The Corporate Secretary 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.

5.4 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 review its performance annually with respect to the fulfillment of its functions and responsibilities as mandated in this Charter.

The Committee shall assess its performance through a self-assessment form.

5.5 Effectivity

This Charter shall take effect when approved by the Board.

5.6 Amendment

Any amendment to this Charter shall be effective upon approval of the Board.

—end—

Endorsed for Approval by:

Atty. Renato O. Marzan	Rex Ma. A. Mendoza	Maria Rowena M. Tomeldan
Committee Chairman	Committee Member	Committee Member

Date Approved by the Committee: 20 October 2017

Approved by:

Bernard Vincent O. Dy

 Chairman of the Board