



CORPORATE GOVERNANCE COMMITTEE CHARTER

(Updated as of April 2026)

1.	Membership	1
1.1	Composition	1
1.2	Term	1
1.3	Vacancy	1
1.4	Compensation	1
2.	Powers, Duties and Responsibilities of Committee	1
2.1	Duties and Responsibilities	1
3.	Resolutions and Actions	2
3.1	Meetings, Quorums and Actions	2
3.2	Minutes	2
3.3	Reports to the Board	2
4.	Miscellaneous	3
4.1	Access to Information	3
4.2	Technical Assistance	3
4.3	Records/Confidentiality	3
4.4	Annual Review/Self-Evaluation	3
4.5	Effectivity	3

 LOGISTICS HOLDINGS CORP. <u>CORPORATE GOVERNANCE COMMITTEE CHARTER</u>	INITIAL ISSUE DATE
	REVISION DATE APRIL 23, 2026

The Board of Directors of AyalaLand Logistics Holdings Corp. (the “Corporation”) hereby adopts this Charter of the Corporate Governance Committee (the “Committee”).

1. Membership

1.1 Composition

The Committee shall be composed of at least three (3) directors, all of whom shall be independent directors, including its Chairman.

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 account the evolving requirements of the Corporation, and best practices in corporate governance.

1.2 Term

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

1.3 Vacancy

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

1.4 Compensation

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

2. Powers, Duties and Responsibilities of Committee

2.1 Duties and Responsibilities

- a. Oversee the implementation of the corporate governance framework and periodically review the said framework to ensure that it remains appropriate in light of material changes to the Corporation's size, complexity and business strategy, as well as its business and regulatory environments;
- b. Oversee the periodic performance evaluation of the Board and its committees as well as executive management, and conduct an annual self-evaluation of its performance;
- c. Ensure that the results of the Board evaluation are shared, discussed, and that concrete plans are developed and implemented to address identified areas for improvement;
- d. Recommend continuing education/training programs for directors, assignment of tasks, projects to board committees, succession planning for the board members and senior officers.

- e. Adopt corporate governance policies and ensure that these are reviewed and updated regularly, and consistently implemented in form and substance;
- f. Propose and plan relevant trainings for the members of the Board; and
- g. Discharge any other duties and responsibilities delegated to the Committee by the Board from time to time.

The Committee shall be guided by the Corporation's mission and vision in the fulfillment of its functions.

3. Resolutions and Actions

3.1 Meetings, Quorum and Actions

- a. The Committee shall meet in person, through remote communication, such as teleconferencing or videoconferencing or other alternative modes of communications allowed by the Securities and Exchange Commission at least twice a year at a time and place determined by its Chairman, with further meetings to occur when deemed necessary or desirable by the Committee or its Chairman.
- b. Notice of meetings may be given by any customary means of communication (e.g., by e-mail, in writing, by telephone, telegram, personal delivery or postal, etc.). 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.
- c. Two thirds (2/3) of members shall constitute a quorum for the holding of a Committee meeting.
- d. The majority vote of all its 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.
- f. The charter of the Committee, number of Committee meetings and attendance of members at Committee meetings shall be disclosed in the Corporation's annual report.
- g. Committee members are encouraged to attend all Committee meetings.
- h. 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.

3.2 Minutes

Minutes of the Committee meetings shall be taken and recorded by the office of the Corporate Secretary. Minutes shall be signed by the chairman of the meeting and by the individual who has been appointed to take notes during the meeting.

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

4. Miscellaneous

4.1 Access to Information

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

4.2 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.

4.3 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.

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 its amendments shall take effect when approved by the Board.

-oOo-

Document Information:

Issue Date: July 18, 2017

This Version: Approved by the Board of Directors on April 23, 2026