

LOPEZ HOLDINGS CORPORATION

NOMINATION, ELECTION AND GOVERNANCE COMMITTEE CHARTER

I. Composition of the Committee

The Board of Directors shall create a Nomination, Election and Governance Committee which shall be composed of at least three (3) members, a majority of whom are independent directors. The Committee shall have a Chairman who shall be appointed by the Board and who shall be an independent director.

The Chairman shall preside during the meetings. The Committee shall appoint a Secretary, who may or may not be a director or member of the Committee, to prepare minutes of meetings of the Committee and keep appropriate books and records thereof, if necessary.

The Board, or the Committee, may appoint one or more persons to serve as advisor(s) to the Committee. Advisors may attend and speak during the meetings, but have no voting rights on any action of the Committee.

II. Duties and Responsibilities

The Committee shall have the principal function of setting the criteria to be used for the selection and nomination of directors, and of passing upon their qualifications as shall be consistent with the By-Laws and the Manual of Corporate Governance. The criteria for selecting and nominating directors shall be disclosed.

The Committee shall ensure that, through a managed and effective system consistent with the By-Laws, Board elections are made that provide a mix of proficient directors, each of whom is able to add value and to bring prudent judgment to bear on the decision-making process. The Committee shall also formulate and review, as may be needed, the Full Business Interest Disclosure Form of all incoming directors and officers.

The Committee shall make recommendations to the Board on the qualified nominees for election as Directors as well as identify and nominate qualified individuals for election as additional Directors or to fill Board vacancies as and when they arise. Such appointment is subject to the approval of the Board.

The Committee shall pre-screen and short-list all candidates to the Board in accordance with the Articles of Incorporation, By-Laws and the Manual for Corporate Governance.

The Committee is also tasked to review the structure, size and composition of the Board of Directors and make appropriate recommendations thereto. It shall review with the Board, on an annual basis or as may be needed, the appropriate skills, characteristics and training required by the directors.

The Committee shall adhere to the policy, consistent with rules and regulations, of submitting all directors for election or re-election once a year.

The Committee shall be responsible for setting the criteria for the conduct by the Board of an annual performance appraisal of the entire Board, of the Board committees, and of the individual directors. Such criteria and the process for conducting performance appraisals shall be disclosed.

The Committee shall also have the following functions:

- a. ensuring that the Corporation has at least two (2) independent directors or such number of independent directors which constitute at least twenty percent (20%) of the members of the Board or otherwise required by law, rules and/or regulations, whichever is lesser;
- b. reviewing the recommendations of the Compliance Officer with regard to the requirements and/or violations of the Manual for Corporate Governance and other corporate governance rules and endorse the same to the Board for its review and/or approval;
- c. reviewing, as may be necessary, the charters of all the Board Committees and recommend any changes to the Board for the latter's approval; and
- d. reviewing and monitoring the corporate governance trainings of members of the Board and senior management in line with the Corporation's continuing education and training program for directors and management.

III. Meetings; Quorum

The Committee shall only act as a committee and the individual members thereof shall have no powers as such. A majority of the whole number of members shall constitute a quorum for the transaction of business and every decision of a majority of the quorum duly assembled shall be valid as an act of the Committee. Each member shall have one (1) vote. In case of a deadlock in the voting, the Chairman of the Committee shall break the deadlock by casting a second vote.

Regular meetings may be held at such time and place and upon such notice, if any, as the Committee may prescribe. However, at the minimum, the Committee should meet twice a year. Special meetings may be called by the Chairman of the committee or by request of a majority of the Committee members with at least one day's notice of the time and place of the meeting, given personally or by letter, telegram,

telephone, electronic mail, short messaging system or facsimile. Meetings may be held at any time and place without notice if all the members are present or of those not present waive notice in writing before or after the meeting.

Meetings may be held in person or via telephone or video conference. Summaries of matters discussed at such meetings are to be presented at the next succeeding meeting of the Board.