



CHARTER OF THE PERSONNEL AND  
COMPENSATION COMMITTEE

# Table of Contents

<b>Charter of the Related Party Transactions Review Committee.....</b>	<b>1</b>
1. Statement of Policy .....	1
2. Roles and Responsibilities.....	1
3. Membership .....	2
4. Meeting and Schedule of Activities.....	3
5. Reporting Procedures.....	3
6. Functional and Secretariat Support .....	4

# Charter of the Personnel and Compensation Committee

The Board of Directors ("Board") of Ayala Land Inc. (the "Corporation") hereby adopts this Charter of the Personnel and Compensation Committee (the "Committee").

## **1. Membership**

### **1.1 Composition**

The Personnel and Compensation Committee shall be composed of at least three (3) members, and as far as practicable, majority shall be independent directors.

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 by 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 and have qualified.

### **1.4 Compensation**

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

## **2. Powers, Duties and Responsibilities of the Committee**

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 the amount of remuneration, which shall be in a sufficient level to attract and retain directors and officers who are needed to run the Corporation successfully;
- c. Establish 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 options, performance shares and bonuses;
- d. Develop a form of Full Business Interest Disclosure as part of the pre-employment requirements for all incoming officers, which among others compel all officers to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict in their performance of duties once hired;
- e. Provide for 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 the ensuing year;
- f. Review and recommend changes to the existing Human Resources Development or Personnel Handbook, to strengthen provisions of 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 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.

No member of the 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.

### **3. Resolutions and Actions**

#### **3.1 Meetings, Quorums and Actions**

- a. The Committee shall meet in person, teleconference or video conferencing facility or through such other similar means at least twice a year at a time and place determined by its Chairman, with further meetings to occur when deemed necessary or desirable by the Personnel and Compensation 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 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 Deputy Chairman, or a member chosen by the other members present.
- 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 charter of the Committee, 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.
- i. 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 meeting will be recorded and maintained by the Corporate Secretary, with the assistance of the Office of the Group Director for Corporate Human Resources Group. The Corporate Secretary or his designate of 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 by the Board for its validity and effectivity. However, any such act shall be subject to review, revision or alteration by the Board, provided that no rights of third parties shall be affected by any revision or alteration.

#### **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, the Group Director for Corporate 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 Office of the Group Director for Corporate Human Resources Group, 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 shall take effect when approved by the Board.

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#### Document Information

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Approved By:



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Vice-Chairman



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President and CEO



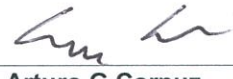
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