

## Remuneration Matters

- 1) Remuneration Process - Process used for determining the remuneration of the CEO and the four (4) most highly compensated management officers:

| Process   | CEO  | Top 4 Highest Paid Management Officers |
|---|--|--|
| (1) Fixed remuneration                            | Performance-based  | Performance-based                      |
| (2) Variable remuneration                         | Not applicable   | Not applicable                         |
| (3) Per diem allowance                            | Php 10,000 per Board meeting or Board Committee meeting attended | Not applicable                         |
| (4) Bonus   | Performance-based  | Performance-based                      |
| (5) Stock Options and other financial instruments | Not applicable   | Not applicable                         |
| (6) Others (specify)                              | Not applicable   | Not applicable                         |

- 2) Remuneration Policy and Structure for Executive and Non-Executive Directors - Company's policy on remuneration and the structure of its compensation package

|                         | Remuneration Policy   | Structure of Compensation Packages   | How Compensation is Calculated   |
|-------------------------|---|--|--|
| Executive Directors     | The Corporate Governance Committee determines the amount of remuneration which shall be in a level sufficient to attract directors, executives and other key senior personnel needed to run the Company successfully. | Executive compensation is composed of salaries, bonuses and, plus fixed per diem for every board meeting attended. | Benchmarks such as industry peer group, compensation studies, and level of responsibilities are used as basis. |
| Non-Executive Directors |   | Fixed per diem for every board meeting attended and allowances commensurate to the responsibilities given.         |  |

3) Stockholders' approval on total remuneration of board of directors for the last three (3) years

| <b>Remuneration Scheme</b>   | <b>Date of Stockholders' Approval</b> |
|--|---------------------------------------|
| <p>Yes. The Company complies with Sec. 30 of the Corporation Code of the Philippines, which states that compensation other than per diems may be granted to directors by the vote of the stockholders representing at least a majority of the outstanding capital stock.</p> <p>Aside from per diems, no other forms of compensation are given to the Company's directors with respect to the services they render as directors.</p> <p>During the Annual Stockholders' Meeting, the stockholders ratify all acts of the Board and Management, including those pertaining to Board remuneration.</p> | 24 April 2018                         |
|  | 25 April 2017                         |
|  | 12 April 2016                         |

4) Aggregate Remuneration

| <b>Remuneration Item</b>                             | <b>Executive Directors</b>  | <b>Non-Executive Directors (other than independent directors)</b> | <b>Independent Directors</b> |              |             |       |      |              |             |
|--|---|---|------------------------------|--------------|-------------|-------|------|--------------|-------------|
| (a) Fixed Remuneration                               | Total remuneration and bonus paid to Executive Director and four most highly compensated executive officers: <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th style="text-align: center;">Year</th> <th style="text-align: center;">Salary</th> <th style="text-align: center;">Bonus</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">2018</td> <td style="text-align: center;">P124,000,000</td> <td style="text-align: center;">P21,000,000</td> </tr> </tbody> </table> |   |                              | Year         | Salary      | Bonus | 2018 | P124,000,000 | P21,000,000 |
| Year   |   |   |                              | Salary       | Bonus       |       |      |              |             |
| 2018   |   |   |                              | P124,000,000 | P21,000,000 |       |      |              |             |
| (b) Variable Remuneration                            |   |   |                              |              |             |       |      |              |             |
| (c) Per diem Allowance                               |   |   |                              |              |             |       |      |              |             |
| (d) Bonuses  |   |   |                              |              |             |       |      |              |             |
| (e) Stock Options and/or other financial instruments | The total per diem allowance paid to directors in 2018 amounted to P920,000.  |   |                              |              |             |       |      |              |             |
| (f) Others (Specify)                                 |   |   |                              |              |             |       |      |              |             |
| <b>Total</b>   | There are no stock options and/or other financial instruments given to directors.   |   |                              |              |             |       |      |              |             |

| <b>Other Benefits</b> | <b>Executive Directors</b> | <b>Non-Executive Director (other than</b> | <b>Independent Directors</b> |
|-----------------------|----------------------------|---|------------------------------|
|                       |                            |   |                              |

|   | <b>independent directors)</b>   |
|---|---|
| 1) Advances                             | There are no advances, credit and car plan granted to directors. The directors (except independent directors) are covered with the company's pension, life insurance and hospitalization plans. |
| 2) Credit granted                       |   |
| 3) Pension Plan/s Contributions         |   |
| (d) Pension Plans, Obligations incurred |   |
| (e) Life Insurance Premium              |   |
| (f) Hospitalization Plan                |   |
| (g) Car Plan                            |   |
| (h) Others (Specify)                    |   |
| <b>Total</b>                            |   |

4) Stock Rights, Options and Warrants

- (a) Board of Directors - Members of the company's Board of Directors who own or are entitled to stock rights, options or warrants over the company's shares:

The company does not grant stock rights, options or warrants over the company's shares.

| <b>Director's Name</b> | <b>Number of Direct Option/Rights / Warrants</b> | <b>Number of Indirect Option/Rights / Warrants</b> | <b>Number of Equivalent Shares</b> | <b>Total % from Capital Stock</b> |
|------------------------|--|--|------------------------------------|-----------------------------------|
| None.                  |  |  |                                    |                                   |

- (b) Amendments of Incentive Programs - Amendments and discontinuation of any incentive programs introduced, including the criteria used in the creation of the program.

There was no incentive program that was amended or discontinued.

| <b>Incentive Program</b> | <b>Amendments</b> | <b>Date of Stockholders' Approval</b> |
|--------------------------|-------------------|---------------------------------------|
| None.                    |                   |                                       |