

## NOMINATIONS COMMITTEE

**Committee Name**                      **Nominations Committee**

**Short Name**                              **NOMCOM**

**Nature**                                      Board Level Committee

**Responsibility Statement**      The Committee shall review and evaluate the qualifications of all persons nominated to the board as well as those nominated to other positions requiring appointment by the Board of Directors.

### Membership

<b>Committee Membership</b>	<b>Designation</b>	<b>Appointed Members</b>
Chairman	Independent Director	Juan Miguel D. Escaler
Regular Members	Independent Director Independent Director Independent Director	EOChua PGSoliven MCFernando
Secretary	Assistant Corporate Secretary	JPAmoranto

**Duties and Responsibilities**      NOMCOM shall have the following duties and responsibilities:

- It shall promulgate the guidelines or criteria to govern the conduct of nominations.

Nomination of independent directors shall be conducted by the Nominations Committee prior to a stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by would-be nominees.

- The Nominations Committee shall pre-screen the qualifications and prepare a final list of all candidates in accordance with the requirements of laws, regulations and the Bank's Corporate Governance Manual.
- After the nomination, the Committee shall prepare a Final List of Candidates which shall contain all the information about all the nominees for independent directors, as required by existing and applicable rules, which list, shall be made available to the Commission.

The name of the person or group of persons who recommended the nomination of the independent director shall be identified in such report including any relationship with the nominee.

Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Independent Directors. No other nominations shall be entertained or allowed on the floor during the actual annual stockholders' meeting.

### Composition

The members of the NOMCOM are appointed annually by the BOD. It shall be composed of at least three (3) members, one of whom should be an Independent Director

Each member shall serve for a maximum tenure of nine (9) years. Any extension beyond the nine (9) years shall be approved by the Board of Directors.

<b>Quorum/Majority Votes</b>	A majority of all members of the NOMCOM shall constitute a quorum and a vote of majority of the members present at a meeting shall be required to pass a decision.
<b>Meeting Schedule</b>	NOMCOM shall meet as needed.
<b>Performance Assessment</b>	Nominations Committee shall perform an annual self-assessment of the performance of its functions using the attached self-assessment form (See Annex A)
<b>Charter Review</b>	<p>NOMCOM Charter shall be reviewed annually or as needed by the NOMCOM Secretariat or when there are significant changes to the Committees mandate, scope and working procedures.</p> <p>The proposed changes, if any, shall be subject to review of the NOMCOM and finally the Board of Directors' approval.</p>
<b>Reporting to the Board</b>	Minutes of the meetings and other reports shall be submitted to the Board of Directors.
<b>Interaction with Other Committees</b>	as needed.

**JUAN MIGUEL L. ESCALER**  
Committee Chairman

**EDGAR O. CHUA**  
Member

**PHILIP G. SOLIVEN**  
Member

**MARCELO C. FERNANDO, JR.**  
Member

**Metropolitan Bank and Trust Company**  
**RATING SHEET FOR THE NOMINATIONS COMMITTEE**  
 For the year \_\_\_\_\_

**Name of Director:** \_\_\_\_\_

The rating sheet has to be completed independently by each member of the Nominations Committee following the rating scale described below. For each of the statement listed in the form, please encircle the number that best reflects the member's own evaluation.

Rating Scale:

Rating	Description
5	<b>Strong</b> – exceeds what is considered necessary given the size, risk profile and complexity of operations of the Bank. Deficiencies/weaknesses are considered to be minor and insignificant.
4	<b>Satisfactory</b> – meets what is considered necessary given the size, risk profile and complexity of operations of the Bank. Deficiencies/weaknesses are considered to be minor and insignificant.
3	<b>Less than Satisfactory</b> – does not meet what is considered necessary given the size, risk profile and complexity of operations of the Bank. However, the Board is committed (with ability and willingness) to correct the situation in a timely manner.
2	<b>Deficient</b> – deficient, in a material way, to meet what is considered necessary given the size, risk profile and complexity of operations of the Bank. Moreover, the ability of the Board to correct the situation in a timely manner is doubtful.
1	<b>Critically deficient</b> – critically deficient to meet what is considered necessary given the size, risk profile and complexity of operations of the Bank. The deficiencies/weaknesses pose an imminent threat to the safety and soundness of the Bank.

	Rating
1. Are the members of the Nomination Committee appointed annually by the Board of Directors?	5 4 3 2 1
2. Does the Committee take an active part in reviewing and evaluating the qualifications of all persons nominated to the Board, as well as other positions requiring appointment by the Board?	5 4 3 2 1

3. In accepting the nominees for directorial positions, does the Committee ensure that all nominations submitted are treated equally, without giving undue advantage to any particular group of shareholders especially the majority shareholders?	5 4 3 2 1
4. In reviewing the qualifications of incumbent directors whose names are being submitted for the ensuing year, does the Committee take into consideration the attendance of the incumbent directors during board meetings conducted during the previous year?	5 4 3 2 1
5. Does the Committee take into consideration the minimum prescribed qualifications and disqualifications set by law on directors of publicly-listed banks, especially on the nominees for independent directors?	5 4 3 2 1
6. Does the Committee conduct an annual self-evaluation of its performance?	5 4 3 2 1
<b>Average:</b>	

<b>Committee Member's Evaluation</b>
1. What are the strengths of the Committee?
2. What was the Committee's greatest contribution during the period?
3. What are the Committee's areas for improvement?
4. If you could change anything with the Committee what would you change and why?

\_\_\_\_\_  
Signature over Printed Name (Member)