

## **COMPENSATION AND REMUNERATION COMMITTEE CHARTER**

### **1. Purpose**

The Compensation and Remuneration Committee (the “Committee”) assists the Board of Directors (the “Board”) in establishing and developing a policy on compensation and remuneration of directors and key officers to ensure that their compensation is consistent with the Corporation’s culture, strategy, long-term interests, the business environment in which it operates and industry standards.

### **2. Membership and Quorum**

The Committee shall be composed of at least three (3) members, of whom at least one (1) shall be a non-executive director of the Corporation, another shall be an independent director of the Corporation, and one (1) shall be a representative of the Philippine Communications Satellite Corporation. All decisions or resolutions of the Committee must have the affirmative vote of at least two (2) members of the Committee.

### **3. Duties and Responsibilities**

The Committee shall meet at least annually to review the compensation and remuneration packages of corporate officers and directors. No member of the committee shall decide his or her own remuneration.

### **4. Assessment**

The Committee’s performance shall be evaluated by assessing its charter, the composition of the Committee, the number of meetings, the duties and responsibilities of the Committee and the performance of each individual member.