



Corporate Governance Committee Charter *(Amended March 16, 2017)*

Purpose

The Corporate Governance Committee is responsible for assisting the Board of Directors (the “Board”) of DMCI Holdings, Inc. (the “Corporation”) in fulfilling its oversight responsibilities in relation to:

- Ensuring compliance with the proper observance of corporate governance principles and practices
- the overall approach to corporate governance of the Corporation and the implementation of corporate governance framework and policies
- the size, composition and structure of the Board and its committees;
- overseeing the periodic performance evaluation of the Board, the committees and management of the Corporation.
- orientation and continuing education for directors;
- any additional matters delegated to the Corporate Governance Committee by the Board.

Membership Composition

The Corporate Governance (CG) Committee shall be composed of at least three (3) members of the Board, majority of whom shall be independent directors of the Company. The Board shall designate one member, who must be an independent director, to serve as the Committee Chairman.

Duties and Responsibilities

The CG Committee shall have the following duties and general responsibilities:

- *Oversees the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the corporation's size, complexity and business strategy, as well as its business and regulatory environment;*
- *Oversees the periodic performance evaluation of the Board and its committees as well as executive management, and conducts an annual self-evaluation of its performance;*
- *Ensures that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;*
- *Recommends continuing education/training programs for directors, assignment of task/projects to board committees, succession planning for the board members and senior officers, and remuneration packages for corporate and individual performance;*
- *Adopts corporate governance policies and ensures that these are reviewed and updated regularly and consistently implemented in form and substance;*
- *Proposes and plans relevant trainings for the members of the Board;*
- Formulates policies that will promote compliance with all rules, laws, regulations and company policies
- Reviews and implements the Company's corporate governance activities and programs
- Monitors and facilitates the Company's compliance with all rules and policies

Reporting

The CG Committee shall regularly report to the Board on all significant matters that are within its responsibilities.

Review and Meeting

The CG Committee will review its Charter at least annually and submit to the Board for approval any amendments thereof.

The CG Committee shall meet at least **twice** a year.