



Remuneration Committee

CHARTER

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Remuneration Committee Charter

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Board approval authority:	Jose P. de Jesus Chairman of the Board Chairman of the Remuneration Committee
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Related legislation, standards, policies, procedures, guidelines, and local protocols	Manual on Corporate Governance

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1. Purpose and Composition

The Remuneration Committee (*the "Committee"*) shall assist the Board of Directors (*the "Board"*) of Converge Information and Communications Technology Solutions, Inc. (*the "Company"*) in performing oversight functions over Management's recommendations on the remuneration plan, incentive schemes, and other compensation and benefits of the Company, particularly those at Senior Leader and Executive Bands in the Company's Job Grading Structure.

The Committee shall be composed of at least three (3) members or as such number of members as may be required under the Company's Manual on Corporate Governance.

2. Duties and Responsibilities

The Committee shall have the following duties and functions, among others:

- a) Provide oversight over the procedure for developing a plan on board, senior leaders, and executive remuneration, which plan must be consistent with the Company's values, culture, and strategy;
- b) Recommend for approval of the Board the Management's proposal on the structure and competitiveness of the Company's executive officer compensation programs; and
- c) Confirm that the Company's annual reports, and information statements provide a clear, concise and understandable disclosure of compensation of its executive officers and directors for the previous fiscal year and the ensuing year, as mandated by regulations.

3. Meetings and Resources

The Chairman shall preside over the meetings of the Committee. The Committee shall appoint a Secretary, who may or may not be a director or member of the Committee, to prepare minutes of meetings of the Committee and keep the appropriate records thereof.

The Committee shall only act as a committee and the individual members thereof shall have no powers as such. A majority of the whole number of members shall constitute a quorum for the transaction of business and every decision of a majority of the quorum duly assembled shall be valid as an act of the Committee. Each member shall have one (1) vote. In case of a deadlock in the voting, the Chairman of the Committee shall break the deadlock by casting a second vote.

Regular meetings may be held at such time and place and upon such notice, if any, as the Committee may prescribe. However, at the minimum, the Committee should meet at least twice a year. Special meetings may be called by the Chairman of the committee or by request of a majority of the Committee members with at least one day's notice of the time and place of the meeting. Meetings may be held at any time and place without notice if all the members are present or if those not present waive notice in writing before or after the meeting. Meetings may be held in person or via telephone or video conference.

Key matters discussed at such meetings are to be presented at the next succeeding meeting of the Board.

4. Technical Assistance and Records

When requested, the Senior HR Director and Head of Human Resources, management, and personnel of the Company, shall provide technical assistance and support to the Committee.

Subject to the data privacy laws, the Committee shall have free and full access to all relevant information, data, records, properties, and personnel. Except for information that are required to be disclosed pursuant to applicable laws and regulations, the records shall be kept confidential.

5. Charter Review

This Charter shall be reviewed by the Committee annually. Any proposed changes shall be approved by the Board upon favorable recommendation of the Committee.

6. Disclosure

This Committee Charter shall be fully disclosed on the company's website.

7. Related document references

- Manual on Corporate Governance