

PETRON CORPORATION

CORPORATE GOVERNANCE COMMITTEE CHARTER

INTRODUCTION

The Corporate Governance Committee of Petron Corporation (the “Company”) was constituted by the Board of Directors pursuant to the provisions of the by-laws and the new Manual on Corporate Governance of the Company (the “CG Manual”).

This Corporate Governance Committee Charter (this “Charter”) sets out the composition, functions, and responsibilities of the Corporate Governance Committee and the rules of procedure that will guide the function of the Corporate Governance Committee.

PURPOSE

The Corporate Governance Committee is a standing committee of the Board of Directors constituted for the purpose of assisting the Board of Directors in the performance of its corporate governance, nomination, and remuneration responsibilities.

The Corporate Governance Committee also ensures compliance with and proper observance of corporate governance principles and practices.

COMPOSITION

The Corporate Governance Committee shall have at least three (3) independent directors as members. The Chairperson of the Corporate Governance Committee shall be an independent director.

The Board of Directors will appoint the members of the Corporate Governance Committee at the organizational board meeting that follows each annual stockholders’ meeting or at any earlier time as the Board of Directors may deem necessary.

The Corporate Secretary of the Company is the secretary of the Corporate Governance Committee.

The Corporate Governance Committee may appoint one or more persons to act as advisor to the committee who may attend the meetings of the committee but shall have no right to vote.

MEETINGS; COMMITTEE APPROVALS

The Corporate Governance Committee shall meet at such times and places as it considers appropriate. The Chairperson may call a meeting at any time as needed.

All committee members are expected to attend each meeting, in person or via tele- or video-conference. The meetings are limited to the committee members and whoever is authorized by the Corporate Governance Committee to attend. In the absence of the Chairperson during any meeting of the Corporate Governance Committee, a chairperson for the meeting shall be designated by the members present.

As necessary, the Corporate Governance Committee will invite members of management and organization staff or any independent adviser to provide pertinent information or data.

The Corporate Governance Committee, through the Corporate Secretary of the Company, distributes the notice, the agenda, and the appropriate committee materials at least two (2) days before any meeting so the members can intelligently review the various matters raised.

A majority of the members of the Governance Committee shall constitute a quorum for the transaction of the committee's business.

The Corporate Governance Committee shall act only on the affirmative vote of a majority of its members at a meeting or, to the extent allowed by law, by unanimous written consent of the members.

DUTIES AND RESPONSIBILITIES

A. Governance-Related. The Corporate Governance Committee has the following duties and functions relating to corporate governance:

- (1) oversees the implementation of the corporate governance framework of the Company and periodically reviews the said framework to ensure that it remains appropriate in light of material changes to the size, complexity and business strategy of the Company, as well as its business and regulatory environments;

- (2) oversees the periodic performance evaluation of the Board of Directors and its committees as well as executive Management, and conducts an annual self-evaluation of its performance;
- (3) 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;
- (4) recommends continuing education and training programs for directors, assignment of tasks and projects to the board committees, succession plan for the senior officers, and remuneration packages for corporate and individual performance;
- (5) adopts corporate governance policies and ensures that these are reviewed and updated regularly, and consistently implemented in form and substance;
- (6) proposes and plans relevant trainings for the members of the Board of Directors; and
- (7) develops a form on Full Business Interest Disclosure as part of the pre-employment requirements for all incoming officers and directors, which among others, compel all officers and directors to declare under the penalty of perjury all their existing business interests or shareholdings that may directly or indirectly conflict in their performance of duties once hired or elected, as the case may be.

B. Nomination-Related. The Corporate Governance Committee shall ensure that the directors of the Company shall have the appropriate balance of knowledge, competencies, expertise, skills, and independence that are aligned with the strategic direction of the Company and which will enable the directors to discharge their duties and responsibilities effectively.

It shall further ensure the effectiveness of the processes and procedures in the nomination, election, or replacement of a director.

In furtherance of the above policy, the Corporate Governance Committee has the following duties and functions relating to the nomination and election of directors:

- (1) pre-screens and shortlists candidates nominated to become members of the Board of Directors and ensures that director-candidates (i) possess the knowledge, skills, experience, and particularly in the case of non-executive directors, independence of mind given their responsibilities to the Board of Directors and in light of the Company's business and risk profile; (ii) have a record of integrity and good repute; (iii) have

sufficient time to carry out their responsibilities; and (iv) have the ability to promote a smooth interaction between board members.

The Corporate Governance Committee shall consider the use of professional search firms or external sources when searching for candidates to the Board of Directors;

- (2) ensures that director-candidates have and maintain the qualifications and have none of the disqualifications set out in the CG Manual;
- (3) assesses the effectiveness of the processes and procedures of the Board of Directors in the election or replacement of directors;
- (4) determines the nomination and election process of the directors of the Company and defines the general profile of board members which the Company may need and which will ensure that appropriate knowledge, competencies, and expertise complement the existing skills of the Board of Directors; and
- (5) considers the following guidelines in the determination of the number of directorships which a member of the Board of Directors may hold in accordance with the policy on holding multiple board seats under the CG Manual:
 - (i) the nature of the business of the corporations which he is a director;
 - (ii) age of the director;
 - (iii) number of directorships/active memberships and officerships in other corporations or organizations; and
 - (iv) possible conflict of interest.

C. Remuneration-Related. The Corporate Governance Committee shall establish a formal and transparent procedure to determine the remuneration of directors and officers that is consistent with the Company's culture and strategy as well as the business environment in which it operates.

In furtherance of the above policy, the Corporate Governance Committee has the following duties and functions relating to the remuneration of directors and officers:

- (1) ensures that salaries and other remuneration of officers and directors are set at level adequate to attract and retain directors and officers with the qualifications and experience needed to manage the Company successfully;

- (2) considers and approves salary structures and modifications thereto for individuals in the positions of Vice President, or its equivalent, and above;
- (3) considers and approves other compensation policy matters such as the adoption, modification and interpretation of corporate benefit plans;
- (4) disallows any director to decide his or her own remuneration;
- (5) provides in the Company's annual reports, information and proxy statements a clear, concise and understandable disclosure of all fixed and variable compensation that may be paid, directly or indirectly, to the directors and senior executive officers for the previous fiscal year and the ensuing year; and
- (6) reviews the personnel handbook of the Company to strengthen provisions on conflict of interest, salaries and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective posts.

The members of the Corporate Governance Committee shall not participate in decisions with respect to his or her own remuneration, unless the same shall be applied to all directors.

ACCESS TO INFORMATION AND RESOURCES

The Corporate Governance Committee shall be granted reasonably free and full access to the records, data, and properties of the Company and information from directors, officers, employees, or external parties that may be relevant in the discharge of its functions, duties, and responsibilities. It shall also be provided with the resources necessary for the purpose of fulfilling its duties and responsibilities under this Charter.

REPORTING PROCEDURES

The Chairperson of the Corporate Governance Committee, or in his absence, the member elected by the members present in a meeting, shall report at the meeting of the Board of Directors the decisions and recommendations made by the Corporate Governance Committee following each committee meeting.

The Corporate Governance Committee shall prepare an annual report of its activities for inclusion in the Company's annual report.

PERFORMANCE EVALUATION; CHARTER REVISION

The Corporate Governance Committee shall periodically assess its effectiveness by comparing its performance with the requirements of this Charter and the CG Manual to ensure compliance with this Charter, the CG Manual, and best practice. The assessment will also for the basis for the formulation of objectives and plans for the improvement its performance.

The Corporate Governance Committee may likewise be subject to an independent assessment by the Board of Directors.

The Corporate Governance Committee shall also review and assess the adequacy of this Charter annually or as conditions dictate to ensure that this Charter is continuously aligned and consistent with the objectives and responsibilities of the Board of Directors. It shall recommend any modifications to this Charter as deemed appropriate and obtain the approval of the Board of Directors for any such modifications.