



**TERMS OF REFERENCE  
NOMINATIONS COMMITTEE  
BDO UNIBANK, INC.  
(as of 26 July 2025)**

**I. Constitution**

The Nominations Committee (NomCom) shall be established by the Board of Directors (Board) of BDOUnibank, Inc. (BDO Unibank or Bank) pursuant to legal and regulatory requirements, as amended. It is an extension of the BDO Unibank Board.

**II. Purpose**

The Nominations Committee shall provide oversight into the qualifications of all persons nominated to the Board as well as those nominated to other positions in the Bank requiring the appointment of the Board.

**III. Scope of Authority**

The Nominations Committee is entrusted with the responsibility of leading the process of identification and evaluation of candidates for appointment as Directors and other key positions subject to Board approval, with due regard to succession planning and the evolving leadership requirements of the BDO Group. It undertakes a comprehensive assessment of the current Board's composition, including skills and competencies, identifies any gaps, and seeks candidates aligned with the Bank's Board Diversity Policy. In fulfilling its mandate, the Committee may engage in external databases, professional search firms, or consider third-party nominations. It also recommends the composition and chairmanship of Board-level committees, regularly reviews the Board's structure, size, and balance of skills, experience, and independence, and proposes enhancements as necessary. Furthermore, it reviews and approves interlocking positions held by Directors to ensure adherence to the Bank's Interlocking Policy.

**IV. Membership and Tenure**

The NomCom shall be composed of at least three (3) members, all of whom shall



be independent directors, including the Chairperson.

The Board may appoint Advisors of the NomCom. Their primary role is to provide independent and/or expert advice on matters that concern the NomCom. The appointment of a NomCom Advisor must consider competence (i.e., must have relevant education, competencies, skills, financial literacy, training, experience) that is relevant and will add value to the work of NomCom to which such Advisor is appointed. Advisors shall have no voting rights and shall inhibit themselves from participating in discussions that may pose a potential conflict of interest.

The Committee Members shall serve for a term of one (1) year from date of appointment or re-appointment unless sooner resigned or replaced.

## **V. Meetings**

1. The NomCom shall convene at least twice a year or as often as may be required to perform its duties and responsibilities.
2. Meetings may be in person. NomCom members who are unable to attend or vote in person can participate remotely via videoconferencing, teleconferencing, or other suitable platforms acceptable to the NomCom that provide reasonable opportunity for participation and as allowed under existing government regulations.
3. The presence of a majority of the NomCom members shall constitute a quorum. Every decision made by a majority of NomCom members present at a meeting with a quorum shall be valid, unless a specific number of votes is required by existing laws and regulations. Members participating via remote communication shall be considered present for quorum purposes.
4. The designated Secretary of the Meeting shall attend all NomCom meetings and shall ensure that appropriate records (e.g., minutes of meetings or summary of matters reviewed, and decisions taken) of Committee deliberations / decisions are maintained.
5. NomCom members and meeting attendees should be furnished with copies of the minutes of each meeting.

## **VI. Duties and Responsibilities**

The Committee shall perform the following:



- a. Lead the process for identifying and make recommendations to the Board on candidates for appointment as Directors of the Bank as well as those other positions requiring appointment by the Board of Directors aligned with its strategic directions, giving full consideration to succession planning and leadership needs of the Group. It shall make use of external database, e.g. *Institute of Corporate Directors, or professional search*;
- b. Recommend to the Board of Directors, the slate of nominees for election to the Board of Directors during the Bank's annual stockholders' meeting;
- c. Make recommendations to the Board on the composition and chairmanship of the various committees;
- d. Keep under review the structure, size and composition of the Board, including the balance of skills, knowledge and experience and the independence of the non-executive Directors, and make recommendations to the Board with regard to any changes;
- e. Review and approve the interlocking positions of Directors in other entities and ensure its compliance with the Bank's Interlocking Policy; and
- f. Review and assess the adequacy of the Terms of Reference at least annually or update whenever there are significant changes therein and ensure that subsequent changes are approved by the Board of Directors.
- g. On an annual basis, the NomCom shall conduct a self-assessment of its performance in accordance with the following assessment criteria, as may be amended or supplemented from time to time to ensure that it is operating at maximum effectiveness and to recommend any changes it considers necessary to the Board for approval:
  - 1. The NomCom structure and Terms of Reference provide an appropriate framework for the NomCom's responsibilities and in accordance with regulatory requirements.
  - 2. The composition of the NomCom is based on experience and credentials.
  - 3. The number and length of NomCom meetings are appropriate and in accordance with their charter.
  - 4. The meetings are conducted in a manner that ensures open communication and meaningful participation.
  - 5. The amount of information received is appropriate for discussion and decision-making purposes.



6. The materials are furnished to each NomCom member in advance to allow them to adequately prepare for meetings.
7. The NomCom regularly reviews its mandate and performance.
8. The NomCom's reports (oral and written) to the Board reflect an adequate degree of diligence and deliberation and provide the full Board with an adequate understanding of the NomCom's rationale for its recommendations.
9. The NomCom to properly execute its mandate, provides sufficient resources and access to both internal and external advisers, as necessary.

## **VII. Reporting**

The NomCom shall report its discussion to the Board by distributing the highlights thereof and where appropriate, by the oral report of the NomCom Chair at the next Board meeting.

## **VIII. Disclosure**

The NomCom membership and its activities shall be disclosed and published in the Bank's annual regulatory disclosures. The Terms of Reference shall be disclosed on the Bank's website.