

## **Upson International Corp.**

### **Nomination Committee Charter**

#### **I. Introductory Statement**

This Nomination Committee (or “NomCom”) Charter enumerates the composition and members’ qualifications, duties and responsibilities, and other rules and procedures of the Nomination Committee of Upson International Corp. (“Upson” or UIC), which may be necessary for the NomCom to effectively perform its function to assist the Board of Directors (the “Board”) of Upson.

#### **II. Composition and Members’ Qualifications**

- a. The Nomination Committee shall be composed of at least three (3) appropriately qualified directors.
- b. The Board shall appoint the members, including the Chairperson, of the NomCom.
- c. In case of vacancy, the Board shall appoint a qualified replacement to avert possible impairment to the Nomination Committee’s functions.

#### **III. Duties and Responsibilities**

The NomCom shall have the following duties and responsibilities, among others:

- a. Define the general profile of Board members that Upson may need and ensuring appropriate knowledge, competencies and expertise that complement the existing skills of the Board.
- b. Endorse to the Board the nomination and/or election and/or appointment of qualified individuals for election and/or appointment, or nomination in case of election as director during stockholders’ meeting.
- c. Regularly appraise the Board of its committee activities. The appraisal shall include matters to be ratified, endorsed, or approved by the Board.
- d. Annual review of this Charter. If deemed necessary, the updating of this Charter shall be endorsed to the Board for approval.
- e. The compliance with regulatory requirements concerning nomination matters, subject to the Board’s review and approval.
- f. Other functions, as delegated by the Board, shall also be performed by the Nomination Committee.

#### **IV. Meetings**

- a. The NomCom shall meet at least twice every year or as it deemed necessary.
- b. Nomination Committee meetings may be attended by the President and/or Chief Executive Officer, other management team members, and external experts, as it may deem necessary.
- c. The majority of the NomCom members shall be required to constitute a quorum, carry an act, or approve a resolution.
- d. Minutes of Nomination Committee meetings shall be recorded and made available for inspection purposes.
- e. Members of the NomCom and other invited attendees who cannot physically attend a meeting can participate through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate, and shall be considered present during the meeting.
- f. A Nomination Committee member who has a potential interest in any related party transaction must recuse from participating in the discussion of the related party transaction without prejudice to compliance with the requirements of Section 31 of the Revised Corporation Code.

#### **V. Other Rules and Procedures**

- a. An annual evaluation shall be conducted to assess the NomCom's performance, and to determine, implement, and monitor plans to improve its performance.
- b. The Nomination Committee shall be assisted by the Management team in the execution of its functions.
- c. In the fulfillment of its functions, the NomCom shall be guided by Upson's mission and vision.
- d. This Charter likewise directs the Nomination Committee to adhere with best local and international standards and practices, subject to the NomCom and Board's discretion.