

REPUBLIC GLASS HOLDINGS CORPORATION
BOARD OF DIRECTORS
Governance, Nominations and Compensation Committee Charter

In pursuit of good corporate governance, and pursuant to the Revised Manual of Corporate Governance (Revised Manual) submitted to the Securities and Exchange Commission on May 31, 2017, the Board of Directors (Board) of Republic Glass Holdings Corporation (RGHC or Group or Company) hereby constitutes a Governance, Nomination and Compensation Committee (GNCC) and adopts this Charter to govern the committee's oversight functions and activities.

Committee Composition

The GNCC shall consist of at least three (3) members, majority of whom shall be independent directors, including the Chairman.

Coverage of Committee Duties and Responsibilities

The GNCC shall assist the Board in its oversight responsibilities on: (a) corporate governance, (b) nomination and election process, and (c) compensation.

The Committee may also perform such other functions as may be delegated or authorized by the Board.

A. Corporate Governance

In behalf of the Board, the GNCC shall be tasked to ensure that the RGHC Group adheres to good corporate governance principles and practices as provided for in the Revised Manual. And the Committee shall be assisted in its oversight duties by a Compliance Officer, who shall have a rank of Vice President or an equivalent position with adequate stature and authority in the organization.

Compliance Officer. He shall not be a member of the Board of Directors and shall annually attend training on corporate governance. He shall be a member of the RGHC's management team in charge of corporate governance compliance function. Similar to the Corporate Secretary, he is primarily accountable to the corporation and its shareholders, and not to the Chairman or President/CEO of RGHC. The Committee shall ensure that the compliance officer performs his duties and responsibilities under Section 6 of the Revised Manual.

Directors' training. In addition, GNCC shall ensure that a policy is made on the training of directors, including an orientation program for first-time directors and relevant annual continuing training for all directors. The orientation program covers SEC-mandated topics on corporate governance and an introduction to the company's business, Articles of Incorporation, and Code of Conduct. Directors shall undergo annual continuing training program concerning courses on corporate governance matters relevant to RGHC Group, including audit, internal controls, risk management, sustainability and strategy.

Annual Self Assessment. Lastly, the Committee shall assess the performance and compliance of the RGHC Group with the Revised Manual and other relevant regulatory requirements by accomplishing SEC Annual Corporate Governance Self-Evaluation Report.

B. Nomination and Election Process

GNCC shall be tasked to ensure the adoption of applicable guidelines and standards for its members that will facilitate the selection of potential nominees for board seats, and to serve as a benchmark for the evaluation of its performance. The Committee shall oversee a consistent adoption of a formal and transparent board nomination and election policy that shall include a process of accepting nominations from minority shareholders and vetting nominated candidates.

The Board policy shall also include an annual assessment of the effectiveness of its processes and procedures in the nomination, election, or replacement of a director. In addition, its process of identifying the quality of directors shall be aligned with the strategic direction of RGHC Group.

The following comprises the detailed functions the nomination and election process, among others:

1. Develop criteria for identifying, selecting and evaluating candidates for the Board, including guidelines for assessing independence. Amongst these criteria are desired board skills and attributes, business and management experience, diverse talents, backgrounds and perspectives, ability to devote the time and effort necessary to fulfill the responsibilities as a board member, familiarity with the business and relevant regulatory requirements.
2. Identify and recruit qualified director candidates for Board; and review the director candidates as may be recommended and nominated validly by the shareholders or directors of the Company.
3. Receive nominations of candidates for election as directors from stockholders either by electronic mail, regular mail or personal delivery and submitted by shareholders within the period designated.
4. Review and evaluate the qualifications of all persons nominated to the Board, in relation to the criteria set forth RGHC's Manual on Corporate Governance, By-Laws and applicable regulation, including whether candidates: (1) possess the knowledge, skills, experience, and particularly in the case of non-executive directors, independence of mind given their responsibilities to the Board and in light of the entity's business and risk profile; (2) have a record of integrity and good repute; (3) have sufficient time to carry out their responsibilities; and (4) have the ability to promote a smooth interaction between board members. CGCom may secure the assistance of an executive search firm, if necessary, for this purpose.
5. Review annually the contributions and independence of existing directors and recommend director nominee candidates to the Board for election or re-election at the Annual Stockholders Meeting and to fill such Board vacancies as may occur during the year.
6. Conduct a periodic review of the Board's Committee structure, including evaluation of Board size, composition and activities, practices, committees and committee membership. Review and recommend to the Board concerning qualifications, appointment, removal and replacement of directors and committee members.

The process includes monitoring the qualifications of the directors and the grounds for the disqualification of a director.

C. Compensation

Through the GNCC, the Board shall oversee the establishment, administration of the RGHC Group's compensation program, and align the remuneration of key officers and board members with the long-term interests of the Group. The Committee shall formulate and adopt a policy specifying the relationship between remuneration and performance.

Directors' compensation shall always be in accordance with the by-laws of RGHC and/ or as approved by the stockholders during an annual general meeting. The Board shall, from time to time, approve a reasonable *per diem* that a director may receive for attendance in the Board and Board Committee meetings.

The specific duties and responsibilities of GNCC in the area of Compensation are detailed as follows:

1. Oversee and evaluate the Company's Human Resources planning process and succession plans for the CEO and other senior executive positions. Recommend for Board approval short-listed candidates for these positions.
2. Establish and review annually an emergency succession plan for the CEO and other senior executive positions.
3. Evaluate the performance of the CEO, approve annual salary, bonus and other incentive awards, remuneration or executive benefits to the CEO. In determining the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentives awards to chief executive offices at comparable companies, the awards given to the CEO in the past years.
4. Review and approve senior officers' salary, bonus and awards based on GNCC's established criteria. Oversees regulatory compliance with respect to these compensation matters.
5. Review and approve any severance or similar termination payments proposed to be made to any current or former member of senior officers of the Company.
6. Review periodically and make recommendations to the Board concerning the level/status of the Board compensation in relation to best practices of other similarly situated public companies.
7. evaluate annually the performance of the Committee and report the results of evaluation to the Board of Directors. Prepare and approve all reports of Committee in accordance with the applicable rules and regulation of the SEC.
8. Discharge any responsibilities delegated by the Board of Directors relating to the Company's compensation programs.

Committee Policies and Procedures

1. Appointment and Removal. The members of the Committee shall be appointed by the Board of Directors, taking into consideration the recommendation of the Governance and Nomination Committee, and shall serve at the pleasure of the Board and for such terms as the

Board may determine. The members of the Committee may be removed, with or without cause, by the action of the Board of Directors.

2. Availability of Outside Advisors/Observer. The Committee may directly engage outside advisors (legal, accounting, and any others as maybe deemed necessary or appropriate in carrying its duties and responsibilities of its choosing at the RGHC's expenses. The Company shall provide funding determined appropriate by the Committee for any such advisors and firms. Any Member may however request any advisor/observer to be excluded from the Committee's meetings (or parts thereof) as such Member deems appropriate in order for the Committee to carry out its responsibilities. Such advisor/observer may not rejoin the relevant meeting of the Committee until the Committee has completed discussion of the relevant topic.

3. Access to Information and employees. The Committee is empowered to investigate any matter relating to its purpose, duties or responsibilities that it deems appropriate and shall have full and direct access to all books, records, facilities and personnel of the Company.

4. Meetings. The Committee shall meet as often as it deems appropriate to fulfill its mandate but in any case, not less than once a year and at such times and places, as the Committee shall consider appropriate to fulfill its duties and responsibilities. Members are expected to attend meetings in person but in special circumstances by means of video or telephone conference call or other electronic means. Written or electronic minutes of each meeting shall be prepared and filed with the records of the RGHC and shall be available to any and all Directors for the Company.

GCNC meetings shall be convened by the Committee Chairman as and he considers appropriate, or upon the request of a majority of the members.

A Committee meeting shall be convened upon notice in writing at least three (3) days prior to the meeting and specifying the place, date and time of the meeting and the matters to be discussed at the meeting.

Notice of any meeting of the Committee shall be deemed to be duly served upon a member/advisor if it is given to him personally, or sent to him by mail as appropriate, given by him to the Committee Secretary.

The quorum for any meeting of the Committee shall be at least a majority of the Members present throughout the meeting.

Members and advisors/observers may participate in a meeting of the Committee through teleconference or video conference by means of which all persons participating in the meeting can hear each other.

5. Minutes and Records. The Committee shall appoint a Secretary who shall prepare minutes of meetings of the Committee and keep records of the Committee. Any such records shall be open for inspection by any member upon reasonable prior notice during usual office hours of the RGHC. Minutes of any meeting shall be signed by the Chairman and members present in the meeting.

Review of Committee Charter

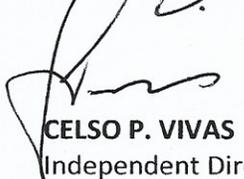
This GCNC Charter shall be reviewed and assessed at least annually. However, it shall not be amended, altered or varied without prior approval of RGHC Board of Directors.



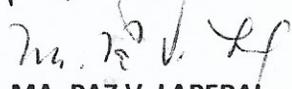
BIENVENIDO A. TAN, JR.
Chairman of the Board



GERONIMO F. VELASCO, JR.
President/Director



CELSO P. VIVAS
Independent Director



MA. PAZ V. LAPERAL
Director



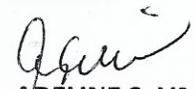
LIZANNE C. UYCHACO
Director



**CORAZON S. DE LA PAZ-
BERNARDO**
Independent director



RENATO R. ERMITA
Director



ADELINE S. LIM
Director



JOSE MIGUEL F. VELASCO
Director