

BALAI NI FRUITAS INC.
NOMINATION AND COMPENSATION COMMITTEE CHARTER

The Board of Directors of Balai Ni Fruitas, Inc. (the "Corporation") has delegated to the Nomination and Compensation Committee (the "Committee") responsibility for optimizing the composition, competence and integrity of the Board and its Committees by searching for and recommending individuals for election to the Board; and oversight of the remuneration of Directors and Key Officers.

1. PURPOSE

The Nomination and Compensation Committee Charter ("Charter") was developed to guide the Committee in setting up a policy on executive remuneration and for fixing the compensation packages of Directors and Key Officers by ensuring that the compensation scheme is consistent with the Corporation's culture, strategy and control environment. The Charter also ensures that a transparent procedure for the nomination of Directors to the Board is established.

2. COMPOSITION

- a. The members of the Committee shall be appointed by the Board of Directors from among the members of the Board.
- b. The Committee shall be composed of at least three (3) members, one (1) of whom shall be an Independent Director and one non-voting member in the person of the Vice President for Corporate Human Resources of the Corporation.
- c. The Chairman of the Committee shall be appointed by the members from amongst themselves.
- d. If a member of the Committee resigns, dies or for any other reason ceases to be a member with the result that the number of members is reduced to below three (3), the Board shall appoint such number of new members as may be required to make up the minimum number of three (3) members.
- e. The power to remove any member of the Committee shall rest exclusively with the Board of Directors.

3. AUTHORITY, DUTIES AND RESPONSIBILITIES

The Committee shall have the authority to require any member of the Board, Management or any Key Executive of any subsidiary of the Corporation to attend its meetings for the proper discharge of its duties and responsibilities.

The Committee shall have the authority to require any member of the Board, Management or any Key Executive of any subsidiary of the Corporation to submit reports with regard to its evaluation of the Corporation's compensation scheme.

The functions of the Nominations and Compensation Committee shall be as follows:

- a. Pre-screen and shortlist all candidates nominated to become a member of the Board of Directors in accordance with the qualifications and/or disqualifications as described in this Manual, the Company's By-Laws, and applicable laws;
- b. Review and evaluate the qualifications of all persons nominated to the Board and other appointments that require the Board's approval;
- c. Provide assessment on the Board's effectiveness in directing the process of electing and replacing directors
- d. Formulate procedures to encourage shareholders' participation by including procedures on how the Board accepts nominations from minority shareholders.
- e. Recommend to the Board any changes or addition to the roles, duties and responsibilities or the Chief Executive Officer, by integrating the dynamic requirements of the business as a going-concern and future expansionary prospects within the realm of good corporate governance at all times;
- f. Establish a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages or corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Company's culture, strategy and control environment;
- g. Designate amount of remuneration, which shall be in a sufficient level to attract and retain directors and officers who are needed to run the Company successfully; and
- h. Carry out such other duties as may be delegated to it by the Board of Directors from time to time.

4. STRUCTURE AND OPERATIONS

Special meetings of the Committee may be held from time to time, as required, or called by the Committee's Chairperson, at a time and place determined by them.

A majority of the Committee members shall constitute a quorum at any meeting. If a quorum is present, the Committee may take action through the vote of a majority of the members who are in attendance.

The Chairperson of the Committee shall preside in all meetings.

The Company's Corporate Secretary shall be the Secretary of the Committee, who, under the direction of the Committee Chairperson, shall prepare the notice of the meeting and agenda and provide the Committee members with appropriate briefing materials. The Corporate Secretary shall also record the full minutes of the meeting. It shall be the duty of each Committee member to review meeting materials, and if called for, ask necessary and relevant questions or clarifications and explanations.

As it deems necessary, the Committee may invite members of Management or other personnel to attend meetings and provide pertinent information or data on matters for discussion during the Committee meeting.

The Committee shall be provided with sufficient resources by the Company to discharge its duties

The members may participate in a meeting via telephone conference or via such other similar communication equipment provided all persons participating in the meeting can hear each other, without a member being in the physical presence of another member or members. Participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

5. COMMITTEE PROCEDURE:

NOMINATION OF DIRECTORS

- a. Shortlisting of candidates for Directors shall be conducted by the Committee in a manner and upon such procedure as will enable the Corporation to comply with its reportorial obligations to the SEC and other government agencies.
- b. All nominations for Directors must have the following information:
 - Name;
 - Age;
 - Brief description of the nominee's business experience; and
 - Other directorship held by the nominee in other publicly-listed companies.
- c. All nominations for Directors shall be pre-screened and evaluated by the Committee in accordance with the Corporation Code of the Philippines, the Corporation's Articles of Incorporation and By-Laws and the Manual of Corporate Governance.
- d. The Committee, after deliberation, shall prepare a Final List of Candidates which shall contain all the information about all the nominees for Independent Directors. The name of the person or group of persons who recommended the nomination of the Independent Director shall be identified in such report including any relationship with the nominee.
- e. Only nominees whose names appear on the Final List of Candidates shall be eligible for election as Director(s). No other nomination shall be entertained after the Final List of Candidates shall have been prepared. No further nomination shall be entertained or allowed on the floor of the Annual Stockholders' Meeting.

Terms of Independent Directors

The Committee shall be mindful that Independent Directors shall serve for

a maximum cumulative term of nine (9) years reckoned from 2012 upon the expiration of which, said Independent Director shall be perpetually barred from re-election as such in the Corporation, but may continue to qualify for nomination and election as a Non-Independent Director.

In cases where the Committee shall endorse the nomination of an Independent Director who has served for nine (9) years, it shall provide meritorious justification/s for the same and seek shareholders' approval during the Annual Stockholders' Meeting

6. CHARTER AMENDMENTS

Any member of the Committee may initiate amendments to the Charter when the need arises due to changes in the relevant rules or when there are changes in the Corporation's structure, organization and/or operations which affect the matters set out in the Charter.

Any amendment to the Charter shall be submitted to the Committee for consideration and presented to the Board for approval.