

JOLLIBEE FOODS CORPORATION
(“JFC” or the “Corporation”)

NOMINATION COMMITTEE CHARTER

I. Purposes, Duties and Powers

The Nomination Committee shall monitor the qualifications of the directors to ensure that throughout their term, they continue to possess all the qualifications, and none of the disqualifications, to be a director.

The functions of the Committee shall include the following:¹

1. Determine the nomination and election process for the company’s directors and has the special duty of defining the general profile of board members that the Company may need and ensure appropriate knowledge, competencies and expertise that complement the existing skills of the Board;
2. 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 the Manual on Corporate Governance, the Company’s By-Laws, and applicable laws;
3. Review, evaluate and monitor the qualifications of all persons nominated to the Board and other appointments that require the Board’s approval;
4. Assist the Board in developing and adopting a formal and transparent board nomination and election policy. The policy shall include a process for assessment of the effectiveness of the Board’s processes and procedures in the nomination, election, or replacement of a director;
5. Recommend to the Board any changes or addition to the role, duties and responsibilities of 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; and
6. Assist the Board in developing a succession plan for the Board and corporate officers;
7. Provide assessment on the Board’s effectiveness in directing the process of renewing and replacing Board members;
8. Monitor the qualifications of the directors to ensure that throughout their term, they continue to possess all the qualifications, and none of the disqualifications, to be a director;

¹ Manual on Corporate Governance, Article 4, Sec. 8(d).

9. Carry out such other duties as may be required by law and/or delegated to it by the Board of Directors from time to time.

II. Committee Structure

The Nomination Committee shall be constituted and shall be composed of at least three (3) members of the Board of Directors, one (1) of whom shall be an Independent Director. The Board may appoint other additional members to the Nomination Committee who may or may not be members of the Board of Directors.

III. Committee Meetings

Committee meetings shall be called by the Committee Chair or at the request of any member thereof, at such times as they may deem appropriate