



PLDT INC.

BOARD DIVERSITY POLICY ("THE POLICY")

1. Purpose

- 1.1 This Policy sets out the approach to achieve diversity on the Company's board of directors ("**Board**").

2. Principles

- 2.1 The Company recognises that diversity on the Board contributes to the enhancement of the quality of the Board's performance and its decision making.
- 2.2 The Company also considers having an optimally performing diverse Board as an essential element for the attainment of its strategic objectives and its sustainable development, with the end in view of effectively promoting the interests of all its stakeholders, particularly the long-term interests of its shareholders.
- 2.3 The Company will respect and uphold the right of its shareholders to nominate and elect qualified candidates as Directors, while seeking their support to achieve Board diversity.

3. Policy Statements

Based on the aforesaid principles:

- 3.1 The selection of candidates for election as Directors ("**Director-Nominees**") will be based on objective criteria, foremost of which are qualifications and competence aligned with the strategic objectives and requirements of the Company and the Board, absence of conflict of interest, and commitment to faithfully fulfill the duties of a director.
- 3.2 Selection of Director-Nominees will also include consideration of a range of diversity aspects including, but not limited to, gender, age, ethnicity, educational background, professional and business experience, skill sets, knowledge, length of service, and mix of executive, non-executive and independent directors, having due regard to the requirements of the Company and the Board.
- 3.3 Shareholders will be provided with sufficient information on the Director-Nominees, such as their gender, age, ethnicity, educational background, professional and business

experience, skill sets, and length of service, to enable the shareholders to consider diversity in electing the members of the Board.

- 3.4 The implementation of this Policy is largely dependent on the Company's shareholders who have the right to nominate and elect the Directors who will comprise the Board. The extent of their support for Board diversity and the diversity aspects which they consider as critical to achieve optimal performance by the Board will be reflected in the resulting mix and balance of the diverse attributes of the Directors they elect to comprise the Board.

4. Implementation

- 4.1 The Governance and Nomination Committee shall oversee the implementation of this Policy.
- 4.2 The Company shall disclose in the Company's annual report the Board's composition under diversified perspectives.

5. Effectivity, Review and Amendment

- 5.1 This Policy shall take effect on November 9, 2017, as approved by the Board of Directors of the Company.
- 5.2 The Governance and Nomination Committee will review and recommend amendments to this Policy, as appropriate, and any such amendments shall be subject to approval by the Board.