

# PMPC COMPENSATION COMMITTEE CHARTER

## 1. Purpose

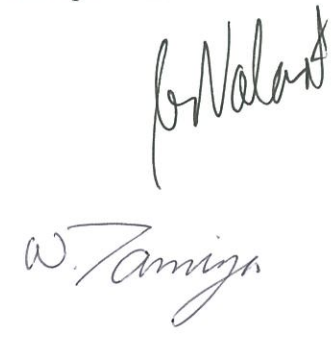
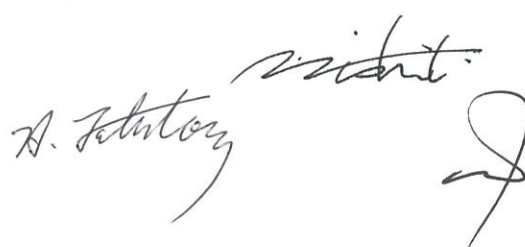
- 1.1. The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Panasonic Manufacturing Philippines Corp. ("PMPC") is to discharge the responsibilities of the Board relating to compensation of PMPC executives and directors.
- 1.2. To produce an annual report on executive compensation for inclusion in PMPC proxy statement (in accordance with applicable rules and regulations).
- 1.3. To provide general oversight of PMPC compensation structure including equity compensation plans and benefits programs, and
- 1.4. To perform the specific duties and responsibilities set forth herein.

## 2. Membership

- 2.1. The Committee shall consist of at least three members, one of whom shall be independent director and shall designate one member as chairperson.
- 2.2. For purposes hereof, an "independent" director is a director who is independent, as determined by the Board, within the meaning of Securities and Exchange Commission (SEC).
- 2.3. Committee members shall be appointed and may be removed by the Board of Directors upon the recommendation of the Nominating Committee.

## 3. Meetings and Procedures

- 3.1. The Committee will meet as often as may be deemed necessary or appropriate in its judgment, but in no event shall the Committee convene fewer than two (2) times per year.
- 3.2. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines.
- 3.3. The majority of the members of the Committee shall be present to constitute a quorum for the transaction of PMPC business.



3.4. The Committee shall report regularly to the full Board with respect to its activities. As a matter of practice, the Committee expects to discuss significant matters, as determined by the Committee, with the full Board prior to taking final action on such matters.

#### 4. Outside Advisors

The Committee will have the authority to retain at the expense of PMPC such outside compensation consultants, counsel, and other experts and advisors as it determines is appropriate to assist it in the full performance of its functions, including sole authority to retain and terminate any compensation consultant used to assist the Committee in the evaluation of director, CEO or senior executive compensation, and to approve the consultant's fees and other retention terms.

#### 5. Roles and Responsibilities

- 5.1. Oversee the establishment of a formal and transparent procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors.
- 5.2. Provide oversight over remuneration of senior management and other key personnel
- 5.3. Designate amount of remuneration, which shall be in sufficient level to attract and retain qualified and competent directors and officers.
- 5.4. Develop a form on Full Business Interest Disclosure as part of the pre-employment requirements for all incoming officers.
- 5.5. Disallow any director to decide his or her own remuneration.
- 5.6. Provide in the Corporation's annual reports, information, and proxy statements a clear, concise and understandable disclosure of compensation of its executive officers for the precious fiscal year and the ensuing year.
- 5.7. Review the Human Resources Development or Personnel Handbook, to strengthen provisions on conflict of interest, salaries, and benefits policies, promotion and career advancement directives and compliance of personnel concerned with all statutory requirements that must be periodically met in their respective post.
- 5.8. The Committee will annually evaluate the performance of the Committee and the adequacy of the Committee's charter.
- 5.9. The Committee will perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate.

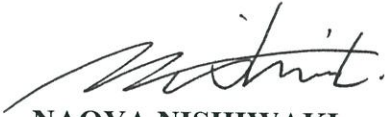


Handwritten signatures of committee members at the bottom of the page. From left to right, the signatures are: a stylized signature, a signature that appears to be 'M. J. ...', a signature that appears to be 'W. Jalilov', a signature that appears to be 'W. Jamilov', and a signature that appears to be 'W. Jalilov'.

**6. Delegations**

The Committee may delegate any of the foregoing duties and responsibilities to a subcommittee of the Committee consisting of not less than two members of the Committee. In addition, the Committee may delegate to one or more individuals the administration of equity incentive or employee benefit plans, unless otherwise prohibited by law or applicable stock exchange rules. Any such delegation may be revoked by the Committee at any time.

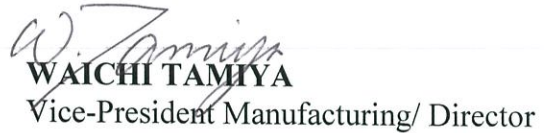
**Charter Read and Approved by:**



**NAOYA NISHIWAKI**  
PMPC President



**SHIGEYOSHI TERAWAKI**  
Vice-President PPH Sales / Director



**WAICHI TAMIYA**  
Vice-President Manufacturing/ Director



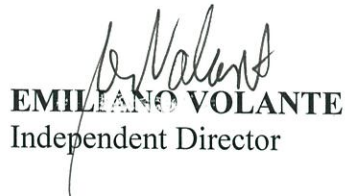
**MIGUEL CASTRO**  
Nominating Committee Chairman / Director



**HIROYOSHI FUKUTOMI**  
Executive Director / Compensation  
Committee Chairman



**EVANGELISTA C. CUENCO**  
Audit Committee Chairman / Independent Director



**EMILIANO VOLANTE**  
Independent Director



**MAMERTO MONDRAGON**  
Corporate Secretary / Compliance Officer

Date of signing: 06/17/2011

# **Compensation Committee Charter**

## **Executive Summary**

### **Purpose**

- To establish policies with respect to the compensation of the Company's officers.
- To approve and evaluate the officers compensation plans, policies and programs of the Company.
- To produce an annual report on executive compensation for inclusion in the Company's proxy statement.

### **Committee Membership**

- The Board shall appoint the members of the Compensation Committee.
- The Compensation Committee shall consist of no fewer than three (3) members.
- The Compensation Committee shall have at least one (1) independent director.
- A member of the Compensation Committee shall meet the independence requirements of Securities and Exchange Commission (SEC).

### **Committee Authority and Responsibilities**

1. Annually review and approve corporate goals and objectives relevant to compensation, evaluate performance in light of those goals and objectives, and determine and approve compensation levels based on this evaluation with respect to the CEO, directors and all other executive officers.
2. Make recommendations to the Board with respect to compensation, incentive compensation and equity-based plans.
3. Produce the compensation committee report on executive compensation required to be included in the Company's proxy statement for its annual meeting of stockholders.
4. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
5. The Committee may form and delegate authority to subcommittees when appropriate.
6. The Committee shall make regular reports to the Board.
7. The Committee shall review and reassess the adequacy of this Charter.
8. The Committee shall annually review and evaluate its own performance.