

# **STI EDUCATION SYSTEMS HOLDINGS, INC.**

## **COMPENSATION COMMITTEE CHARTER**

### **1. Membership**

#### 1.1 Composition

The Committee shall be composed of at least four (4) directors. The Board may from time to time increase the membership of the Committee, and appoint additional members therein, who may or may not be directors.

#### 1.2 Term

The Board appoints the members of the Committee at the annual organizational meeting of the Board and each member shall serve upon his election until the next organizational meeting of the Board unless removed or replaced by, and in the sole discretion of, the Board.

#### 1.3 Vacancy

Any vacancy in the Committee caused by the death, resignation, or disqualification of member, or by any other cause, may be filled by the Board. The member elected to fill the vacancy shall hold office for the remainder of the term, or until his successor shall have been duly elected and have qualified.

### **2. Duties and Responsibilities of Committee**

The Committee shall have the following powers, duties and responsibilities:

2.1 Create a prescribed and clear procedure for developing a policy on executive remuneration and for fixing the remuneration packages of corporate officers and directors, and provide oversight over remuneration of senior management and other key personnel ensuring that compensation is consistent with the Corporation's culture, strategy and control environment;

2.2. Annual evaluation of the performance of the Chairman of the Board, the Chief Executive Officer (CEO)/President and measure such performance against each of his or her goals and objectives pursuant to the Corporation's plans and determine his or her compensation for approval of the Board;

2.3. Evaluate the structure and competitiveness of the Corporation's executive officer compensation programs considering the following factors: (i) the attraction and retention of executive officers; (ii) the motivation of executive officers to achieve the Corporation's business objectives, and (iii) the alignment of the interest of executive officers with the long-term interests of the Corporation's shareholders.

2.4. Develop and periodically review a form on Full Disclosure Statement, which among others compel all incoming and incumbent officers to declare under the penalty of perjury all their

existing business interests or shareholdings that may directly or indirectly conflict in their performance of duties once hired;

2.5. A concise and understandable disclosure of compensation of its executive officers for the previous fiscal year and the ensuring year must be made available in the Corporation's annual reports, information and proxy statements;

2.6. Periodically 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 posts.

### **3. Resolutions and Actions**

#### **3.1 Meetings and Actions**

The Company's Corporate Secretary sends the notice of each meeting confirming the date, time, venue, and agenda shall be given to each member of the Committee at least two (2) working days prior to the date of the meeting for the members to have a significant evaluation. The notice will include the agenda to be discussed during the meeting.

The Committee shall meet in person or via teleconference at least twice a year at a time and place determined by its Chairman, with further meetings to occur when deemed necessary or desirable by the Committee or its Chairman. Actions of the Committee may also be taken by written consent (in physical, electronic or digital format) by majority of the members when deemed necessary or desirable by the Committee or its Chairman.

#### **3.2. Minutes**

Full minutes of the proceedings of, and resolutions made during, Committee meetings, shall be kept by the Corporate Secretary. Draft minutes shall be sent to the Committee members for their comment. Notices, minute, agenda and supporting papers will be made available to any Director upon request to the Corporate Secretary.

#### **3.3 Reports to the Board**

The Chairman of the Committee or his designee shall report to the Board all actions of the Committee at the meeting of the Board following such actions.

### **4. Miscellaneous**

#### **4.1 Access to Information**

The Committee shall have free and full access to all relevant information, data, records, properties and personnel.

#### 4.2 Technical Assistance

The Corporate Secretary, management and personnel of the Corporation shall provide technical assistance and support to the Committee.

#### 4.3 Confidentiality of Records

The Corporate Secretary shall keep and have custody of the records of the Committee. Except for information that are required to be disclosed pursuant to law or regulations issued by competent government authorities, the records shall be kept confidential.

#### 4.4. Annual Review

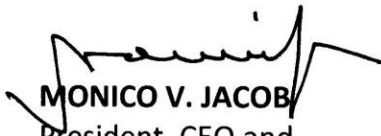
This Charter shall be reviewed by the Committee annually. Any proposed changes shall be approved by the Board.

### **STI EDUCATION SYSTEMS HOLDINGS, INC.**

**Approved by:**



**EUSEBIO H. TANCO**  
Chairman of the Board  
and the Compensation Committee



**MONICO V. JACOB**  
President, CEO and  
Member of the Compensation Committee