

NOMINATIONS COMMITTEE CHARTER

The Board of Directors (the “Board”) of Villar Land Holdings, Corp. (formerly Golden MV Holdings, Inc.) (the “Company”) hereby adopts this Charter of the Nomination Committee (the “Committee”).

PURPOSE

Pursuant to the Manual of Corporate Governance of the Company (the “Manual”), the Nominations Committee shall be tasked to assist the Board in carrying out its responsibilities relating to the selection, nomination, and succession of directors and senior management.

The Committee ensures that the Board and executive leadership are composed of individuals with the appropriate qualifications, skills, experience, and integrity to provide effective governance and oversight in the pursuit of the Company’s objectives. The Committee is tasked to promote a transparent process for the nomination and election of directors, including independent directors, in accordance with applicable laws, rules, and regulations.

MEMBERSHIP

The Committee shall be composed of at least three (3) members of the Board, one of which should be independent directors.

OPERATION

A. Meetings

The Committee shall meet at such times and places as it considers appropriate and necessary to fulfill its functions. The Chairman of the Committee, any Committee member, or the Corporate Secretary of the Company, may call a meeting of the Committee.

The Chair shall preside in all meetings. In the absence of the Chair, any member shall preside. Meetings may be held, and the members can participate in meetings of the Committee, through teleconference, video conference or other similar means.

B. Quorum

Attendance of at least two (2) Committee members shall constitute a quorum for all meetings.

C. Voting

The affirmative vote of a majority of such quorum shall be required to authorize any corporate action.

D. Notices

A notice of each meeting of the Committee specifying the place, date, time, and agenda and matters to be discussed during the meeting shall be given to each member of the Committee personally, in writing or orally, or sent to him by mail, facsimile, electronic mail or other similar means at least two (2) days prior to the date of the meeting. Each member shall give the Committee Secretary his

address, facsimile number and electronic mail address for the service of notices of meetings. A member may waive notice of any meeting of the Committee and may consent to shorter notice of any meeting. Any Committee meeting called by shorter notice shall be deemed to have been duly convened if it is so agreed by the members present in the meeting at which there is a quorum.

E. Minutes and Record

The Committee Secretary shall maintain minutes or other records of the Committee meetings and activities.

POWERS, DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

In pursuit of its purpose, and so authorized by the Board, the Committee shall:

1. Establish and implement a formal and transparent procedure for the nomination of directors and officers requiring Board approval. It shall review and evaluate the qualifications of all persons nominated to the Board in accordance with the requirements of the Corporation Code, the Securities Regulation Code, and other relevant laws and regulations;
2. Oversee the nomination and election process during the annual stockholders' meeting and ensure the protection of shareholder rights, including those of minority shareholders, by providing equitable access to the nomination process.
3. Review the composition, diversity, and independence of the Board to ensure that it maintains an appropriate mix of skills, knowledge, and experience.
4. Recommend candidates for membership in Board committees and ensure that directors receive adequate orientation and continuing education to discharge their responsibilities effectively.
5. Develop and periodically review succession plans for directors, the Chief Executive Officer, and senior management to ensure leadership continuity.
6. Oversee the conduct of the annual assessment of the performance of the Board, its committees, and individual directors, and shall recommend measures for continuous improvement in Board composition and performance.

MISCELLANEOUS

A. Access to Information

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

B. Technical Assistance

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

The Committee may also invite such members of management and other resource persons to its meetings and may secure independent expert and/or professional advice as it may deem desirable or appropriate.

All resources necessary for the Committee to perform its duties and functions shall be provided by the Company, at its expense.

C. Records/Confidentiality

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.

D. Annual Review/Self-Evaluation

This Charter shall be reviewed by the Committee annually. Any proposed changes shall be approved by the Board. The Committee shall conduct a yearly self-evaluation of its own performance.

E. Effectivity

This Charter shall take effect when approved by the Board through the Committee.