	<b>RELATED PARTY TRANSACTIONS COMMITTEE CHARTER</b>	Version No.	1.0
		Page	Page 1 of 7
RASLAG CORP.			

<b>Version</b>	:	1.0
<b>Effectivity Date</b>	:	April 30, 2022
<b>Reviewed and Endorsed by</b>	:	Related Party Transactions Committee
<b>Approved by</b>	:	Board of Directors
<b>Approval Date</b>	:	April 4, 2022

**RASLAG CORP.  
RELATED PARTY TRANSACTIONS COMMITTEE CHARTER**


**Purpose:**

The primary objective of the Related Party Transactions Committee is to assist the Board of Directors (the “Board”) in discharging for the company and controlled entities its responsibility to exercise due care, diligence, and skill in ensuring that the RASLAG CORPORATION (“RASLAG”) has in place policies, procedures and systems governing Related Party Transactions and other unusual or infrequently occurring transactions, particularly those which pass certain thresholds of materiality, which policy should include the appropriate review and approval of material Related Party Transactions, which guarantee fairness and transparency of the transactions.

**Definitions:**

1. Related Party – covers RASLAG's subsidiaries, as well as affiliates and any party (including their subsidiaries, affiliates and special purpose entities), that RASLAG exerts direct or indirect control over or that exerts direct or indirect control over RASLAG, its directors, officers, Shareholders, and related interests (“DOSRI”) and their close family members as well as corresponding persons in affiliated companies. This shall also include such other person or juridical entity whose interest may pose a potential conflict with the interest of RASLAG.
  
2. Related Party Transactions - a transfer of resources, services or obligations between RASLAG and a related party, regardless of whether a price is charged. It should be interpreted broadly to include not only transactions that are entered into with related parties, but also outstanding transactions that are entered into with an unrelated party that subsequently becomes a related party.

**Membership:**


	<b>RELATED PARTY TRANSACTIONS COMMITTEE CHARTER</b>	Version No.	1.0
		Page	Page 2 of 7
RASLAG CORP.			

1. The Committee shall be composed of at least three (3) directors who are not members of the day-to-day operations of a part or the whole of RASLAG (“Non-Executive Directors”), majority of whom shall be independent directors.
2. The Committee Chairman, who must be an independent director, shall be appointed by the Board.
3. The Board will select the members of the Committee and determine who will be its Chair at the annual organizational meeting.
4. Membership shall be reviewed annually, subject to the approval of the Board.
5. The Board, from time to time, may increase the membership of the Committee and appoint additional members, all of whom shall be Non-Executive Directors and majority of whom shall be Independent Directors.
6. Vacancies caused by the death, resignation, removal, or disqualification of any member, or by any other cause, maybe filled by the Board in a special meeting. The member elected to fill the vacancy shall hold office for the remainder of the term of his immediate predecessor, or until his successor shall have been duly elected and qualified.
7. The Committee may invite one or more members of the Senior Management Team during a meeting or session to act as resource person(s).
8. The Board may appoint one or more individuals to serve as advisor(s) to the Committee. The advisors shall have the right to attend and speak during the meeting of the Committee, but shall not have the right to vote on any action of the Committee.


**Schedule and Conduct of Meeting:**

1. *Frequency of Meetings* – The Committee, in executive session should meet at least semi-annually. Preferably, the meetings will be held prior to the meeting of the Board. In cases when there is a need for special meeting(s) to take up any critical items that would need approval in between the semi-annual meetings, it shall be up to the Chair of the Committee to either call for a special meeting or just allow the routing of the covering paper.

The Committee, with the assistance of the Corporate Secretary shall also agree on an annual calendar, which will lay down the schedule of activities for the year. This shall provide a systematic guide for the discharge of the Committee’s responsibilities. Accordingly, the Chief Risk Officer shall ensure that the schedule

	<b>RELATED PARTY TRANSACTIONS COMMITTEE CHARTER</b>	Version No.	1.0
		Page	Page 3 of 7
RASLAG CORP.			

- is followed as planned.
2. *Quorum* – At least majority of the number of members shall constitute a quorum. It is recommended that all Committee members are present during the meeting, except when justifiable causes such as illness, death in the immediate family, and serious accidents, prevent a Committee member from doing so.
  3. *Attendance* – Members are encouraged to attend all Committee meetings, either in person or via teleconferencing facility. A Committee member who fails, without any justifiable cause, to attend at least fifty percent (50%) of the total number of meetings during any term shall not be eligible for re-election as Committee member. Attendance of members at Committee meetings shall be recorded and properly disclosed for the information of shareholders and other stakeholders through relevant annual report and/or through the Corporation website.
  4. Number needed for decision-making - The majority vote of all Committee members present in a duly constituted Committee meeting shall be necessary to carry an act or resolution of the Committee.
  5. *Notice of Meeting* – Committee meetings shall be announced at least two (2) weeks in advance. However, when deemed necessary, urgent meetings can be announced with at least five (5) days prior notice. Notice of meetings may be given through electronic mail or other appropriate means. The notice shall specify the time and place of the meeting and include a detailed agenda. The materials of the meetings shall be given to each member of the Committee at least five (5) working days prior to the intended meeting.
  6. *Roles of Chairman of the Committee* - The Chairman of the Committee shall provide leadership in the Committee. He/she shall ensure effective functioning of the Committee. He/she shall:
    - a) Approve matters for inclusion in the agenda;
    - b) Cancel meetings when warranted;
    - c) Preside over Committee meetings;
    - d) Ensure a sound decision making process and encourage and promote critical discussion;
    - e) Ensure that dissenting views can be expressed and discussed within the decision-making process; and
    - f) Ensure that all members of the Committee receive accurate, timely, and relevant information necessary to carry out the functions of the Committee.
  7. *Role of the Vice Chairman of the Committee* - In the absence or inability of the Chairman, the Committee Vice Chairman will act in his/her stead, and will exercise any and all

	<b>RELATED PARTY TRANSACTIONS COMMITTEE CHARTER</b>	Version No.	1.0
		Page	Page 4 of 7
RASLAG CORP.			


such powers and perform any and all duties pertaining to the Chairman of the Committee.

8. Conduct of Meetings - Committee meetings shall be conducted through video conference or such other similar means at such times and frequency as may be necessary.
9. *Matters for Discussion in Meetings* – In any Committee meeting, decisions may be made on matters not included in the distributed meeting agenda only if there are no objections posed by any member of the Committee.
10. *Minutes of the Meeting* – Minutes of the Committee meetings shall be taken and recorded by the Office of the Corporate Secretary. Minutes will be circulated to the Chair for review promptly after the meeting and confirmed at the next meeting of the Committee. Minutes shall be signed by the chairman of the meeting and by the individual who has been appointed to take notes during the meeting. Minutes shall be made available within ten (10) working days after the meeting.
11. *Reporting* - The Committee Chairman shall submit and present a report to the Board, containing updates on all actions initiated by the Committee at the Board meeting following the Committee meeting.

The Committee Chairman shall also submit and present a year-end report to the Board, providing a summary of the Committee’s activities during the year, confirmation of how the responsibilities in this Charter were discharged during the year, results of the assessment performed on the effectiveness of the Committee, and recommendations for improvement.

**Authority:**


1. The Committee has the authority to:
  - a) Seek any information it requires from any officer or employee of the company or its controlled entities;
  - b) Require members of management or other employees to attend meetings and to provide advice or information;
  - c) Discuss any matters with the external auditor or other external party (subject to making appropriate arrangements to protect the confidentiality of the company’s information);

	<b>RELATED PARTY TRANSACTIONS COMMITTEE CHARTER</b>	Version No.	1.0
		Page	Page 5 of 7
RASLAG CORP.			

- d) Propose and/or request investigations into any matters within the Committee's scope of responsibilities; and
- e) Discuss any matters with external advisor/s (subject to making appropriate arrangements to protect the confidentiality of the company's information).
2. The Committee may seek independent legal or other professional advice at the company's expense, as it considers necessary.
3. The Committee does not have executive powers regarding its findings and recommendations, other than powers delegated by the Board.

#### **Duties and Responsibilities:**

1. Evaluates on an ongoing basis, existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, Related Party Transactions are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Related parties, Related Party Transactions and changes in relationships should be reflected in the relevant reports to the Board and regulators/supervisors;
2. Evaluates all material Related Party Transactions to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non- related parties under similar circumstances and that no corporate or business resources of the company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating Related Party Transactions, the Committee takes into account, among others, the following:
  - a) The related party's relationship to RASLAG and interest in the transaction;
  - b) The material facts of the proposed Related Party Transactions, including the proposed aggregate value of such transaction;
  - c) The benefits to RASLAG of the proposed Related Party Transactions;
  - d) The availability of other sources of comparable products or services; and

	<b>RELATED PARTY TRANSACTIONS COMMITTEE CHARTER</b>	Version No.	1.0
		Page	Page 6 of 7
RASLAG CORP.			


- e) An assessment of whether the proposed Related Party Transactions is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The company should have an effective price discovery system in place and exercise due diligence in determining a fair price for Related Party Transactions;
3. Ensures that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to RASLAG's Related Party Transactions exposures, and policies on conflicts of interest or potential conflicts of interest. The disclosure should include information on the approach to managing material conflicts of interest that are inconsistent with such policies, and conflicts that could arise as a result of RASLAG's affiliation or transactions with other related parties;
  4. Reports to the Board on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;
  5. Ensures that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process; and
  6. Oversees the implementation of the system for identifying, monitoring, measuring, controlling, and reporting Related Party Transactions, including a periodic review of Related Party Transaction policies and procedures.

**Conflicts of Interest:**

Committee members will be required to disclose conflicts of interest at the start of each meeting. Actual or potential conflicts of interest will be dealt with in accordance with the process outlined in the Board and Board Committee Charters.

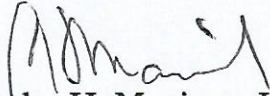
***Performance and Evaluation:***

The Committee will review its performance annually, with particular attention being paid to the extent to which it has met its responsibilities in terms of this Charter. The results of the review will be reported to the Board.

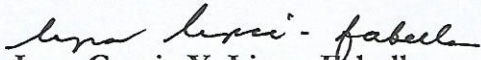
	<b>RELATED PARTY TRANSACTIONS COMMITTEE CHARTER</b>	Version No.	1.0
		Page	Page 7 of 7
RASLAG CORP.			



**Peter G. Nepomuceno**  
*Chairman of the Board*



**Pedro H. Maniego, Jr.**  
*Related Party Transactions Committee Chairman*



**Lyra Gracia Y. Lipae-Fabella**  
*Compliance Officer*