



RELATED PARTY TRANSACTIONS COMMITTEE CHARTER

1. Purpose

For purposes of ensuring transparency and fairness for all stakeholders, the Related Party Transactions Committee (the "Committee") is constituted by the Board of Directors (the "Board") to review proposed Related Party Transactions, for the purpose of determining whether or not the transaction is on terms no less favorable to the Bank than terms available to any unconnected third party under the same or similar circumstances.

2. Membership

The Committee shall be composed of at least three (3) directors, the majority of whom, including the Chairman, shall be independent.

In accordance with this, the members of the Committee may be removed or replaced, and any vacancies in the Committee shall be filled by the Board. Each member shall have adequate and competent knowledge of the Company's business and industry in which it operates.

3. Frequency of Meetings

Meetings shall be held at least once a year. A quorum will comprise of majority of the members of the Committee. Voting on Committee matters shall be on one member – one vote basis. Majority vote of all members present shall constitute an official action of the Committee, provided that all RPT's shall be approved by a majority of all members of the Committee, including the vote of the independent director members who are not disqualified by conflict of interest and/or interlock. Any member of the Committee who has an interest in the transaction under discussion shall not participate in discussions and shall abstain from voting on the said transaction.

4. Duties

The Related Party Transactions Committee shall have the following duties and responsibilities:

- Evaluates on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Related parties, RPTs and changes in relationships shall be reflected in the relevant reports to the Board and regulators/supervisors;

BERJAYA PHILIPPINES INC.

9/F Rufino Pacific Tower 6784 Ayala Ave., Cor. V.A Rufino St., Makati City
Tel. No.: (632) 811-0668 * Fax No.: (632) 811-0538



- Evaluates all material RPTs 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.
- Ensures that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Company's RPT exposures, and policies on conflicts of interest or potential conflicts of interest. The disclosure shall 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 the Company's affiliation or transactions with other related parties;
- Reports to the Board of Directors on a regular basis, the status and aggregate exposures to each related party;
- Ensures that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process;
- Oversees the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures; and
- Performs other duties and responsibilities as the Committee may deem appropriate within the scope of its primary functions or as may be assigned by the Board.

5. Reporting

The Committee shall report proposed RPTs, together with all information, as well as the action taken by the Committee thereon, as contained in the Minutes, to the Board for approval.

6. Effectivity

This Charter, as amended, shall take effect when approved by the Board.

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