



## RELATED PARTY TRANSACTIONS POLICY

<b>Objective</b>	This Related Party Transactions (RPTs) Policy shall be instituted to properly review, approval and reporting of transactions which may be entered in to between and among the Berjaya Philippines, Inc. (the Company), its subsidiaries, directors and officers as applicable.
<b>Definition of Terms</b>	<p><b>Related Party</b></p> <p>For the purposes of this policy, a Related Party means:</p> <ul style="list-style-type: none"> <li>▪ Parties that are members of the Company that the Company exerts direct control over, or that exerts direct or indirect control over the Company.</li> </ul>
	<p><b>Related Party Transaction</b></p> <p>Refers to a transfer of resources, services, or obligations between a reporting entity and among Related Parties, regardless of whether a price is charged. It should be interpreted broadly to include not only transaction entered into with Related Parties, but also outstanding transactions entered into with an unrelated party that subsequently becomes a Related Party.</p>
	<p><b>Material RPTs</b></p> <p>Those transactions, contracts, ventures and agreements that meet the threshold value of no less than 10% of the Total Assets.</p>
	<p><b>Arm's Length Principle</b></p> <p>Refers to the principle that requires the transaction with a Related Party be made under comparable conditions and circumstances as a transaction between the willing parties who are knowledgeable, informed, and who act independently. It is founded on the premise that if market forces drive the terms and conditions agreed upon in an independent party transaction, the pricing of the transaction would reflect the true economic value of the contributions made by each entity in that transaction.</p>

### BERJAYA PHILIPPINES INC.

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<p><b>General Policies</b></p>	<p>All Significant and Material RPT shall be subject to review and approval of the Board.</p> <p>The Stockholder is responsible to declare any Related Party Transaction and the material interest that they or an immediate family member may have on such transaction. The following information, to the extent relevant, with respect to the proposed Related Party Transaction should disclosed the following:</p> <ul style="list-style-type: none"> <li>A. A general description of the transaction/s including the material terms and conditions;</li> <li>B. the name of the Related Party and the basis on which such person or entity is a Related Party;</li> <li>C. the Related Party's interest in the transaction/s including the Related Party's position or relationship with, or ownership of, any entity that is a party to or has an interest in the transaction/s;</li> <li>D. the total value of the proposed transaction and the share of the Related Party's interest in the transaction/s.</li> <li>E. whether the Company will be a party to the transaction and if not, the nature of its participation in the transaction/s;</li> <li>F. whether the proposed transaction includes any potential reputational risk issues that may arise as a result or in connection with the proposed transaction and;</li> <li>G. any other material information regarding the transaction/s or the Related Party's interest in the transaction/s.</li> </ul> <p>Disclaimer is required from all approving officer/s signing contracts, agreements, work orders and purchase orders that they are not related to the counterparties of the proposed transaction.</p>
<p><b>Whistle-blowing Policy</b></p>	<p>Every employee has the responsibility to promptly report any violation or suspected violation of the Code of Conduct, policies and procedures, or applicable law or regulation, in order to protect the Company, its stakeholders, its employees, its suppliers and its customers. Anybody who is an accomplice, accessory, collaborator or deliberately permits the execution of any irregular or fraudulent act shall be equally liable. All employees, rank and files, officers and expatriates are covered by this policy.</p> <p>The policy aims to protect the whistle blower from retribution or retaliation, and provides a disincentive to passively allowing the commission of wrongful conduct. The whistle blowing policy provides for procedures for interested parties to communicate, even anonymously, concerns regarding accounting, internal accounting, auditing or financial reporting matters directly to the Audit Committee.</p> <p><b>Policy on Whistle-blowing shall also apply to any abusive material RPT.</b></p>

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<p><b>Exempted Related Party Transaction</b></p>	<p>Exempt Related Party Transactions (“Exempt RPTs) shall not require RPT review and approval by the Related Party Transactions Committee and the Board, respectively;</p> <ul style="list-style-type: none"> <li>A. Compensation of directors and employment of executive officers.</li> <li>B. Transactions with similar terms available to all employees.</li> <li>C. Banking, treasury and foreign exchange transactions, finance or insurance related services and transactions with a Related Party, if the terms are generally the same as or similar to offers of other banks or insurance companies in the ordinary course of business.</li> <li>D. Share transactions such as dividends, repurchase, rights offerings, available to all shareholders on a pro-rata ownership basis.</li> <li>E. Transaction/s with a Related Party involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with rules, law or governmental authority.</li> <li>F. Transfer of resources between parent company and subsidiaries, and between wholly-owned subsidiaries of a common parent company.</li> </ul>
<p><b>Disclosure and Regulatory Reporting</b></p>	<p>Material Related Party Transactions are required to be disclosed and reported in the Company’s filings with the Securities and Exchange Commission (SEC) and Philippine Stocks Exchange (PSE) shall be disclosed in accordance with laws, rules, regulations, Philippine Financial Reporting Standards.</p>
<p><b>Effectivity Clause</b></p>	<p>This Policy shall immediately take effect upon approval of the Board.</p>

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