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This Charter establishes the composition, role, responsibilities and operations of the Related Party Transactions Committee (the “Committee”) of the Board of Directors (“Board”) of Cirtek Holdings Philippines Corporation (the “Company”).

1.COMPOSITION

The Committee shall be composed of at least three (3) members, all of whom shall be independent directors.


2. ROLE

The Committee is tasked to assist the Board in its responsibilities to review and approve material related party transactions (“RPTs”) of the Company and to ensure that said transactions are in accordance with the Company’s policy governing RPTs.

3. DUTIES AND RESPONSIBILITIES

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

- a. Ensure that the Company has an enterprise-wide policy and system governing RPTs.
- b. Evaluate and monitor 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.
- c. Review, evaluate and approve all material RPTs in accordance with the following:
 - i. The related party’s relationship to the Company and interest in the transactions;
 - ii. The material facts of the proposed RPT, including, but not limited to, the proposed aggregate value of such transaction;
 - iii. The benefits to the Company of the proposed RPT;
 - iv. The availability of other sources of comparable products or services;

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- v. An assessment of whether the proposed RPT is on terms and conditions (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) that are comparable to the terms generally available to an unrelated party under similar circumstances, and that no corporate or business resource of the Company are misappropriated or misapplied; and
 - vi. Determination of any potential reputational risk issues that may arise as a result of or in connection with the RPT.
- d. Ensure that related parties, RPTs and changes in relationships are regularly reported to the Board, including information on the status, aggregate exposure to each related party and the total amount of exposure to all related parties.
 - e. Ensure that the appropriate and mandatory disclosures are made to regulatory authorities relating to the Company's RPTs.
 - f. Oversee the implementation of the Company's RPT policy and system for identifying, monitoring, measuring, controlling and reporting RPTs, including a periodic review of RPT-related policies and procedures. The Committee shall recommend any changes or enhancements to these policies and procedures as and when it deems necessary.
 - g. Perform other activities related to this Charter as requested by the Board.
 - h. Evaluate the Committee and individual member performance on a regular basis.

4. MEETINGS

The Committee shall meet at least three (3) or four (4) times a year, or as often as it considers necessary. Any member may call a meeting of the Committee. A quorum for a meeting of the Committee is two (2) members. A duly convened meeting of the Committee at which a quorum is present is competent to exercise all or any of the authorities, powers or discretions vested in the Committee. The Committee may invite members of Management, consultants/advisors or others to attend meetings and provide pertinent information, as necessary.

The Company's Management and staff shall provide technical assistance and support to the Committee as and when necessary.

5. REPORTING RESPONSIBILITIES

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The Committee, through its Chairman, shall report to the Board regarding the Committee actions and activities, including, but not limited to, the Committee deliberations, decisions and recommendations.

6. COMMITTEE ADVISORS

The Committee is authorized to hire independent advisors if it is considered necessary for the proper performance of the Committee functions under this Charter.

7. ANNUAL REVIEW OF CHARTER

The Committee shall conduct an annual review and assessment of the adequacy of the Committee Charter, and propose any changes as may be deemed necessary for Board approval.

8. EFFECTIVITY

This Charter shall take effect on the date of approval hereof by the Board.