



RELATED PARTY TRANSACTIONS COMMITTEE CHARTER

SECTION 1. Purpose

The Related Party Transactions Committee ("Committee") aims to ensure that:

- A.** Transactions between related parties are accounted for at arm's length or on terms similar to those afforded to third party entities in a competitive market; and
- B.** Related party transactions are evaluated by the Audit Committee and to be presented to the Board for approval.

SECTION 2. Duties and Functions

The Committee shall have the following duties and functions:

- A.** Evaluate all business transactions that may be considered continuing in nature which may be classified as related party transaction regardless of materiality to ensure that all related parties are identified, all related party transactions are recorded and monitored, and in case of changes in relationship or the transacting parties can no longer be considered related parties, such changes are properly reported;
- B.** Report to the Board the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties, related party transactions and changes in relationships. Further, the Committee shall ensure that appropriate disclosure is made, and/or information is provided to the Insurance Commission relating to the corporation's related party transaction exposures, and policies on conflicts of interest or potential conflicts of interest. The disclosure shall include:
 - (i).** information on the approach to managing material conflicts of interest that are inconsistent with such policies; and
 - (ii).** conflicts that could arise as a result of the corporation's affiliation or transactions with other related parties;
- C.** Evaluate all material related party transactions to ensure that these are:

- (i). Not undertaken on more favorable economic terms (including but not limited to commissions, interest rates, fees, collateral requirement) to such related parties compared to similar transactions with non-related parties under similar circumstances;
 - (ii). properly evaluated in ensuring that no corporate or business resources of the corporation are dissipated or declined; and
 - (iii). free from any potential risk exposures/issues to the company.

- D. In evaluating related party transactions, the Committee shall also take into account the following:
 - (i). The related party's relationship to the corporation and interest in the transaction;
 - (ii). The material facts of the proposed related party transaction, including the proposed aggregate value of such transaction;
 - (iii). The benefits to the corporation on the proposed related party transaction; and
 - (iv). The implementation of an effective price discovery system and the exercise of due diligence in determining a fair price for related party transactions.

- E. Ensure that transactions with related parties, including write-off of exposures, are subject to a periodic independent review and similar audit processes;

- F. Oversee the implementation of a system for identifying, monitoring, measuring, controlling, and reporting related party transactions, including the periodic review of related party transaction policies and procedures; and

- G. Perform other activities, which the Committee deems appropriate and necessary in the performance of its duties and functions under this Charter and other responsibilities which the Board may delegate from time to time.

SECTION 3. Composition

The Committee shall be composed of at least three (3) directors but not more than five (5) provided that all the Independent Directors are members of the committee. The Chairman of the Committee must be an independent director.

SECTION 4. Quorum and Meetings

The Committee shall hold a meeting and resolve any business matters called for the purpose provided that at least majority of the members of the Committee are present to constitute a quorum.

Meetings shall be held at least twice in a year. In case of exigency arises of determined by any members of the Committee, the Chairman may convene a meeting to immediately resolve such business matters.

SECTION 5. Reporting

The Committee shall prepare its annual committee report, specifying its composition, attendance, discharge of its responsibilities and such other matters performed in accordance with its responsibilities and functions.

Report of matters discussed during meetings of the Committee will be presented to the Board. Relevant information on the Committee's meetings shall be included in the Company's annual report.

SECTION 6. Committee Reports, Performance Evaluation and Disclosure

The Committee will conduct an annual review of the Charter, discuss any changes with the Board and ensure that the revisions to the Charter are approved by the majority of the Board constituting a quorum called for the purpose. This shall be made available in the website of the company.

SECTION 7. Amendment, Alteration or Modification

This Charter shall be amended, altered or modified by the majority vote of the Board constituting a quorum called for the purpose.