

**KEPWEALTH PROPERTY PHILS., INC.**  
**RELATED PARTY TRANSACTION COMMITTEE CHARTER**

I. PURPOSE

The Related Party Transaction Committee is tasked with reviewing all material related party transactions of the Company.

II. MEMBERSHIP

The Committee shall consist of at least three (3) non-executive members of the Board, two (2) of whom should be independent directors. The Committee shall be chaired by an independent director. The Chairman and members of the Committee shall be appointed by the Board.

A Member shall be disqualified from continuing to be such during the remainder of his tenure if, upon determination by the Board, a Member ceases to meet any of the independence criteria or any of the qualifications for directorship as set forth in the Company's Manual on Corporate Governance.

III. DUTIES AND RESPONSIBILITIES

The Committee is duty-bound to perform and carry out the following responsibilities:

- a. Evaluates on an ongoing basis existing relations between and among businesses and counterparties are continuously identified, RPTs are monitored and subsequent changes in relationships are captured. Related parties, RPTs and changes in relationships should be reflected in the relevant reports to the Board and regulators/supervisors;
- b. Evaluates all material RPTs to ensure that these are not undertaken on more favorable economic terms 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 RPTs, the Committee shall take into account, among others, the following:
  - i. The related party's relationship to the company and interest in the transaction;
  - ii. The material facts of the proposed RPT, including the proposed aggregate value of such transaction;
  - iii. The benefits to the company of the proposes RPT;
  - iv. The availability of other sources of comparable products or services; and
  - v. An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances.
- c. Ensures that appropriate public disclosure is made, and/or information is provided to supervisors, relating to the company's RPT exposures, policies on conflicts of interest and 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;

- d. Reports to the Board of Directors on bimonthly/every other month, the status and aggregate exposures to each related party and the total amount of exposures to all related parties;
- e. Ensures that transactions with related parties, including write-off of exposures, are subject to periodic independent review or audit process;
- f. Oversees the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures.

#### IV. COMMITTEE MEETINGS

The Committee shall hold meetings at such times and places as it considers appropriate, provided that at least [two (2)] meetings shall be held in each year. Meetings of the Committee shall be convened by the Chairman of the Committee as and when he considers appropriate or upon the request of a majority of the Members.

A Committee meeting shall be convened upon notice in writing at least three (3) days prior to the meeting and specifying the place, date and time of the meeting and the matters to be discussed at the meeting. A Member may consent to short notice and may waive notice of any meeting of the Committee.

The quorum for a meeting of the Committee shall be at least a majority of the Members present throughout the meeting. Resolutions at a meeting of the Committee at which there is a quorum shall be passed by a simple majority of votes of the Members present at such meeting.

#### V. REPORTING RESPONSIBILITIES

The Committee shall regularly report to the Board the Committee's activities, findings, decisions, deliberations and recommendations. The Committee shall prepare such reports as may be necessary to document the activities of the Committee in the performance of its functions and duties.

#### VI. PERFORMANCE EVALUATION

The Committee shall assess its effectiveness periodically, with the end view of ensuring that its performance accords with best practice. Such assessment must compare its performance with the requirements of this Charter which shall be the basis of formulation of objectives and plans to improve its performance.

#### VII. RESOURCES

The Committee shall have full access to management, personnel and records for the purpose of performance of its duties and responsibilities and is authorized to hire independent advisors, and to secure the attendance of such advisors if it is considered necessary for the proper performance of the Committee functions under this Charter.

#### VIII. ANNUAL REVIEW

This Charter shall be reviewed annually and updated as required.

IX. AMENDMENT

This Charter shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by a resolution of the Board.