



RELATED PARTY TRANSACTIONS (RPT) COMMITTEE CHARTER

The RPT Committee (the “Committee”) is tasked with reviewing all material related party transactions of the Corporation.

Duties and Responsibilities

The RPT Committee shall have the following duties and responsibilities:

- Establish a policy on material RPTs that promotes transparency and ensure that transactions occur under conditions that protect the rights of all stakeholders;
- Evaluate, 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 should be reflected in the relevant reports to the Board and regulators/supervisors;
- Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, fees, tenor, collateral requirements) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate business resources of the corporation 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 takes into account, among others, the following:
 - The related party’s relationship to the corporation and interest in the transaction;
 - The material facts of the proposed RPT, including the proposed aggregate value of such transaction;
 - The purpose and timing of the proposed RPT;
 - The benefits to the Corporation of the proposed RPT;
 - The availability of the other sources of comparable products or services; and
 - 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. The corporation shall have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs.
- Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating the corporation’s RPT exposures reviewed and approved during the year including unusual or infrequently occurring transactions, 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 corporation’s affiliation or transactions with other related parties;
- Report to the Board, on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;



At Your Service!

- Ensure that transactions with related parties, including write-off of exposures are subject to periodic independent review or audit process;
- Oversee the implementation of the system for identifying, monitoring, measuring, controlling and reporting RPTs, including periodic review of RPT policies and procedures; and
- If needed, appoint an independent party to evaluate the fairness of the transaction price on the acquisition and disposal of assets, particularly those passing a materiality threshold determined by the RPT Committee.

Membership

The RPT Committee shall consist of at least three (3) directors, at least two (2) of whom shall be Independent Directors. The chair of the RPT Committee should be an Independent Director.

Meetings

The RPT Committee shall formally meet quarterly or oftener. The Committee may also call for a meeting as and when required with reasonable notice to the Committee members.