

THE RELATED-PARTY TRANSACTIONS COMMITTEE CHARTER

In line with the Manual of Corporate Governance of Cebu Landmasters, Inc. (the “Corporation”) and pursuant to the Code of Corporate Governance for Publicly-Listed Companies issued by the Securities and Exchange Commission, this Charter is hereby adopted by the Corporation to outline the duties and responsibilities, and the basic governance processes of the Related-Party Transactions Committee (the “Committee”).

A. Purpose

The Related-party Transactions Committee is constituted to promote transparency, fairness, and ensure that transactions of the Corporation are conducted at arm’s-length basis and on terms not more favorable than those made to unrelated third parties under similar circumstances. For this purpose, the Committee shall review all transactions involving parties related to the Corporation if the same shall fall within the specific criteria set in writing and approved by the Board.

B. Membership

The Committee shall be composed of five (5) members, three (3) of whom shall be independent directors, while the other two (2) members shall preferably be the Corporate Compliance Officer and Chief Finance Officer, who are *ex-officio* members with no voting rights. The voting members of the Committee shall be elected by the Board. Together with the ex-officio members, they shall hold office for a period of one (1) year from election until their successors are duly elected or sooner if removed as members of the Committee and/or the Board.

A member of the Committee may be removed by a majority vote of the directors. Any vacancy in the Committee shall be filled by majority vote of the Board.

The Committee may form and delegate authority to subcommittees as may be appropriate in accordance with relevant laws and regulations.

C. Chairman

The Board, upon the recommendation of the Committee and through a majority vote, shall appoint one member of the Committee as its chairman.

D. Functions

The Committee shall have the following functions:

1. Recommend to the Board specific criteria under which related-party transactions (“RPTs”) may be subject to review by the Committee prior to its approval by the Board;
2. Propose to the Board policies related to conflicts of interest and recommend a system to identify, monitor, report, and conduct periodic review of RPTs;
3. Evaluate all existing relations between and among businesses and counterparties of the Corporation to ensure all related parties are continuously identified, transactions are monitored, and subsequent changes in relationships (from non-related to related and vice versa) are captured;
4. Evaluate all RPTs subject of review by the Committee to ensure no business resources of the Corporation are misappropriated or misapplied, and determine any potential reputational risks that may arise from such transactions. In evaluating RPTs, the Committee shall consider, among others, the following:
 - (a) The related party's relationship to the Corporation, its interest in the transaction and the benefits to the Corporation;
 - (b) The material facts of the RPT such as the aggregate value of the transaction; and
 - (c) The availability of other sources of comparable products, services, or terms and conditions from unrelated party/parties under similar circumstances;
5. Ensure that appropriate disclosures are promptly made and/or information provided to regulators;
6. Report to the Board on a regular basis status of RPTs subject of its review, the aggregate exposures to each related party as well as the total amount of exposures to all related parties.

E. Committee Meetings

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

As a collegial body, quorum shall consist of at least two (2) members in attendance whether in person or by video/teleconferencing facility.

The Committee shall appoint a Secretary who shall be responsible for providing assistance to the members of the Committee, including but not limited to, assisting the Chairman in planning the work of the Committee, formulating meeting agenda, maintenance of committee minutes, collation and distribution of information required by the Committee and provide practical support as and when needed.

The director-members shall be entitled to reasonable per diems for every Committee meeting attended.

F. Resources of the Committee

The Committee may request any director, officer or employee of the Corporation, or other persons to attend any of its meeting to provide such pertinent information, advice, or counsel to help the Committee perform its duties and functions.

The Committee, with the approval of the Board, may appoint, retain and terminate, as it deems necessary or appropriate, any legal advisor or other consultants, including search firms or other professionals to advise and assist in fulfilling its duties and responsibilities.

G. Committee Reports

The Chairman of the Committee shall submit to the Board a copy of the minutes of the Committee meeting five (5) calendar days prior to the meeting of the Board and discuss with the Board the highlights of the matters discussed during the Committee meetings.

H. Performance Assessment

The Committee shall assess its performance through an annual self-assessment performed during its first meeting in the ensuing term. The result of said assessment shall be validated by the Corporation's Chief Compliance Officer or the Corporate Governance Committee.

The report shall be formally documented and signed by the Committee Chairperson and the Chief Compliance Officer or the Chairman of the Corporate Governance Committee and shall form part of the records of the Corporation that may be examined by external corporate governance bodies from time to time.

I. Effectivity Clause

This Charter shall take effect fifteen (15) days from the date of its adoption and approval by the Board of Directors.