



VIVANT CORPORATION

**CHARTER OF THE
RELATED PARTY TRANSACTIONS COMMITTEE**

Document	Revised Corporate Governance Committee Charter
Document Approval Date	March 21, 2025
Approved By	Vivant Corporation Board of Directors
Description of Revision	Amendments and additions enacted to the following sections to the Corporate Governance and Nomination Committee Charter: <ol style="list-style-type: none">1. Composition and Membership;2. Functions;3. Duties;4. Meetings;5. Process and Criteria for Nomination to the Board6. Other Matters
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VIVANT CORPORATION CHARTER OF THE RELATED PARTY TRANSACTIONS COMMITTEE

I. PURPOSE

The Related Party Transactions Committee ("RPT Comm") is appointed by the Board of Directors ("Board") of VIVANT Corporation ("Vivant") to review and recommend **for appropriate action, all material related party transactions entered into by Vivant in accordance with the materiality thresholds under Vivant's Related Party Transactions Policy¹ and in compliance with relevant rules and regulations and any amendments thereto², in order to ensure that the terms and conditions of such transactions are fair, held at arms-length, and inure to the benefit of all stakeholders.**³

II. DEFINITION OF TERMS

The terms set forth herein shall have the following meaning:

- "Affiliate" : Refers to a corporation that directly or indirectly, through one or more intermediaries, is controlled by Vivant, or is under the common control by Vivant through another corporation.
- "Associate" : shall mean any entity, such as a partnership, over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture.
- "Control" : shall mean the power to determine the financial and operating policies of an entity in order to benefit from its activities.
- "Counterparty" : shall mean any unrelated party that Vivant has outstanding transactions with and subsequently becomes a related party.
- "Related Party" : Shall mean any of the following:
- a. **Vivant's parent, subsidiary, fellow subsidiary, associate, affiliate, joint venture or an entity that is controlled, jointly controlled or significantly influenced or managed by a person who is a related party;**
 - b. Vivant's Subsidiaries, Affiliates, and Associates, as defined herein;

¹ Note: Vivant's Related Party Transactions Policy is found through this link: <https://www.vivant.com.ph/wp-content/uploads/2019/10/VVT-Corp-Related-Party-Transaction-Policy.pdf>

² Note: "Material Related Party Transactions" shall mean any related party transaction/s, either individually, or in aggregate over a twelve (12)-month period with the same related party, amounting or ten percent (10%) or higher of a Vivant's total assets based on its latest audited financial Statement. "Materiality Threshold" shall mean ten percent (10%) of Vivant's total assets based on its latest audited financial statement. Consistent with Securities and Exchange Commission Memorandum Circular No. 10, the total assets shall pertain to Vivant's total consolidated assets.

³ Securities and Exchange Commission, Manual of Corporate Governance of Publicly Listed Companies, Memorandum Circular No. 19 Series of 2016 [SEC MC No. 19 – 16].



- c. A director, officer, and **substantial shareholders as defined in Related Party Transactions Policy of Vivant⁴, its Subsidiaries, Affiliates, and Associates, and their spouses, and relatives within fourth degree by affinity or consanguinity or affinity⁵**;
- d. **Any person, natural or juridical, whose** interests may **pose a potential** conflict with Vivant's interests.

"Related Party Transaction/**s**" or "RPTs" : shall mean a transfer of resources, services or obligations between Vivant and a Related Party, regardless of whether a price is charged. It should be interpreted broadly to include not only transactions that are entered into with Related Parties and Related Interest, but also outstanding transactions entered into with an unrelated party that subsequently becomes a Related Party or Related Interest.

"Subsidiary" : shall mean any entity, such as partnership that is controlled by Vivant.

III. COMPOSITION

The Committee shall be composed of at least three (3) non-executive directors, two of whom should be independent, including the Chairperson. All members of the Committee shall be nominated and voted by a majority of the Board during the Annual Organizational Meeting of the Board in accordance with By-Laws of Vivant.

A chairperson shall subsequently be voted by the Committee members whose name shall be submitted to the Board.

Committee Diversity

The Board shall be guided by the importance or benefits of committee diversity in order to enable it to discharge its duties and responsibilities effectively. In voting for the different Committee members, the Board shall consider the benefits of all aspects of diversity to enable the Committee to discharge its duties and responsibilities effectively.

Compensation

The Committee members may receive such compensation, as may be set by the Board. *Provided*, however, that any increase in compensation shall not be implemented during the term of the proposing Committee members.

⁴ Note: "Substantial Shareholder" shall mean any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of any class of its equity security as defined in Vivant's Related Party Transactions Policy.

⁵ As defined in SEC MC No. 19 – 16., and Vivant Related Party Transactions Policy.

IV. TERM

The Board shall appoint the members of the Committee at its annual organizational meeting and each member shall serve upon their election until the next organizational meeting of the Board, unless removed or replaced by the Board.

All members shall be nominated and voted by majority of the Board during the Annual Organizational Meeting of the Board and each member shall serve upon their election until the next organizational meeting of the Board, unless sooner resigned, removed or replaced. In case of resulting vacancies from resignation, removal or replacement, the Committee member thus elected to fill a vacancy shall serve only for the unexpired term of their predecessor.

However, if a seat is to be filled by reason of an increase in the number of Committee members, the additional member/members can only be elected during a regular or special meeting called for such purpose by the Board, and shall serve until the next Organization Meeting of the Board.

V. POWERS, DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

- A. The Committee shall review and evaluate, on behalf of the Board, findings, reports and recommendations from Risk Management, Audit, Finance, Good Governance Committees and from the CEO any existing relationship issues and concerns between and among directors, executives, subsidiaries, affiliates, and shareholders to ensure, that:
1. All related parties are continuously identified;
 2. Related Party Transactions are monitored; and
 3. Subsequent changes in relationships with Counterparties are captured.
- B. Evaluate the price, commissions, interest rates, fees, tenor, collateral requirement and all other material terms and conditions of Related Party Transactions to ensure that these are not undertaken on more favorable economic terms to such related parties than similar transactions with non-related parties under similar circumstances.

In evaluating RPTs the Committee shall take into account the following factors, in addition to other considerations:

1. **The related party's relationship to the company and interest in the transaction;**
2. **The material facts of the proposed RPT, including the proposed aggregate value of such transaction;**
3. **The benefits to the corporation of the proposed RPT;**
4. **The availability of other sources of comparable products or services; and**

5. **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.**⁶
- C. **Determine any potential reputational risk issues that may arise as a result of or in connection to RPTs.**⁷
- D. Evaluate and monitor related party transactions and other similar transactions to safeguard probable misappropriation and misapplication of the company's corporate or business resources.
- E. Require relevant officer to make appropriate disclosure is made, and/or information is provided to applicable regulating and supervising authorities relating to Vivant's Related Party Transaction exposures, and any policy to safeguard against conflicts of interest or potential conflicts of interest.
- F. Require that transactions with related parties, including write-off of uncollectible amounts pertaining to Related Party Transactions, are subject to a periodic independent review or audit process.
- G. Monitor the implementation of a system for identifying, measuring, controlling, and reporting Related Party Transactions, including a periodic review of related party transaction policies and procedures.
- H. **Report to the Board of Directors on the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties.**⁸
- I. **Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs of Vivant, including a periodic review of RPT policies and procedures.**⁹
- J. Perform such other duties that may be delegated to it by the Board from time to time.

Notwithstanding the foregoing duties, the Board shall have the final authority on any approval or disapproval of a transaction that may fall under the mandate of the Committee.

VI. MEETINGS

The Committee shall meet **twice a year**, or as often as the circumstances may require, upon the call of the Chairperson or at least majority of the Committee members attending in person or via tele- or video-conference.

⁶ Recommendation 3.5, SEC MC No. 19-16.

⁷ *Id.*

⁸ *Id.*

⁹ *Id.*



A notice to the effect shall be sent at least three (3) calendar days prior to the scheduled meeting to each member of the Committee. A Member may waive his presence, consent without protesting or approve the matters thereafter through verbal or nonverbal means.

Actions of the Committee may also be taken by unanimous written consent (in physical, electronic or digital format) as deemed necessary by the Committee or its Chairperson.

Minutes of the Committee meeting shall be recorded and maintained by the Office of the Corporate Secretary and presented to the Committee at the next meeting for approval. The Corporate Secretary or designated alternate shall act as secretary for the meetings.

Separate executive sessions may be conducted by the Committee with the Chief Risk Officer, Chief Finance Officer, Chief Audit Executive, other members of the Management team and/or external auditors, to foster open communication and discuss any matter that the Committee believes to be private and confidential.

VII. QUORUM AND ACTIONS OF COMMITTEE

A majority of the Committee members shall constitute a quorum. The Committee may act only upon a unanimous vote of the members present and entitled to vote, provided that the quorum requirement is complied with. Any matter which cannot be decided by the board due to deadlock may be referred back to the Board for decision.

The Committee shall report its actions to the Board on a regular basis and maintain minutes or other records of meetings and activity of the Committee.

VIII. OTHER MATTERS.

A. Management Support.

The Committee may invite such members of management and other persons to its meetings and may secure independent expert advice as it may deem desirable or appropriate.

B. Committee Report.

The Committee Chairperson shall submit and present a report to the Board, containing updates on all actions initiated by the Committee at the Board meeting following the Committee meeting.¹⁰

C. Review of the Charter

The Committee shall, at least annually, revisit, review and re-evaluate its performance and compliance with this Charter. The Committee

¹⁰ Recommendation 3.6, SEC MC No. 19-16



shall assess the sufficiency of this Charter and recommend to the Board proposed changes for its approval. This Charter shall be effective upon the approval of the Board subject to review and revisions in the future.

D. Evaluation.

The Committee shall review its performance annually with respect to the fulfilment of its functions and responsibilities as mandated in this Charter. It may also subject itself to an independent assessment by the Board of Directors.¹¹

E. Effectivity

This Charter, as amended, shall take effect when approved by the Board.

- Nothing Follows -

¹¹ *Id.*