



RELATED PARTY TRANSACTION COMMITTEE CHARTER

I. INTRODUCTION

The Related Party Transaction (RPT) Committee of Eagle Cement Corporation (the “Company”) was constituted by the Board of Directors pursuant to the provisions of the By-Laws and the Manual on Corporate Governance of the Company (the “CG Manual”).

This RPT Committee Charter (this “Charter”) sets out the composition, functions and responsibilities of the Committee and the rules of procedure that will guide the conduct of its functions.

II. PURPOSE

The RPT Committee is a standing committee of the Board of Directors tasked with reviewing all material related party transactions of the Company.

The RPT Committee ensures that all transactions with related parties are conducted on an arm’s length basis and in accordance with existing regulations on the matter.

III. COMPOSITION

The RPT Committee shall be composed of at least three (3) non-executive directors, the majority of whom shall be independent directors, including the Chairman.

The Board of Directors shall appoint the chairman and members of the RPT Committee at the organizational board meeting of the Company; and, if there is any vacancy, at a meeting of the Board constituting a quorum.

The Corporate Secretary of the Company is the secretary of the RPT Committee.

IV. MEETINGS; COMMITTEE APPROVALS

The RPT Committee shall meet at such times and places as it considers appropriate. The Chairperson may call a meeting at any time as needed.

All committee members are expected to attend each meeting, in person or *via* tele- or video-conference. The meetings are limited to the committee members and whoever is authorized by the RPT Committee to attend. In the absence of the Chairperson during any meeting, a chairperson for the meeting shall be designated by the members present.

As necessary, the RPT Committee may invite members of management and organization staff or any independent adviser to provide pertinent information or data.

The corporate secretary shall distribute the notice, the agenda and the appropriate committee materials at least two (2) days before any meeting.

A majority of the members of the RPT Committee shall constitute a quorum for the transaction of the committee's business.

The RPT Committee shall act only on the affirmative vote of a majority of its members present at a meeting at which there is quorum.

V. DUTIES AND RESPONSIBILITIES

The RPT Committee has the following duties and responsibilities, among others:

- a) Evaluate on an ongoing basis existing relation 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 shall be reflected in the relevant reports to the Board and regulators/supervisors;
- b) Evaluate all non-material and material RPTs, as defined in relevant laws, rules, and regulations, to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties 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 takes into account, among others, the following:
 - 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 Company 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. The Company shall have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs;
- c) Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Company's RPT exposures, 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 Company's affiliation or transactions with other related parties;
- d) 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;

- e) Ensure that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process; and
- f) Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures.

VI. ACCESS TO INFORMATION AND RESOURCES

The RPT Committee shall be granted free and full access to the records and data of the Company and information from directors, officers, employees, or external parties that may be relevant in the discharge of its functions. It shall also be provided with the resources necessary to fulfil its duties and responsibilities under this Charter.

VII. REPORTING PROCEDURES

The Chairperson of the RPT Committee, or in his absence, the member elected by the members present in a meeting, shall report at the meeting of the Board of Directors the decisions and recommendations made by the RPT Committee following each committee meeting.

VIII. PERFORMANCE EVALUATION

The RPT Committee shall periodically assess its effectiveness by comparing its performance with the requirements of this Charter, the CG Manual and the best practice. The assessment may form the basis for the formulation of objectives and plans for the improvement of the Committee's performance.

The RPT Committee may likewise be subject to an independent assessment by the Board of Directors.

IX. CHARTER REVISION

The RPT Committee shall periodically review and assess the adequacy and effectiveness of this Charter. Any modifications to this Charter shall have the approval of the Board of Directors.