



## RELATED PARTY TRANSACTIONS COMMITTEE CHARTER

### I. Rationale

The Risk Management and Related Party Transactions Committee (the “RPTC”) of Alternergy Holdings Company (the “Company”) is established by the Board of Directors for the following purposes:

- A. To provide assistance in fulfilling the Board’s oversight responsibilities in relation to risk governance in the Company.
- B. To review all material related party transactions of the company, ensuring that (1) terms and conditions of all Related Party Transactions are equivalent to those that are prevailing in arm’s length transactions, and subject to appropriate corporate approvals and actions of the Company and of Related Parties, with the best interest of the investing public and the Company in mind; and (2) any related-party transactions entered into by the Company or its affiliates are in accordance with applicable law, rules and regulations and this Charter.

### II. Definition of Terms

**Related Parties** – shall cover the Company’s directors, officers, substantial shareholders and their spouses and relatives within the fourth civil degree of consanguinity or affinity, legitimate or common-law, if these persons have control, joint control or significant influence over the Company. It also covers the Company’s parent, subsidiary, fellow subsidiary, and affiliate, or an entity that is controlled, jointly controlled or significantly influenced or managed by a person who is a Related Party. Related Parties are listed in “Appendix A” which may be updated from time to time.

**Related Party Transactions or RPTs** – a transfer of resources, services or obligations between a reporting entity 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, but also outstanding transactions that are entered into with an unrelated party that subsequently becomes a related party.

**RPTC** – refers to the Related Party Transactions Committee.

### III. Composition and Membership

The RPTC should be composed of at least three members, at least two (2) of whom shall be independent, including the chairperson.

### IV. Frequency, General Timing and Procedure of Meetings

- A. Quorum and Meetings

A meeting of the RPTC may be called by its chairman or any of its members. In every meeting, a quorum shall be observed, which is at least a majority of the Members are present throughout the meeting.

A RPTC meeting shall be convened upon notice in writing or electronic notice, at least three (3) days prior to the meeting, specifying the place, date and time of the meeting and the matters to be discussed at the meeting. Notice of a meeting shall be deemed to be duly served upon a Member if it is given to him personally, or sent to him by mail, email, short messaging system, or facsimile transmission to his address or facsimile number, as appropriate.

The RPTC shall appoint a Secretary who shall prepare minutes of the meeting of the RPTC. Minutes of its meetings will be approved by the RPTC and maintained on behalf of the RPTC. Such records shall be open for inspection by any Member or Advisor upon reasonable prior notice during usual office hours of the Company.

#### B. Authorities

The RPTC may request any officer or employee of the Company, or any special counsel or advisor, to attend a meeting of the RPTC or to meet with any members of, or consultant to, the RPTC.

The RPTC may retain any independent counsel, expert or advisor (accounting, financial or otherwise) that the RPTC believes to be necessary or appropriate. The RPTC may also utilize the services of the Company's regular legal counsel or other advisors to the Company.

#### **V. Duties and Responsibilities**

The RPTC shall have the functions set out hereunder, and such other duties and powers as maybe delegated to the RPTC by the Board, subject to such limitations as the Board may determine and notify to the RPTC:

- A. Formulate and implement policies and procedures that would guarantee the integrity and transparency of Related Party Transactions;
- B. Evaluate on an on-going basis the 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 counterparts (from non-related to related and vice versa) are captured;
- C. 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 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;
- D. 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

potential conflicts of interest or actual conflicts of interest. The disclosure should 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;

- E. 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;
- F. Ensure that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process;
- G. Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures;
- H. Coordinate, monitor, and facilitate compliance with laws, rules, and regulations; and
- I. Perform such other functions as may be delegated or authorized by the Board.

## **VI. Evaluation and Reporting**

To keep the Board apprised on the results of the RPTC's activities, the RPTC Chairman shall report to the Board following each meeting, significant matters discussed and acted upon.

## **VII. Performance Evaluation**

To ensure that the RPTC will continue to fulfill its responsibilities in accordance with the global best practices, the RPTC shall conduct an assessment of its performance through a self-assessment worksheet that has been prepared based on its responsibilities incorporated in this Charter.

The RPTC shall formulate and implement plans to improve its performance. These shall include attending trainings/seminars intended for the RPTC members to keep them updated with the latest corporate governance best practices, accounting and auditing standards, as well as other areas of concerns.

## **VIII. Charter Review**

The RPTC shall review and assess the adequacy of this Charter annually and recommend changes to the Board of Directors when necessary.

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

## **IX. Resources**

The RPTC shall have the right to request for resources as may be necessary.

## **X. Approval and Effectivity**

This Charter was approved by the Board on \_\_\_\_\_ and shall take effect immediately upon such approval.

## Appendix A

As of 06 February 2024, the following persons are deemed “Related Parties” for purposes of the scope of the RPTC Charter:

1. The Company’s substantial shareholders, *to wit*:
  - a. Vespers Holdings Corporation; and
  - b. Vicente S. Pérez, Jr.
2. The following directors and officers of the Company:
  - a. Vicente S. Pérez, Jr.
  - b. Gerry P. Magbanua
  - c. Knud Hedeager
  - d. Eduardo Martinez Miranda
  - e. Michael James Lichtenfeld
  - f. Ma. Theresa dela Peña Marcial
  - g. Gregory L. Domingo
  - h. Maria Victoria C. España
  - i. Ephyro Amatong
  - j. Janina C. Arriola
  - k. Carmen D. Diaz
  - l. Luisito S. Pangilinan
  - m. Anna Melissa R. Lichaytoo
  - n. Sherleen Lourds R. Macatangay
3. The spouse and relatives within the fourth civil degree of consanguinity or affinity, legitimate or common-law, of the natural persons referred to in item (5) above, if these persons have control, joint control or significant influence over the Company; and
4. The Company’s subsidiaries, fellow subsidiaries, and affiliates, *to wit*:
  - a. Alternergy Tanay Wind Corporation
  - b. Alternergy Wind Holdings Corporation (formerly, Pilla AVPC Corporation)
  - c. Green Energy Supply Solutions, Inc.
  - d. Alternergy Hydro Partners Corporation
  - e. Kirahon Solar Energy Corporation
  - f. Liberty Solar Energy Corporation
  - g. SolarPacific Energy Corporation
  - h. Solana Solar Alpha, Inc.
  - i. Solar Pacific Pristine Power, Inc.
  - j. Solar Pacific CitySun Corporation
  - k. Alternergy Wind One Corporation
  - l. Alternergy Sembrano Wind Corporation
  - m. Calavite Passage Wind Power Corporation
  - n. Tablas Strait Offshore Wind Power Corporation
  - o. Alternergy Mini Hydro Holdings Corporation
  - p. Lamut-Asipulo Mini Hydro Corporation
  - q. Ibulao Mini Hydro Corporation
  - r. Kiangon Mini Hydro Corporation
  - s. Dupinga Mini Hydro Corporation
5. All persons controlled, jointly controlled, or significantly influenced or managed by a person who is a Related Party, including NCP Advisors Philippines, Inc. //