

**ENERGY DEVELOPMENT CORPORATION**  
**Related Party Transactions Committee Charter**

**I. MISSION**

The Related Party Transactions Committee (“RPT Committee”) is a committee under the Board of Directors of Energy Development Corporation that shall have authority over related party transactions of the Company.

**II. COMPOSITION**

- A. The Committee shall have at least five (5) Directors as members, three (3) of whom shall be Independent Directors.
- B. The Committee Chairman shall be elected by the members from among the Independent Directors.
- C. The Company's Chief Financial Officer shall serve as Management representative.
- D. The Committee may invite resource persons from within the Company, as may be necessary. At least one (1) Vice-President may be designated by the President as Management representative to the Committee and/or Committee resource person. He shall have no voting rights on matters deliberated by the Committee.
- E. The Secretariat of the Committee shall be headed by the Chief Audit Executive.

**III. DUTIES AND RESPONSIBILITIES**

The following are the general duties and responsibilities of the Committee:

- A. To perform oversight function in the Company’s compliance with pertinent laws, rules, and regulations, and Company policies relating to related party transactions.
- B. To review and approve or endorse related party transactions in accordance with the RPT Policy and Guidelines.
- C. To review reports on related party transactions in view of proposing changes to the RPT Policy and Guidelines.
- D. To review and endorse for approval of the Board of Directors any change in the RPT Policy and Guidelines, including any modification in the list of pre-cleared related party transactions and the materiality threshold.
- E. To oversee the effective implementation of the RPT Policy and Guidelines.

**IV. REPORTING RESPONSIBILITIES**

- A. The RPT Committee shall regularly report to the Board of Directors about the Committee’s activities and issues that arise with respect to related party transactions.
- B. The Committee, through its Secretariat, shall prepare its Annual Committee report, describing the Committee’s composition, meeting attendance, responsibilities, and how they were discharged, and such other accomplishments or activities.

- C. The Committee shall review any other report the Company issues that relate to the Committee responsibilities on related party transactions.

## **V. MEETINGS**

- A. The RPT Committee shall convene once every quarter, with flexibility to hold such number of meetings as may be required by business exigencies. All Committee members are expected to attend each meeting- in person or via teleconference or videoconference.
- B. The Committee may invite members of Management, auditors, employees, or others to provide pertinent information as necessary.
- C. A majority of the Committee members with the attendance of at least two Independent Directors shall be necessary at all Committee meetings to constitute a quorum for the transaction of any business. In case of videoconferencing or teleconferencing, a quorum shall remain to be a majority, provided that no less than two members are present, at least one of whom being an Independent Director.
- D. For voting purposes, a majority vote of those present during the meeting shall be sufficient to approve a Committee action or resolution.
- E. Meeting agenda will be prepared and provided in advance to members with appropriate briefing materials. Minutes of the Committee Meeting will be prepared.
- F. Any member of the Committee who has a potential interest in any related party transaction will recuse himself or herself and abstain from voting on the clearance of the related party transaction, but may participate in all or a portion of the Committee's discussions of the related party transaction, if requested by the Committee Chairperson.

## **VI. PERFORMANCE REVIEW**

The Committee must conduct an annual review of its performance and effectiveness, inviting comments from all members of the Board. It may recommend to the Board any suggested changes in the duties and responsibilities of the Committee and the terms of this Charter.

## **VII. AMENDMENTS TO THIS CHARTER**

All subsequent revisions of this Charter shall be endorsed by the Committee for the approval of the Board of Directors.

*Note: Approved by the RPT Committee on May 15, 2020. EDC Board's approval and clearance for the revision of the RPT Committee Charter to conform with the revised CG Manual was secured during the March 2020 Board Meeting.*