

**CHARTER OF THE
RELATED PARTY TRANSACTION REVIEW AND COMPLIANCE COMMITTEE**

1.0. RATIONALE

The Board of Directors (the “Board”) of Citicore Energy REIT Corp. (the “Company”), in pursuit of good corporate governance, hereby constitutes a Related Party Transaction Review & Compliance Committee (the “RPTRCC”) and adopts this RPTCC Charter (the “Charter”) to enhance its oversight capability over the Company’s material related party transactions and compliance with applicable laws, rules, and regulations.

2.0. COMPOSITION OF THE RPTRCC

2.1. Membership

The RPTCC shall have three (3) members, composed of non-executive directors, majority of whom shall be independent directors, including the Chairman.

The Board shall appoint the Chairman and Vice-Chairman of the RPTRCC and ensure that the Chairman of the RPTRCC shall not be the Chairman of the Board or of any other committees. Further, the Corporate Secretary of the Company or his/her designated assistant/s shall act as the Secretary of the RPTRCC’s meetings.

The members of the RPTRCC shall serve at the pleasure of the Board and under such terms as the Board may determine. The members of the RPTRCC may be removed, with or without cause, by the action of the Board.

2.2. Role of the Chairman

The Chairman shall provide leadership in the RPTRCC and ensure that it is properly performing its duties and responsibilities. The Chairman shall, among others:

- m. preside over meetings;
- n. approve the agenda of each meeting;
- o. convene or cancel meetings when, in his/her reasonable opinion, the same is warranted;
- p. ensure that sound decisions are being made, which are in accordance with the direction of the Board and the policies of the Company;
- q. encourage and promote open dialogue during meetings, where dissenting views may be expressed and discussed; and
- r. ensure that members of the RPTRCC receive accurate, timely, and relevant information necessary to carry out its functions.

2.3. Role of the Vice-Chairman

In the absence or inability of the Chairman to perform his/her role, the Vice-Chairman shall act in his/her stead, and shall have the authority to exercise the powers and fulfill the duties of the Chairman.

The Vice-Chairman shall perform any tasks or responsibilities delegated to him/her by the Chairman or the Board.

2.4. Role of the Secretary

The Corporate Secretary of the Company or his/her designated assistant/s shall serve as the Secretary of the RPTCC. The following are the key responsibilities of the Secretary:

- i. draft the agenda for each meeting and have the same reviewed by the Chairman or, in his/her absence, the Vice-Chairman;
- j. send notices and agendas of the meetings at least five (5) calendar days before the actual date of the meetings;
- k. take the minutes of the meetings and keep in his/her custody any and all documents and records pertaining to the RPTRCC and its meetings; and
- l. perform other tasks and duties as assigned by the Chairman.

3.0. POWERS AND RESPONSIBILITIES OF THE RPTRCC**3.1. Powers and Functions**

The RPTRCC shall have the explicit authority to investigate any matter in the performance of its duties and responsibilities as established in this Charter, including gaining full access to any Company files and information, as well as the complete cooperation of management, with full discretion to invite any Director or executive officer to attend its meetings. The RPTRCC may form and delegate authority to sub-committees, as it may deem necessary or appropriate.

Moreover, the Board of the Company has delegated to the RPTRCC the authority to approve all transactions, policies, procedures, rules, regulations, and all other activities, which are necessary, in relation, or incidental to its powers, functions, roles, and responsibilities, as provided in the Charter.

3.2. Roles and Responsibilities

Pursuant to the powers and functions of the RPTRCC, its key roles and responsibilities, shall include, but not be limited to, the following:

- a. Formulate and implement policies and procedures that would guarantee the integrity and transparency of related-party transactions (“RPT”);
- b. Evaluate on an ongoing basis 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. In evaluating RPTs, the RPTCC shall take into account, among others, the following:
 - i. The related party’s relationship to the company and interest in transaction;

- ii. The material facts of the proposed RPT, including the proposed aggregate value of such transaction;
- iii. The benefits to the Company of the proposed RPT;
- iv. The availability of other sources of comparable products or services; and
- v. 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;

Pursuant to the REIT Act and its IRR, related parties refer to the Company’s parent company, subsidiary or affiliate; the Company’s Fund Manager, Property Manager, and their parent company, subsidiary or affiliate; the Company’s Sponsor; the director, principal officer, principal stockholder or associate of such persons of the Company, its Sponsor, Fund Manager or Property Manager; and lawyer, accountant, auditor, financial or business consultant, and such other persons rendering professional advisory services to the Company.

- 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 conflicts of interest or potential conflicts of interest;
- 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. Ensure that any acquisition or disposition of real estate assets and property or share swaps or similar transactions is accompanied by a fairness opinion by an independent appraiser done in accordance with the valuation methodology prescribed by the SEC;
- h. Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures
- i. Coordinates, monitors, and facilitates compliance with laws, rules, and regulations; and
- j. Perform such other functions as may be delegated or authorized by the Board.

4.0. POLICIES AND PROCEDURES OF THE RPTRCC

4.1. Meetings

- a. **Schedule.** The RPTRCC shall meet at least once every calendar quarter and at such dates, times, and places, as deemed appropriate to by the Chairman, or upon the request of a majority of its members.
- b. **Attendance.** All members are expected to attend the meetings of the RPTRCC. They are required to attend in person, but in special circumstances are allowed to be present by means of video conference, teleconference, or other electronic means. Should any member or advisor participate in the meeting through teleconference or video conference, all persons personally participating in the meeting should be able to hear each other clearly.

- c. **Quorum.** The quorum for any meeting of the RPTRCC shall be at least a majority of the members present throughout the meeting, and every decision of a majority of those present in which there is a quorum shall constitute a valid and effective act or decision of the RPTRCC; provided, that the unanimous vote of all members shall be necessary in approving any related-party transaction. In no case shall a meeting proceed without the presence of the Chairman or, in his/her absence, the Vice-Chairman.
- d. **Notices and Agendas.** The Secretary shall send notice of each meeting to the members of the RPTRCC at least five (5) calendar days before any meeting, specifying the place, date and time, and the agenda thereof.

The agenda of the RPTRCC’s meetings shall be prepared by the Secretary and approved by the Chairman or, in his/her absence, the Vice-Chairman. The agenda shall include, among others, the following: (i) updates on the previous action items or deliverables from the previous meeting of the RPTRCC; (ii) review of strategic initiatives; (iii) core matters for discussion by the RPTRCC; and (iv) any other items, as determined by the RPTRCC and/or the Chairman or the Vice-Chairman, as the case may be, of the RPTRCC.
- e. **Other Invitees.** The RPTRCC may invite officers, employees, or any members of the departments or teams of the Company to attend or report during its meetings.
- f. **Minutes and Records.** The Secretary shall prepare the minutes of the meetings and take custody of its records. Such records shall be open for inspection by any member upon reasonable prior notice and during office hours. The minutes of any meeting shall be signed by the RPTRCC’s Chairman and the members present during the meeting.

4.2. External Advisors and Access to Information

- a. **Engagement of External Advisors.** In carrying out its duties or responsibilities, the RPTRCC may directly engage external advisors, such as, but not limited to, legal, accounting, and audit. The Company shall provide the necessary funding therefor, as recommended by the RPTRCC. The advisors may be required by the RPTRCC to submit written opinions or to attend any part of its meetings. Any member of the RPTRCC may, however, ask for the exclusion of any advisor from its meetings.
- b. **Access to Information and Employees.** The RPTRCC is empowered to inquire, should it deem necessary or appropriate, any matter in relation to its purpose, duties or responsibilities and shall have full and direct access to all books, records, facilities, and personnel of the Company.

4.3. Performance Evaluation

The RPTRCC shall review its performance annually with respect to the fulfillment of its duties, functions, and responsibilities, as mandated by this Charter.

4.4. Review of this Charter

This Charter shall be reviewed at least annually by the Board to ensure its continuing adequacy and consistency with its direction or initiatives, including the Company’s policies and programs. Furthermore, the provisions of this Charter will be modified, to the extent necessary, to comply with the Revised Corporation Code of the Philippines, or any amendments thereto, its implementing rules and regulations, and circulars, as well as other applicable local and foreign laws.

4.5. Approval and Effectivity

This Charter was approved by the Board on 26 July 2021 and shall take effect immediately upon such approval.