



ROCKWELL LAND CORPORATION RELATED PARTY TRANSACTIONS COMMITTEE CHARTER

I. PURPOSE

To assist the Board of Directors ("Board") in fulfilling its oversight responsibilities of promoting good corporate governance, ensuring the protection of minority investors, and in monitoring compliance with the Material Related Party Transactions Policy ("Policy").

II. AUTHORITY

This Committee is appointed and authorized by the Board of Directors to assist the Board in fulfilling its responsibility to strengthen corporate governance and practices particularly on material related party transactions ("Material RPTs"). The authority of the Committee is taken from the Policy, this Charter and from Board delegations, resolutions and approvals that may be granted from time to time.

III. DUTIES AND RESPONSIBILITIES

The Committee is responsible for the following:

1. To help the Corporation's management institutionalize the Policy to ensure effective compliance with existing laws, rules and regulations at all times, and that Material RPTs, as defined in the Policy, are conducted on an arm's length basis, with no shareholder or stakeholder unduly disadvantaged;
2. To review all Material RPTs that cross the materiality threshold and write-off of material exposures to Related Parties, as well as any renewal or material changes in the terms and conditions of Material RPTs previously approved in accordance with Section IV(4) of the Policy and present to the Board of Directors for approval in accordance with the Policy;
3. To recommend to the Board the establishment of an effective audit, risk and compliance system that can determine, identify and monitor Related Parties and Material RPTs; continuously review and evaluate relationships between and among businesses and counterparties, and identify, measure, monitor and control risks arising from Material RPTs;
4. To ensure that senior management keeps an updated Related Party Registry and properly addresses legitimate issues on Material RPTs that are raised;
5. To oversee the integrity, independence, and effectiveness of the Whistleblowing Policy and its guidelines and procedures, and ensure that stakeholders who raise concerns

relating to Material RPTs are duly protected from reprisals in accordance with the Whistleblowing Policy; and

6. To recommend to the Board to adjust the Materiality Threshold upon a determination of the risk of the RPT in causing damage to the Corporation and its shareholders.

IV. MEMBERSHIP

The Committee shall be composed of at least three (3) members of the Board of Directors. The Chief Compliance Officer (CCO) and the Chief Audit Executive (CAE) shall serve as the Committee's advisers. Each member will be appointed on an annual basis.

V. MEETINGS

The Committee should meet often enough or as deemed necessary to undertake its role effectively, but not less than once a year. In addition, the Chairman may call a meeting at any time and will call a meeting of the Committee if so requested by any member of the Committee. Majority of the members, regardless of position, shall constitute a quorum. Committee members may attend meetings in person or by electronic or video communication means.

Endorsements and approvals via email or SMS may be resorted to for urgent matters which shall be confirmed/ratified in the Committee's next meeting. The respective emails or SMS are to be collected/recorded by the Corporate Secretary or Assistant Corporate Secretary.

The Chairman of the Committee, or in his absence, the member elected by the members present in a meeting, shall report to the Board on the decisions and recommendations made by the Committee following each meeting. The Committee shall, if needed, prepare an annual report of its activities to the Board.

VI. ACCESS TO RESOURCES

The Committee shall have full access to management, personnel and records for the purpose of performance of its duties and responsibilities hereunder. The Committee may also obtain external legal counsel or independent professional advice if it considers it necessary in the performance of its functions. The Committee shall be provided with sufficient resources by the Company to discharge its duties.

June 3, 2021

Monico V. Jacob
Chairman

Federico R. Lopez
Member

Albert F. Del Rosario
Member

Miguel Ernesto L. Lopez
Member