

EMPERADOR INC.

RELATED PARTY TRANSACTION COMMITTEE CHARTER

This Related Party Transaction Committee Charter (the “Charter”) is promulgated by the Related Party Transaction Committee (the “Committee”) of Emperor Inc. (the “Corporation”) and adopted by the Board of Directors (“Board”) of the Corporation to provide for the purpose, membership structure, operations, duties and responsibilities of the Committee, including the procedures which shall guide the conduct of its functions.

Section 1. Purpose

Pursuant to the Revised Manual of Corporate Governance of the Corporation (the “Manual”), the Committee shall be tasked with reviewing all material related party transactions (“MRPTs”) of the Corporation. **For so long as the shares of the Corporation are listed on the Singapore Exchange Securities Trading Limited (the “SGX-ST”), the Committee is also tasked with reviewing all interested person transactions (under Chapter 9 of the listing manual of the SGX-ST (the “Listing Manual”)) of the Corporation.** *(Amended as of 20 June 2022)*

Section 2. Structure

2.1 Composition

The Committee shall be composed of at least three (3) members of the Board, two (2) of whom should be independent directors, including the Chairman.

2.2 Qualifications

Each member of the Committee shall have all of the qualifications and none of the disqualifications of a director provided under the Manual, and the Corporation’s By-Laws.

2.3 Term

The Board shall appoint the members of the Committee at its annual organizational meeting and each member shall serve upon his appointment until the next organizational meeting of the Board, unless removed or replaced by the Board.

2.4 Vacancy

Any vacancy in the Committee caused by the death, resignation, removal or disqualification of a member, or by any other cause, may be filled by the Board. The member appointed to fill the vacancy shall hold office for the remainder of the unexpired term of his predecessor, or until his successor shall have been duly appointed and qualified.

2.5 Compensation

Each committee members shall receive such emolument or compensation as may be fixed by the Board pursuant to the By-laws.

2.6 Committee Secretary

The Corporate Secretary or in his absence, the Assistant Corporate Secretary, shall act as the Committee Secretary who shall prepare the minutes of the meetings and keep the records of the Committee with confidentiality, unless required to be disclosed pursuant to law, rules or regulations, or lawful orders issued by competent government authorities.

Section 3. Operation

3.1 Meetings

The Committee may meet and vote in person, teleconference, video conferencing facility or through such other similar means, at such times and places as it considers appropriate, at least once a year. The Chairman of the Committee, any Committee member, or the Corporate Secretary of the Corporation, may call a meeting of the Committee.

The Chair shall preside in all meetings. In the absence of the Chair, any member shall preside.

Meetings may be held, and the members can participate in meetings of the Committee, through teleconference, video conference or other similar means.

3.2 Quorum

Attendance of at least two (2) Committee members shall constitute a quorum for all meetings.

3.3 Voting

The affirmative vote of a majority of such quorum shall be required to authorize any corporate action.

3.4 Notices

A notice of each meeting of the Committee specifying the place, date, and time thereof, but need not state the agenda and matters to be discussed during the meeting, unless provided by the person who called the meeting, and shall be given to each member of the Committee personally, in writing or orally, or sent to him by mail, facsimile, electronic mail or other similar means at least two (2) days prior to the date of the meeting. Each member shall give the Committee Secretary his address, facsimile number and electronic mail address for the service of notices of meetings. A member may waive notice of any meeting of the Committee and may consent to shorter notice of any meeting. Any Committee meeting called by shorter notice shall be deemed to have been duly convened if it is so agreed by the members present in the meeting at which there is a quorum.

Section 4. Duties and Responsibilities

4.1 The Committee shall have the following powers, duties and responsibilities:

- A. Evaluate, on an ongoing basis, existing relations between and among business and counterparties to ensure that all related parties **and interested persons** are continuously identified, RPTs **and interested person transactions** are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Related parties, **interested persons**, RPTs, **interested person transactions** and changes in relationships should be reflected in the relevant reports to the Board and regulators/supervisors;
- B. Evaluate all material RPTs **and interested person transactions** 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 **and interested persons** than similar transactions with **unrelated third** 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 **and interested person transactions**, the Committee takes into account, among others, the following:
- i. The related party's **and/or interested person's (as the case may be)** relationship to the company and interest in the transaction;
 - ii. The material **terms** of the proposed RPT **and/or interested person transaction (as the case may be)**, including the proposed aggregate value of such transaction;
 - iii. The benefits to the corporation of the proposed RPT **and/or interested person transaction (as the case may be)**;
 - iv. The availability of other sources of comparable products or services; and
 - v. An assessment of whether the proposed RPT **and/or interested person transaction (as the case may be)** is on terms and conditions that are comparable to the terms generally available to an unrelated **third** party under similar circumstances. The company should have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs **and/or interested person transactions (as the case may be)**;
- C. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the company's RPT **and interested person transaction** exposures, and policies on conflicts of interest or potential 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 **and interested persons**;
- D. Report to the Board of Directors as needed the status and aggregate exposures to each related party **and interested person**, as well as the total amount of exposures to all related parties **and interested persons**;
- E. Ensure that transactions with related parties **and interested persons**, including write-off of exposures are subject to a periodic independent review or audit process;

F. Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs **and interested person transactions**, including a periodic review of RPT **and interested person transactions** policies and procedures;

G. Reviewing any interested person transactions as defined in the Listing Manual;

H. Reviewing and assessing from time to time whether additional processes are required to be put in place to manage any material conflicts of interest with our interested persons and propose, where appropriate, the relevant measures for the management of such conflicts; and

I. Reviewing and ensuring adequate resolution of all actual or potential conflicts of interest matters referred to it. (Amended as of 20 June 2022)

4.2 The Committee shall be guided by the Corporation's mission and vision in the fulfillment of its functions.

Section 5. Reporting

The Chairman of the Committee or his designate shall report directly to the Board all actions of the Committee at the meeting of the Board following such actions.

Any act of the Committee which is within the scope of its duties and responsibilities shall not require ratification or approval by the Board for its validity. However, such acts shall be subject to revision or alteration by the Board, provided that no rights or acts of third parties shall be affected by such revision or alteration.

Section 6. Resources and Authorities

The Committee shall have full access to all relevant information, data, records and personnel of the Corporation or such resources and authorities appropriate to discharge its function, duties and responsibilities including the authority to obtain advice from external consultants and functional specialists within the Company.

Section 7. Effectivity

This Charter shall take effect immediately upon approval by the Board.

- Signature Page Follows -

APPROVED BY:

The undersigned members of the Board of Directors of Emperador Inc.:

(signed)
ANDREW L. TAN

(signed)
WINSTON S. CO

(signed)
KATHERINE L. TAN

(signed)
KENDRICK ANDREW L. TAN

(signed)
KEVIN ANDREW L. TAN

(signed)
DR. JESLI A. LAPUS

(signed)
ENRIQUE M. SORIANO III