

PREMIERE HORIZON ALLIANCE CORPORATION

RELATED PARTY TRANSACTIONS COMMITTEE CHARTER

1. PURPOSE AND MANDATE

1.1 Organizational Principles

The Committee will assist the Board in its oversight of related party transactions (“RPT”), ensuring compliance with corporate governance rules and relevant laws. The Committee assists the Board and the Management by providing advice and guidance on the adequacy of the Company's initiative for:

- 1.1.1 Formulating the RPT Policy
- 1.1.2 Oversee the system for identifying, monitoring, and controlling RPTs.
- 1.1.3 Ensure transactions are on terms no less favorable than those with unrelated parties.
- 1.1.4 Report to the Board on the status of RPTs.
- 1.1.5 Conduct investigations as needed.

In broad terms, the Committee reviews the items noted above and provides the Board with independent advice and guidance regarding the adequacy and effectiveness of Management's practices and potential improvements to those practices.

1.2 Authority

- 1.2.1 The Committee will have unrestricted access to members of Management, employees and relevant information. It considers necessary to discharge its duties. The Committee will also have unrestricted access to records, data and reports. If access to requested documents is denied due to legal or confidentiality reasons, the Committee and/or Chief Internal Auditor (CIA) will follow a prescribed Board approved mechanism for resolution of the matter.
- 1.2.2 The Committee is entitled to receive any explanatory information that it deems necessary to discharge its responsibilities. The Company's Management and staff should cooperate with Committee requests.
- 1.2.3 The Committee may engage independent counsel and/or other advisors it deems necessary to carry out its duties.

2. ORGANIZATION

- 2.1 The Committee shall be composed of at least three (3) appropriately qualified non-executive directors, the majority of whom, including the Chairman, should be independent. The Chairman of the Committee shall not be the Chairman of the Board. All Committee Members shall be appointed by the Board.

- 2.2 The term of the Committee Member shall be for one year. Committee Members may be replaced at any time by a majority vote of the members of the Board currently in office. A Member's cessation as a Board Director means his automatic termination as a Committee Member.
- 2.3 Any vacancy in the Committee due to death, resignation or disqualification of any member, or by any cause, may be filled by the Board. The member elected to fill the vacancy shall hold office for the remainder of the term.
- 2.4 All the members of the committee must have relevant background, knowledge, skills, and/or experience in the areas of accounting, auditing and finance.
- 2.5 Each Member shall be diligent in disclosing relationships significant to the Company and related companies/parties or himself that might potentially compromise his independence in his oversight duties.
- 2.6 Committee Members shall be entitled to committee membership per diems or fees.

3. COMMITTEE AUTHORITY

- 3.1 The Committee shall have unrestricted access to all Company information, and all employees are directed to cooperate and comply with requests of Committee Members relating to their authority under this Charter.
- 3.2 The Committee has the authority to engage or retain, at the Company's expense, persons having special competencies (including, without limitation, legal, accounting or other consultants and experts) to assist or advise the Committee in fulfilling its responsibilities.
- 3.3 The Committee may form and delegate authority to subcommittees when appropriate.
- 3.4 The Committee shall provide an open avenue of communication among the internal auditors, external auditors, and the Board. This includes direct communication and interaction of the Committee with the management, internal and external auditors, compliance officer, in-house legal counsel as well as separate or private sessions as appropriate and necessary.

4. COMMITTEE MEETINGS

- 4.1 The Committee shall meet internally with the Board at least once every quarter without the presence of the President or other Management team members and periodically shall meet with the head of the internal audit.

- 4.2 A majority of the Committee Members shall constitute a quorum, and the act of a majority of those present at any Committee meeting at which there is a quorum shall be the act of the Committee.
- 4.3 A resolution in writing signed or approved by letter, or email by a majority of Committee Members shall be as effective for all purposes as a resolution passed at a meeting of the Committee duly convened, held and constituted.
- 4.4 The Committee shall meet with Management, internal auditors and the external auditor in separate executive sessions at least once a year.
- 4.5 The Committee may request any officer or employee, outside counsel or the external auditor of the Company to attend a committee meeting or to meet with any Committee Member or consultant to the Committee.
- 4.6 The Company's Compliance Officer, Corporate Secretary or any other person nominated by the Committee shall be the Secretary of the Committee in its meetings.
- 4.7 The Committee shall provide copies of the minutes of each meeting to the Board as soon as practicable after each Committee meeting.

5. COMMITTEE DUTIES AND RESPONSIBILITIES

The Committee shall be responsible for overseeing the Management in establishing and maintaining an adequate, effective and efficient internal control framework. It shall ensure that systems and processes are designed to provide assurance in areas including reporting, monitoring compliance with laws, regulations and internal policies, efficiency and effectiveness of operations, and safeguarding of assets. However, it is the accountability of the Corporation's Management and the Executive Committee to prepare and file potential and material RPT transactions for further action.

In line therewith, the Committee shall have the following duties and responsibilities:

- 5.1 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 counterparties (from non-related to related and vice versa) are captured. Related Parties, RPTs and changes in relationships shall be reflected in the relevant reports to the Board and regulators/supervisors.
- 5.2 Evaluate all material RPTs presented by Corporation's Management and the Executive Committee 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 Corporation 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 RPT Committee

considers the following criteria in conjunction with those in the Material Related Party Transaction Policy:

- 5.2.1 The related party's relationship to the Corporation and interest in the transaction.
 - 5.2.2 The material facts of the proposed RPT.
 - 5.2.3 The aggregate value of the proposed transaction.
 - 5.2.4 The benefits to the Corporation of the proposed RPT.
 - 5.2.5 The availability of other sources of comparable products or services.
 - 5.2.6 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. The Corporation shall have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs.
- 5.3 Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Corporation's RPT exposures, and policies on conflicts of interest or potential conflicts of interest. The disclosure shall 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 Corporation's affiliation or transactions with other related parties.
- 5.4 Report to the Board of Directors on a regular basis on the status and aggregate exposures to each related party.
- 5.5 Ensure that transactions with related parties, including write-off of exposures, are subject to a periodically independent review or audit process.
- 5.6 Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures; and
- 5.7 Perform other duties and responsibilities as the Committee may deem appropriate within the scope of its primary functions or as may be assigned by the Board, includes and not limited to

6. PERFORMANCE ASSESSMENT AND CONTINUOUS IMPROVEMENT

- 6.1 The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for review and approval.
- 6.2 The members of the Committee shall evaluate their performance based on best practices and expectations set out in this Charter and in applicable SEC and PSE issuances.

- 6.3 The Committee shall obtain and subject itself to an independent assessment by the Board based on best practices.
- 6.4 The Committee shall formulate and implement plans to improve its performance which may include relevant training needs to keep the Members up-to-date with corporate governance best practices, compliance and auditing standards.

7. COMMITTEE REPORTING

- 7.1 The Committee Chairman shall render a report on matters requiring the Board's proper disposition and attention regularly.
- 7.2 The Committee Chairman shall also prepare an annual report to the Board and shareholders that all responsibilities outlined in its Charter have been carried out, i.e. performance of oversight duties during the year, describing the Committee's composition, responsibilities and how they were discharged, any other regulatory information.
- 7.3 The Corporate Secretary, Compliance Officer and the Management shall provide support the Committee Chairman and its members in the performance and fulfillment of their duties.

8. SUPPORT FUNCTIONS

- 8.1 The Corporate Secretary shall support the Committee by providing the necessary administrative and secretariat assistance, including preparing meeting agendas, minutes, and records of the Committee's discussions and resolutions, and ensuring that the Committee's reports and recommendations are submitted to the Board of Directors on time.
- 8.2 The Compliance Officer shall act as the Committee's adviser on compliance and governance matters and shall guide the Committee in ensuring that related party transactions are properly reviewed and monitored in line with applicable SEC and PSE rules, the Company's Related Party Transactions Policy, and the Code of Corporate Governance. This includes providing advice on regulatory and disclosure requirements, as well as on the adequacy of controls and safeguards.

9. AMENDMENT OR ALTERATION OF THIS CHARTER

The Committee may amend, alter or change the Charter and file it with the Board for record.

**This document is subject to continuous revisions and updating.*