



**GLOBALPORT 900, INC.
RELATED PARTY TRANSACTIONS
COMMITTEE CHARTER**

**Approved and adopted by the
Board of Directors on 16 May 2022**

GLOBALPORT 900, INC. RELATED PARTY TRANSACTIONS COMMITTEE CHARTER

I. INTRODUCTION

The Related Party Transactions Committee of **Globalport 900, Inc.** (the "Company") was constituted by the Board of Directors pursuant to the provisions of the By-Laws and the Manual on Corporate Governance of the Company (the "CG Manual").

This Related Party Transactions Committee Charter (this "Charter") sets out the composition, functions, and responsibilities of the Corporate Governance Committee and the rules of procedure that will guide the functions of the Corporate Governance Committee.

II. PURPOSE

The Related Party Transaction Committee is a standing committee of the Board of Directors constituted for the purpose of assisting the Board of Directors in the review of all material related party transactions ("RPT") of the Company.

III. COMPOSITION

The Related Party Transactions Committee shall have at least three (3) non-executive directors, two (2) of whom should be independent, including the Chairperson.

The Board of Directors will appoint the members of the Related Party Transactions Committee at the organizational board meeting that follows each annual stockholders' meeting or at any earlier time as the Board of Directors may deem necessary.

The Corporate Secretary of the Company is the secretary of the Related Party Transactions Committee.

The Related Party Transactions Committee may appoint one or more persons to act as advisor to the committee who may attend the meetings of the committee but shall have no right to vote.

IV. MEETINGS; COMMITTEE APPROVALS

The Related Party Transactions Committee shall meet at such times and places as it considers appropriate. The Chairperson may call a meeting at any time as needed.

All committee members are expected to attend each meeting, in person or via tele- or videoconference. The meetings are limited to the committee members and whoever is authorized by the Related Party Transactions Committee to attend. In the absence of the Chairperson during any meeting, a chairperson for the meeting shall be designated by the members present.

As necessary, the Related Party Transactions Committee will invite members of management and organization staff or any independent adviser to provide pertinent information or data.

The Related Party Transactions Committee, through the Corporate Secretary of the Company, distributes the notice, the agenda, and the appropriate committee materials at least two (2) days before any meeting so the members can intelligently review the various matters raised.

A majority of the members of the Related Party Transactions Committee shall constitute a quorum for the transaction of the committee's business.

The Related Party Transactions Committee shall act only on the affirmative vote of a majority of its members at a meeting or, to the extent allowed by law, by unanimous written consent of the members.

V. DUTIES AND RESPONSIBILITIES

The Related Party Transactions Committee has the following duties and responsibilities, among others:

- a) 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;
- b) 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 Committee takes into account, among others, the following:
 - 1) The related party's relationship to the Company and interest in the transaction;
 - 2) The material facts of the proposed RPT, including the proposed aggregate value of such transaction;

- 3) The benefits to the Company of the proposed RPT;
 - 4) The availability of other sources of comparable products or services; and
 - 5) 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 Company shall have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs;
- c) 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. 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 Company's affiliation or transactions with other related parties;
 - d) 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;
 - e) Ensure that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process; and
 - f) Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures.

VI. ACCESS TO INFORMATION AND RESOURCES

The Related Party Transactions Committee shall be granted reasonably free and full access to the records, data, and properties of the Company and information from directors, officers, employees, or external parties that may be relevant in the discharge of its functions, duties, and responsibilities. It shall also be provided with the resources necessary for the purpose of fulfilling its duties and responsibilities under this Charter.

VII. REPORTING PROCEDURES

The Chairperson of the Related Party Transactions Committee, or in his absence, the member elected by the members present in a meeting, shall report at the meeting of the Board of Directors the decisions and recommendations made by the Related Party Transactions Committee following each committee meeting.

The Related Party Transactions Committee shall have clear communications with the Chief Risk Officer who may be appointed by the Company.

The Related Party Transactions Committee shall prepare an annual report of its activities for inclusion in the Company's annual report.

VIII. PERFORMANCE EVALUATION; CHARTER REVISION

The Related Party Transactions Committee shall periodically assess its effectiveness by comparing its performance with the requirements of this Charter and the CG Manual to ensure compliance with this Charter, the CG Manual, and best practice. The assessment will also form the basis for the formulation of objectives and plans for the improvement of its performance.

The Related Party Transactions Committee may likewise be subject to an independent assessment by the Board of Directors.

The Related Party Transactions Committee shall also review and assess the adequacy of this Charter annually or as conditions dictate to ensure that this Charter is continuously aligned and consistent with the objectives and responsibilities of the Board of Directors. It shall recommend any modifications to this Charter as deemed appropriate and obtain the approval of the Board of Directors for any such modifications.