



**RISK MANAGEMENT, RELATED PARTY  
TRANSACTIONS REVIEW AND  
SUSTAINABILITY COMMITTEE CHARTER**

(April 2026)

## Table of Contents

## Page

1. Membership	1
2. Authority, Roles, Responsibilities of the Committee	2
3. Meetings and Schedules of Activities	3
4. Reporting Procedure	4
5. Functional and Secretariat Support	4
6. <u>Confidentiality of Records</u>	<u>4</u>
7. Access to Information	4
8. Performance Evaluation	4
9. Annual Charter Review	4

 <b>LOGISTICS HOLDINGS CORP.</b>  <b>RISK MANAGEMENT, RELATED PARTY TRANSACTIONS <u>REVIEW</u></b> <b><u>AND SUSTAINABILITY</u> COMMITTEE CHARTER</b>	INITIAL ISSUE DATE <b>DECEMBER 16, 2021</b>
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The Board of Directors of AyalaLand Logistics Holdings Corp. (the “Corporation”) adopts this Charter of the Risk Management, Related Party Transactions Review and Sustainability Committee (the “Committee”) for the following purposes:

- a. To provide support in fulfilling the Board’s oversight responsibilities in relation to risk management in the Corporation through continuous input, evaluation and feedback on the effectiveness of the Corporation’s risk management process and internal controls system and help in the identification of material risk exposures and assessment of its impact in achieving the Corporation’s objectives;
- b. To review all material related party transactions (“RPTs”) of the Corporation to ensure that the terms and conditions are fair and inure to the best interest of all shareholders; and
- c. To have a conscious understanding of economic, social and environmental interdependencies to create long term value to its stakeholders.

Insofar as sustainability is concerned, the Corporation recognizes sustainable development as the foundation for high-performing, successful and forward-looking business. It adopts the Brundtland Report’s definition of sustainable development as development that meets the needs of the present without compromising the ability of future generations to meet their own needs.

## **1. Membership**

### **1.1 Composition**

The Committee shall be composed of at least three (3) non-executive directors, at least two of whom shall be independent directors.

The Board shall designate the Chairman of the Committee who must be an independent director. The Chairman of the Committee should not be the chairman of the Board or of any other committee. Each member must possess an adequate understanding of the management, assessment and mitigation of risks faced by the Corporation and at least one (1) member must have the relevant experience and knowledge in risk and risk management.

The Committee shall regularly review its composition, taking into consideration the progressing standards of the Corporation, the best practices in risk management, review of related party transactions and arms-length dealing and sustainable development.

### **1.2 Term**

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

### **1.3 Vacancy**

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

### **1.4 Compensation**

The members of the Committee shall receive such compensation as the Board may fix and determine.

## 2. Authority, Roles and Responsibilities of the Committee

The Committee shall have the following authority, roles and responsibilities:

- a) Promote an open discussion regarding risks faced by the Corporation, as well as risks faced by its subsidiaries that may have potential impact on the Corporation's operations, and ensure that risk awareness culture is pervasive throughout the organization;
- b) Review and discuss with Management the Corporation's risk governance structure and adequacy of policies and processes for risk identification, assessment and mitigation;
- c) Review and recommend to the Management the Corporation's levels of risk appetite and risk tolerance, and risk exposure allocation for approval by the Board of Directors;
- d) Review the Corporation's risk profile on an ongoing basis and re-evaluate the likelihood of occurrence, severity of impact of risk exposures, and any mitigating measures affecting those risks;
- e) Monitor the implementation of the Corporation's risk mitigation plans and other risk management activities with the assistance of the risk management function;
- f) Review and discuss risk management-related reports and issues raised by the Management, internal auditors, external auditors, legal counsel and regulators that impact the Corporation's risk management framework;
- g) Review disclosures regarding risk contained in the Corporation's Annual Report and other publicly-issued statements;
- h) Review the objectivity, effectiveness and efficiency of the Corporation's risk management function in the context of the Corporation's size, scale, complexity and scope of operations;
- i) Secure independent expert advice on risk management matters where considered necessary or desirable;
- j) In coordination with the Audit Committee, ensure that the Corporation's internal audit work plan is aligned with risk management activities and that the internal control system considers all risks identified in the risk assessment process;
- k) Determine the advisability of, and review and evaluate the terms and conditions of any material or significant RPTs and their required reporting disclosures;
- l) Oversee the implementation of the system for identifying, monitoring, measuring, controlling and reporting RPTs, including a periodic review of RPT policies and procedures;
- m) 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, (i.e. from non-related to related and vice-versa) are captured;
- n) 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;
- o) 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;
- p) Ensure that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process;
- q) Ensure an active management oversight of sustainability efforts and climate-related risks and opportunities;
- r) Provide oversight, identify and assess significant social, ethical and environmental interdependencies that might impact on the long-term business objective of the Corporation to be recognized as a responsible and sustainable corporation in its sector;

- s) Guide policy-making in the Corporation's sustainability program, and ensure full Corporation support and alignment with the Ayala Group of Companies' commitment to sustainable development;
- t) Monitor new and innovative technologies, processes and practices that will permit the Corporation to attain sustainable growth;
- u) Review both current and proposed partnerships and relationships with stakeholders that support the Corporation's sustainable growth;
- v) Evaluate the Corporation's communication and marketing strategies related to sustainable growth;
- w) Review the sustainability-related content of the Corporation's annual report prior to its issuance; and
- x) Perform other activities related to this Charter as requested by the Board.

### 3. Meetings and Schedule of Activities

- a) The Committee shall meet at least twice a year, or more frequently as needed. The Committee shall meet in person or through remote communication, such as videoconferencing, teleconferencing or other alternative modes of communications allowed by the Securities and Exchange Commission at such time and place determined by its Chairman. Notice of meetings may be given by any customary means of communication (e.g., e-mail, in writing, by telephone, personal delivery, postal, etc.). The notice shall specify the time and place of the meeting and include a detailed agenda. Notice and materials for each meeting shall be given at least five (5) business days prior to meeting date.
- b) The presence of the majority of the members shall be necessary to constitute a quorum for the transaction of business.
- c) The majority vote of all members shall be necessary to approve an act or resolution of the Committee. For related party transactions, the unanimous vote of all independent members shall be required.
- d) Separate executive sessions may be conducted by the Committee with the Chief Risk Officer, Chief Finance Officer, Chief Audit Executive, other members of the Management team and/or external auditors to discuss any matter that the Committee believes is needed to be discussed in private.
- e) The Committee shall also hold additional meetings for review of RPTs as needed. Meetings may, at the discretion of the Committee, include members of the Corporation's management, legal counsel and such other persons as the Committee or its Chairman may deem fit.
- f) Committee meetings shall be chaired by the Chairman of the Committee or, in his or her absence, by a member chosen by the members in attendance.
- g) Minutes of the Committee meeting shall be recorded and maintained by the Corporate Secretary and presented to the Committee at the next meeting for approval.
- h) To provide a systematic guide for the discharge of the Committee's responsibilities, the Committee shall agree on an annual calendar of activities. Accordingly, the Chief Risk Officer shall ensure that the schedule is followed as planned.
- i) The number of meetings and the attendance of members at Committee meetings shall be disclosed in the Corporation's annual report.
- j) Actions of the Committee may also be taken by written consent - in physical, electronic or digital format, by majority of the members (or such other voting requirement imposed by law) when deemed necessary by the Committee or its Chairman.

#### **4. Reporting Procedure**

The Committee Chairman shall submit and present a report to the Board, containing updates on all actions taken by the Committee at the Board meeting following the Committee meeting.

The Committee Chairman shall also submit and present a year-end report to the Board during its first meeting following the immediate calendar year. The annual report shall include a summary of the Committee's activities during the year, an over-all assessment of its performance and recommendations for improvement.

#### **5. Functional and Secretariat Support**

The Risk Management Unit, Sustainability Officer, and Corporate Secretary shall support the Committee in the performance of its functions, specifically:

- a) Risk Management Unit, Sustainability Officer and Corporate Secretary shall provide assistance and secretariat support to the Committee.
- b) The Chief Risk Officer and Chief Audit Executive shall attend all the Committee meetings.
- c) The Corporate Secretary shall keep all minutes of the meetings, recorded and prepared by the designated Secretary of the meeting and make these available for inspection by any member of the Committee or the Board, as and when requested.
- d) The Committee may also invite such members of management and other persons to its meetings and may secure independent expert and/or professional advice as it may deem desirable or appropriate.

#### **6. Confidentiality of Records**

The Corporate Secretary shall keep and have custody of the records of the Committee. Except for information that are required to be disclosed pursuant to law or regulations issued by competent authorities, the records shall be kept confidential.

#### **7. Access to Information**

The Committee shall have reasonably free and full access to the Corporation's data, records and properties, as well as information from employees, officers, directors or external parties that may be relevant in monitoring and assessing risk exposures and their implications to the Corporation.

#### **8. Performance Evaluation**

The Committee shall review its performance annually with respect to the fulfilment of its functions and responsibilities as mandated in this Charter. The Board of Directors may conduct an independent annual assessment of the Committee's performance.

#### **9. Annual Charter Review**

This Charter shall be reviewed annually by the Committee to ensure its continuing adequacy and consistency with the Board's objectives and responsibilities. Any proposed changes shall be approved by the Board.

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**Document Information:**

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October 20, 2017 (Sustainability Committee Charter)

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