SM Prime Holdings, Inc.

Related Party Transactions Committee Charter

Effective November 9, 2026

RELATED PARTY TRANSACTIONS COMMITTEE CHARTER APPROVAL SHEET

The undersigned approves this Charter, which establishes the purpose, composition, authority and responsibilities of the Related Party Transactions Committee (the "Committee").

NAME	DATE	SIGNATURE
Estela M. Perlas - Bernabe Committee Chairperson	November 9, 2026	(sgd.)
Amando M. Tetangco, Jr. Member	November 9, 2026	(sgd.)
J. Carlitos G. Cruz Member	November 9, 2026	(sgd.)

This Charter establishes the purpose, composition, authority and responsibilities of the Related Party Transactions Committee (the "Committee").

I. PURPOSE AND AUTHORITY

To assist the Board in fulfilling its corporate governance responsibilities to all stakeholders, the Related Party Transactions Committee (the "Committee") is constituted by the Board of Directors (the "Board") to review Related Party Transactions (RPT). The committee is primarily tasked to determine whether or not the transaction is on terms no less favorable to the company than terms generally available to any unaffiliated third party under the same or similar circumstances.

To allow the Related Party Transactions Committee to discharge its duties and responsibilities, the Committee is authorized to gain access to all relevant data/resources within the Company, obtain professional training, advice or expertise, initiate investigation of any activities within the scope of its responsibilities and may make recommendations to the Board, as it deems appropriate.

II. COMPOSITION AND MEETINGS

1. The Committee shall consist of at least three (3) non-executive members of the Board, majority of whom shall be independent directors, including the Chairman. Its members shall have adequate and competent knowledge of the Company's business and industry in which it operates.

2. Members of the Committee shall be designated by the Board annually and each member shall serve until such member's successor is duly designated or until such member's resignation or removal. Any member of the Committee may be removed from the Committee, with or without cause, by a majority vote of the Board.

3. Members of the Committee shall attend regular and special meetings of the Committee in person or by any other technological means allowed by the Commission.

4. The Committee shall meet at least annually, and all members are expected to attend each meeting. The Committee may invite the Chief Risk Officer and/or other members of Management, heads of business units, Chief Audit Executive, and the external auditor, to attend meetings and provide pertinent information, as necessary.

5. The Committee Secretary, under the direction of the Committee Chairman, shall prepare and provide in advance to all Committee members the notice of meeting, the meeting agenda, minutes of previous Committee meeting and the appropriate briefing materials.

III. DUTIES AND RESPONSIBILITIES

The Committee is duty-bound to perform and carry out the following responsibilities:

Not to be reproduced or photocopied without prior approval of Document Controller

a. Evaluates 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 (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. Evaluates all material RPTs to ensure that these are not undertaken under 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:

   i. The related party's relationship to the Company and interest in the transaction
   ii. The material facts of the proposed RPT, including the proposed aggregate value of such transaction
   iii. The benefits to the corporation of the proposed RPT;
   iv. The availability of other sources of comparable products or services; and,
   v. 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. Ensures 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 conflict of interest or potential conflict 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. Reports to the Board of Directors on a regular basis, the status and aggregate exposures to each related party;

e. Ensures that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process;

f. Oversees the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures; and

g. Performs 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.

Not to be reproduced or photocopied without prior approval of Document Controller

IV. PERFORMANCE EVALUATION

The Committee shall participate in the annual evaluation of its performance, including the performance of the Chairman and Committee as a whole in accordance with their respective mandates and competencies.

V. CONTINUAL REVIEW OF THE CHARTER

This Charter shall be reviewed every three years or as needed to ensure its adequacy and relevance in consonance with the Board's objectives, laws, regulations, and relevant best practices.

Not to be reproduced or photocopied without prior approval of Document Controller