

Maxicare

Related Party Transaction Committee Charter

ISO Standard: ISO 9001 ▾	Information Classification: Level 0 - Public ▾
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REVIEW SCHEDULE

- At least annually

VERSION HISTORY

Revision No.	Date	Summary of Revisions
00	25 March 2026	New Document

THE RELATED PARTY TRANSACTION COMMITTEE CHARTER

Section 1 – Purpose

The Related Party Transaction Committee (RPTC) safeguards the integrity and fairness of transactions involving related parties within the company. Its primary purpose is to oversee and review all material-related party transactions to ensure they are conducted on equitable terms, in compliance with applicable laws and regulations, and in the best interests of the company and its stakeholders.¹ The committee is committed to upholding the highest standards of corporate governance and ethical conduct, managing potential conflicts of interest, and ensuring transparency in all related party dealings.

The charter defines the committee’s purpose, scope, duties, and responsibilities, providing a structured operational framework. It serves to guide the committee in its role of reviewing and approving related party transactions, ensuring compliance with regulatory requirements, and maintaining effective governance practices. The document aims to ensure clarity and consistency in the committee’s operations, facilitating transparency and accountability in the handling of related party transactions. It also provides a reference for committee members, management, and the Board of Directors, outlining the committee’s role in supporting the company’s strategic objectives and safeguarding shareholder value.

Section 2 – Committee Membership

The RPTC shall be composed of four (4) members, provided that there is equal representation of directors, with two (2) members from JE Holdings, Inc. (“JE”) and two (2) members from Pin-An Holdings Corporation (“Pin-An”). It also includes two (2) advisers.²

1. **Committee Members Qualifications.** Each member of the Committee shall have the qualifications and none of the disqualifications of a Director, as set out in the Revised Corporation Code, Bylaws, Insurance Commission Rules and the Corporate Governance Manual. The Board shall ensure that the members of the Committee are appropriately qualified to discharge their responsibilities³. The RPTC shall at all times be entirely composed of Independent Directors and Non-Executive Directors, with Independent Directors comprising the majority of the members.⁴
2. **Committee Chairperson.** The Board shall appoint the Committee Chairperson. The Committee Chairperson shall preside in all meetings of the Committee. In his absence, the members present shall elect from among themselves one member to preside over the particular meeting.
3. **Committee Advisers.** The Board may retain, at its discretion, independent advisers to assist the Committee in the fulfillment of its duties and responsibilities. The advisers shall provide impartial advice to aid in decision-making processes.

¹Maxicare Healthcare Corporation RPT Policy Manual as amended in 2024

²Revised Code of Corporate Governance for Insurance Commission Regulated Companies (ICRC), Recommendation 3.4

³Ibid

⁴Ibid

Section 3 – Meetings and Consent Resolution

The RPTC shall convene quarterly or as needed to discuss and approve relevant matters. There shall be no quorum of any RPTC meeting unless such meeting is attended by at least one (1) member representing JE and Pin-An. Notice of meetings may be given by any customary means of communication and shall be announced one week in advance. The notice shall specify the time and place of the meeting and include a detailed agenda. In cases where a meeting cannot be convened, the RPTC actions may be done through a written consent signed by all committee members. The written consent must clearly state the matter being resolved and must be unanimously approved by all members of the RPTC.

Section 4 – Minutes of the Meetings or Action⁵

For matters approved through unanimous consent resolution, the Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent (i.e. minutes of action). The Committee shall ensure that it maintains appropriate records (e.g., minutes of meetings, minutes of action or summary of matters reviewed and decisions taken). The key matters reviewed and approved by the Committees and their minutes of meetings, minutes of action, including agenda and supporting materials if needed, are to be presented regularly to the full Board of Directors for confirmation.

Section 5 – Compensation

The members of the Committee shall receive such compensation as may be determined and approved by the Board of Directors.

Section 6 – Duties and Responsibilities of the Committee

1. Responsible for overseeing the review and approval of all related party transactions to ensure they are in the best interest of Maxicare Healthcare Corporation and its stakeholders
2. Develops and recommends policies and procedures for managing related party transactions, ensuring they are effectively communicated and implemented throughout the organization.
3. Monitors the company's adherence to these policies, as well as compliance with relevant laws and regulations.
4. Conducts regular reviews of related party transactions to assess their fairness and reasonableness, addressing any emerging issues promptly and maintains detailed records of all transactions and the review processes involved.
5. Provides reports to the Board of Directors, summarizing its activities, findings, and any concerns, and recommends necessary actions or policy changes.
6. Ensures that related party transactions are handled with the utmost diligence and accountability, safeguarding the interests of the company and its stakeholders.

⁵Ibid

Section 7 – Duties and Responsibilities of the Members of the Committee

1. Accept the responsibility for creating and enhancing shareholder value and ensuring the long term success and viability of Maxicare.
2. Devote the necessary time and attention to properly discharge the duties and responsibilities as members of the Committee.
3. Exercise sound and independent judgment at all times and ensure that personal interests do not bias any decision or action taken, or conflict with Maxicare' interest.
4. Understand, internalize and observe the core values of Maxicare.
5. Maintain a good working knowledge and understanding of the various businesses of Maxicare, the risks attendant to those businesses and the risk management and control systems appropriate for such businesses.
6. Be knowledgeable of the statutory and regulatory requirements affecting Maxicare including the requirements of the Insurance Commission (IC), The Articles of Incorporation and By-Laws, and the Manual of Corporate Governance.
7. Act with full transparency, fairness, independence and sound judgment.
8. Observe confidentiality over all matters taken up by the Committee or any information acquired by reason of membership in the Committee. Disclosure of any such information should be with the written consent of the Committee.

Section 8 – Review and Performance Evaluation

1. The Board of Directors shall review and assess the adequacy of this Charter at least annually and/or as deemed necessary. This Charter will be kept in the office of the Corporate Secretary and will be available for inspection by the Directors and the stockholders during regular business hours.
2. The Committee shall conduct an annual review of its performance based on established self-assessment evaluation. The results thereof shall be reported to the Board through the Corporate Governance Committee of the Corporation.

Section 9 – Amendment

This Charter shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by a resolution of the Board.