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Allianz PNB Life

Related Party Transactions Committee Charter

Authorization:

The content of this document has been reviewed and approved as follows:

Version	Valid From	Authorized by
6.0	12 December 2025	**Allianz PNB Life Board of Directors**

1.0 RELATED PARTIES, DEFINED

Related Parties consist of the Company's subsidiaries as well as affiliates and special purpose entities that the Company exerts direct or indirect control over or that exerts significant influence over the Company; the directors; officers; stockholders and related interests and their close family members, as well as corresponding persons in affiliated companies. This shall also include such other persons or juridical entities whose interests may pose potential conflict with the interest of the Company, hence, is identified as a related party.

Related Party Transactions ("RPTs") are transactions or dealings with related parties of the Company, regardless of whether or not a price is charged. These shall include, but not limited to the following:

1. On- and off-balance sheet credit exposures and claims and write-offs;
2. Investments and/or subscriptions for debt equity issuances;
3. Consulting, professional, agency and other service arrangements/contracts;
4. Purchases and sales of assets, including transfer of technology and intangible items (e.g. research and development, trademarks and license agreements);
5. Construction a rrangements/ contracts;
6. Lease arrangements/contracts;
7. Trading and derivative transactions;
8. Borrowings, commitments, fund transfers and guarantees;
9. Sale, purchase or supply of any goods or materials; and
10. Establishment of joint venture entities

RPTs shall be interpreted broadly to include not only transactions that are entered into with related parties but also outstanding transactions that were entered into with an unrelated party that subsequently becomes a related party.

2.0 DUTIES AND RESPONSIBILITIES

The Related Party Transactions Committee will exercise primary oversight over RPTs on behalf of the board. Their duties and responsibilities shall include:

1. To 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 shall be reflected in the relevant reports to the board and regulators.
2. To evaluate all Material RPTs to ensure that these are at arms' length basis, and endorse the same to the board of directors for approval. In evaluating RPTs, the Committee shall take into account, among others, the following:
    a. The related party's relationship to the COMPANY and interest in the transactions;
    b. The material facts of the proposed RPT, including the proposed aggregate value of such transaction;
    c. The benefits to the COMPANY of the proposed RPT;
    d. The availability of other sources of comparable products or services; and
    e. 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, including whether due diligence was exercised and an effective price discovery system has been applied in determining a fair price for RPTs.
3. Report to the board of directors at least annually, the status and aggregate exposures to each Related Party as well as the total amount of exposures to all Related Parties.

4. Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including the periodic review of RPT policies and procedures.

5. To perform any other tasks that will enable it to exercise on behalf of the Board primary oversight over RPTs, in accordance with the Company's Related Party Transactions Policy.

3.0 COMPOSITION AND MEETINGS

The Committee shall be composed of at least three (3) members of the Board of Directors, two (2) of whom shall be Independent Directors, including the Chairperson. The Committee shall at all times be entirely composed of independent directors and non-executive directors, with independent directors comprising majority of the members. In case a member has conflict of interest in a particular RPT, he should refrain from evaluating that particular transaction. The Compliance Officer or Internal Auditor may sit as resource persons in the said Committee.

The Committee shall meet at least annually or more frequently as circumstances may require, upon the call of the Chairman or upon the instance of a majority of the members of the Committee.

The administrative requirements of the Committee shall be handled by a Secretariat to be designated by the Committee.

4.0 THE CHAIRMAN

Generally, the powers and duties of the Chairman of the Committee are as follows:

1. To convene the members of the Committee whenever he deems it necessary, either on his own initiative, or upon the request of a majority of the members of the Committee;
2. To preside over all the meetings of the Committee;
3. To maintain efficient lines of communication and information between the Board and Management; and
4. To perform such other functions as provided by the by-laws or as may be assigned to him by the Board of Directors.

5.0 EVALUATION OF COMMITTEE PERFORMANCE

The committee conducts an annual self-assessment of their performance. The Board shall conduct a deliberation on the respective individual and committee performances in the Corporate Governance Nomination Compensation Committee (CGNC) meeting.

1. The Committee shall regularly monitor corporate performance vs. the strategic and business plans, and vs. annual financial objectives and operating plans/targets as well as risk management.
2. The Committee members shall participate in the annual performance evaluation to assess the effectively, including evaluation of Committee performance itself.
3. The Committee shall consider the individual expertise of the Director to be an effective member to carry out various critical responsibilities.

6.0 REVIEW OF THE CHARTER

The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes for approval by the Board of Directors.

7.0 ANNEX/REFERENCES

Board Performance Evaluation Form

Document Information:

Document:	Allianz PNB Life Related Party Transactions Committee Charter
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Amendments and Updates:

Version	Date	Reason for and Extent of Changes	Author(s)
1.0	13 September 2017	Original	Amor Datinguinoo
2.0	23 February 2021	Alignment with the Insurance Commission's Revised Corporate Governance Code or IC CL 2020-71 dated June 13, 2020	Amor Datinguinoo
3.0	11 November 2022	Annual Review – no proposed changes	Amor Datinguinoo
4.0	24 November 2023	Annual Review – no proposed changes	Amor Datinguinoo
5.0	12 December 2024	Annual Review – no proposed changes	Amor Datinguinoo
6.0	11 December 2025	Annual Review – no proposed changes	Amor Datinguinoo