





23 October 2019

**Philippine Stock Exchange, Inc.**  
6th Floor, PSE Tower, 28th Street corner 5th Avenue  
Bonifacio Global City, Taguig City

Attention: **Ms. Janet A. Encarnacion**  
Head, Disclosure Department

**Philippine Dealing and Exchange Corporation**  
29th Floor, BDO Equitable Tower  
8751 Paseo de Roxas, Makati City

Attention: **Atty. Marie Rose M. Magallen-Lirio**  
Head, Issuer Compliance and Disclosures Department

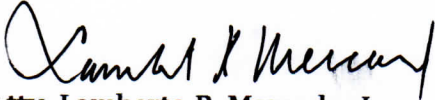
**Securities and Exchange Commission**  
PICC Complex, Roxas Boulevard Pasay City

Attention: **Hon. Vicente Graciano P. Felizmenio, Jr.**  
Director, Market Regulation Department

Dear Mesdames and Gentlemen,

In compliance with the Securities and Exchange Commission Memorandum Circular No. 10 (Series of 2019), Metro Alliance Holdings & Equities Corp., hereby submits its Material Related Party Transactions Policy.

Thank you.

  
**Atty. Lamberto B. Mercado, Jr.**  
Compliance Officer

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## **MATERIAL RELATED PARTY TRANSACTIONS POLICY (MRPTP)**

Version 1

Approved on October 22, 2019

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### **I. INTRODUCTION**

This Policy serves as the Corporation Code of **Metro Alliance Holdings & Equities Corp.** (the "Corporation") to govern the approval of Related Party Transactions in compliance with Philippine Accounting Standards, the Revised Corporation Code of the Philippines, the Securities Regulations Code and other rules promulgated by the Securities and Exchange Commission (SEC) regarding the matter. Amendments may be introduced by management from time to time, which shall be disclosed to the SEC and the public accordingly.

### **II. POLICY STATEMENT AND SCOPE**

This Policy is applicable to any transaction between the Corporation and related parties, its subsidiaries, its affiliates, whether be it a single transaction or an aggregate of transactions with the same party in a calendar year, where the amount involved is ten per cent (10%) or above of the total assets of the Corporation, based on the latest audited financial statements. Any such transaction shall be conducted on an "arms-length" basis, at commercially fair prices, and must be to the best interest of the Corporation, its shareholders, its subsidiaries and its affiliates.

### **III. DEFINITIONS**

1. **Affiliate** – refers to an entity that is directly or indirectly owned, controlled or managed by interlocking directors or common stockholders of the Corporation.
2. **Associate** – refers to an entity over which the Corporation holds at least twenty per cent (20%) of control or voting power, directly or indirectly.
3. **Control** – an entity that has a) power over the controlled entity, b) rights to a return from its involvement in the affairs of the controlled entity and c) the power to affect the amount or timing of the returns of the controlled entity.
4. **Materiality Threshold** – ten per cent (10%) of the Corporation's consolidated total assets based on the latest financial statements.
5. **Material Related Party Transaction (MRPT)** – refers to any RPT that individually or in aggregate over a calendar year with the same Related Party, amounts to or has an amount higher than the Materiality Threshold.
6. **Related Party** – refers to Corporation's directors, officers, substantial shareholders, their spouses and relatives up to the 4<sup>th</sup> civil degree of consanguinity or affinity, legitimate or common-law, if these persons have Control or Significant Influence over the Corporation. Also covers the Corporation's parent, subsidiaries, fellow subsidiaries,

associate, affiliate, joint venture or entity that is controlled or is significantly influenced by a Related Party.

7. Related Party Transaction (RPT) – refers to a transfer of resources, services or obligations between the Corporation and a related party, regardless of whether a price is charged.
8. Significant Influence – refers to the power to participate in the financial and operating decisions of an entity without necessarily having Control.
9. Subsidiary – refers to an entity over which the Corporation holds at least fifty per cent (50%) to a hundred per cent (100%) of control or voting power, directly or indirectly.
10. Substantial Shareholder – refers to any person directly or indirectly the beneficial owner of more than ten per cent (10%) of any class of equity security.

#### **IV. GUIDELINES**

1. No preferential treatment shall be extended to Related Parties.
2. Management shall ensure that all Related Party Transactions are on terms and conditions that are on arm's length basis, are within acceptable market rates, and are fully documented to protect all parties. The following RPT shall automatically be considered "arms-length" RPT:
  - a. An RPT where the rates/charges are determined by competitive bidding;
  - b. An RPT where rates are based on publicly quoted scale/matrix applied to all classes of customers/suppliers.
3. Management shall ensure that all pertinent information with regard to the Material Related Party Transaction is fully communicated to the Risk Management Committee during the approval process.
4. All Material Related Party Transactions shall be subject to review and endorsement by the Risk Management Committee, which shall formulate its own benchmarks and regulations for various conflict-of-interest scenarios. At its own discretion, the Risk Management Committee may require that an external independent party (e.g. audit or accounting firm, or third party fairness opinion consultant, or appraiser) be asked to evaluate the terms and conditions of the Material Related Party Transaction.
5. All Material Related Party Transactions shall thereafter be approved by at least 2/3 vote of the Board of Directors. Directors with personal interest in any Material Related Party Transaction shall abstain on participating in the discussions thereof and shall abstain on voting on the matter.
6. All Material Related Party Transactions shall be disclosed in the financial statements of the Corporation. The Audit Committee shall review the disclosure in coordination with

the external auditors of the Corporation. The Audit Committee may perform post-transaction verification of MRPT to ensure that the terms and conditions of Board approvals are carried out. The Audit Committee, at its own discretion, may seek advice from independent legal counsels as it may deem fit.

## **V. WHISTLE BLOWER POLICY**

A Whistle Blower is any person who reports suspected or actual occurrence of illegal, unethical and/or inappropriate practices by the Corporation, its directors, officers and staff in their business dealings and in Corporation operations. The MRPTP shall be subject to the Corporation's Whistle Blower Policy:

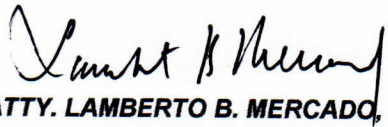
1. A Whistle Blower in good faith shall not receive any retaliation or reprisal. The identity of the Whistle Blower shall remain confidential to those persons involved in the investigation thereof, unless required by lawful government authorities.
2. Management shall evaluate the allegations of the Whistle Blower with fairness, objectivity and transparency to establish the validity of the complaint, and the investigation thereof shall be characterized by due process for all respondents. Management shall have the prerogative to file any administrative, legal or criminal actions as required under the circumstances. Management may take appropriate action to protect against Whistle Blowers in bad faith, including those found to be giving false testimonies.
3. If connected to the Corporation, a Whistle Blower may report the circumstances to his/her supervising officer or if he/she wishes, may provide an anonymous incident report with adequate support documents to the Chief Operating Officer of the Corporation. If an outsider, the Whistle Blower may report the incident directly to the Chief Operating Officer of the Corporation. Any supervisor, manager, officer, or director who receives a report must act on the matter immediately in order to resolve the issues in the soonest time. The Whistle Blower shall be informed of the results of the investigation within one (1) week from the finalization of the investigation report.
4. Crimes against persons and against property should be reported to local law enforcement agencies.
5. In addition to the above, Whistle Blowers reporting cases involving MRPT may choose to file an anonymous incident report with adequate support documents to the Chairman of the Audit Committee.

## **VI. EFFECTIVE DATE**

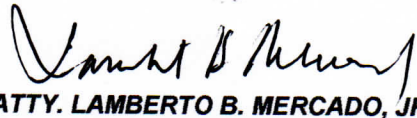
This Policy takes effect on 22 October 2019.

**Metro Alliance Holdings & Equities Corp.**

By:



**ATTY. LAMBERTO B. MERCADO, JR.**  
Acting Chairman of the Board



**ATTY. LAMBERTO B. MERCADO, JR.**  
Compliance Officer