

PXP Energy Corporation Related Party Transaction Policy

1. RATIONALE

The **Related Party Transaction (RPT) Policy** is intended to ensure proper review, approval, and reporting of transactions between the Company and Related Parties, consistent with the Corporation Code, the Securities Regulations Code and such other laws and issuances, applicable accounting standards, disclosure requirements and principles of good corporate governance.

2. GENERAL PRINCIPLES

The Company shall, as soon as practicable, adopt implementing rules and regulations in furtherance of this Policy, in accordance with the following guidelines:

- 2.1 The Company shall at all times observe and adhere to the provisions of the Corporation Code, its Articles of Incorporation and By-laws, and all other relevant laws, rules and regulations, as may be applicable in the review, approval and disclosure of Related Party Transactions¹ ("**RPT**"). The Company shall at all times observe, uphold and respect the rights of its shareholders, minority and majority alike, through this RPT Policy.
- 2.2 In the review and approval of RPT, the Company shall at all times abide by the following standards:
 - a. That the RPT is "fair and at arm's length"²;
 - b. That the RPT is in the best interest of the Company and its stockholders, based on relevant circumstances which include:
 - i. Basic terms of the transaction;
 - ii. Related party's interest in the transaction;
 - iii. Purpose and timing of the transaction;
 - iv. Nature of the Company's participation in the transaction;
 - v. Cost basis and other relevant information if involving sale of assets;
 - vi. Information on potential counterparties in the transaction including market prices for similar products and services;
 - vii. Description of any provisions or limitations that may be imposed as a result of the transaction; and,

¹ Please see Annex A for definition of "Related Party Transactions" and "Related Parties".

² "Fair & at Arm's Length" refers to transactions in an open and unrestricted market and between willing parties who are knowledgeable, informed, and who act independently of and without regard to any relationship with each other.

- viii. Any potential reputational risk issues that may arise as a result of or in connection with the transaction.
- c. For purposes of this Policy, a Material and/or Significant RPT is defined as those transactions with a Related Party which involve an aggregate amount or value equal to or greater than Fifty Million Pesos (P50Million) over a twelve (12) month calendar year period ("**Material and/or Significant RPT**");
- d. As matter of policy and procedure, all Material and/or Significant RPT shall be subject to review and endorsement by the **Corporate Governance and Related Party Transaction Committee** ("**CG and RPT Committee**") and with the concurrence of all Independent Directors prior to approval by the Board except those covered under Annex B ("**Exempt RPT**");
- e. The following Material and/or Significant RPT must be approved by the Board, and, as the Board deems necessary, it may be further submitted to the stockholders for ratification and final approval:
 - i. contract between an officer under the By-Laws and the Company;
 - ii. contract between a director and the Company when the presence of such director in the Board meeting in which the contract was approved was necessary to constitute a quorum and the vote of such director was necessary for the approval of the contract, approval by the Company's stockholders is required;
 - iii. contract between the Company and another corporation with interlocking directors, if the interest of the interlocking director in the Company is nominal³ and his interest in the other corporation is substantial⁴, and such director's presence in the Company's Board meeting in which the contract was approved was necessary to constitute a quorum and the vote of such director was necessary for the approval of the contract, approval by the Company's stockholders is also required; and,
 - iv. management contract where the Company undertakes to manage or operate all or substantially all of the business of another corporation or vice versa.
- f. All Material and/or Significant RPT shall be reported by the Compliance Officer to the Audit Committee to ensure full and timely disclosure in the annual and quarterly reports submitted to the Securities and Exchange Commission and in the Notes to the Financial Statements, whether on an interim or annual basis, as required under PAS 24 on Related Party Transaction Disclosures and other disclosure requirements; and,

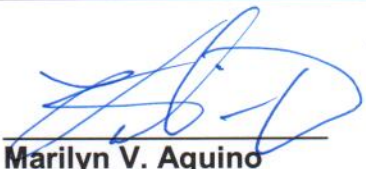


³ Pursuant to Section 33 of the Corporation Code, nominal interest exists when the stockholdings of the director is twenty percent (20%) or below of the outstanding capital stock.

⁴ A director has a substantial interest if his stockholdings exceeds twenty percent (20%) of the outstanding capital stock.

- g. The Company shall ensure that the review and approval of Material and/or Significant RPT carried out by its subsidiaries are conducted in accordance with this Policy.

5. EFFECTIVITY

This policy shall have immediate and prospective effect.

Endorsed For Board Approval By:	Endorsed For Board Approval By:	Endorsed For Board Approval By:
 Marilyn V. Aquino Chairman, Corporate Governance Committee Date: <u>30 May 2017</u>	 Paraluman M. Navarro Compliance Officer Date: <u>30 May 2017</u>	 Barbara Anne C. Migallos Corporate Secretary Date: <u>30/5/2017</u>

APPROVED BY THE BOARD OF DIRECTORS
ON MAY 30 2017

ANNEX “A”: DEFINITION

Definition of Related Party *(based on International Financial Reporting Standards):*

A related party is defined as any entity that falls under any of the following situations:

- *Associate.* The party is an associate of PXP Energy Corporation
- *Common control.* The party is, directly or indirectly, either under common control with PXP Energy Corporation entity or has significant or joint control over PXP Energy Corporation.
- *Family member.* The party is a close family member of a person who is part of key management personnel or who controls PXP Energy Corporation. A close family member is an individual's domestic partner and children, children of the domestic partner, and dependents of the individual or the individual's domestic partner.
- *Individual control.* The party is controlled or significantly influenced by a member of key management personnel or by a person who controls PXP Energy Corporation.
- *Joint venture.* The party is a joint venture in which PXP Energy Corporation is a venture partner.
- *Key management.* The party is a member of an PXP Energy Corporation's or its parent's key management personnel.
- *Post-employment plan.* The party is a post-employment benefit plan for the PXP Energy Corporation 's employees.

Related party transaction (RPT) is a transfer of resources, services or obligations between a PXP Energy Corporation and a related party, regardless of whether a price is charged.

Examples of RPT as follows:

- purchases or sales of goods (finished or unfinished);
- purchases or sales of property and other assets;
- rendering or receiving of services;
- leases;
- transfers under finance arrangements (including loans and equity contributions in cash or in kind); and,
- settlement of liabilities on behalf of the entity or by the entity on behalf of that related party.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- a) that person's children and spouse or domestic partner;
- b) children of that person's spouse or domestic partner; and
- c) dependents of that person or that person's spouse or domestic partner.

Compensation includes all employee benefits (as defined in IAS 19 *Employee Benefits*) including employee benefits to which IFRS 2 *Share-based Payment* applies. Employee

benefits are all forms of consideration paid, payable or provided by the entity, or on behalf of the entity, in exchange for services rendered to the entity. It also includes such consideration paid on behalf of a parent of the entity in respect of the entity. Compensation includes:

- a) short-term employee benefits, such as wages, salaries and social security contributions, paid annual leave and paid sick leave, profit-sharing and bonuses (if payable within twelve months of the end of the period) and non-monetary benefits (such as medical care, housing, cars and free or subsidized goods or services) for current employees;
- b) post-employment benefits such as pensions, other retirement benefits, post-employment life insurance and post-employment medical care;
- c) other long-term employee benefits, including long-service leave or sabbatical leave, jubilee or other long-service benefits, long-term disability benefits and, if they are not payable wholly within twelve months after the end of the period, profit-sharing, bonuses and deferred compensation;
- d) termination benefits; and,
- e) share-based payment.

Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Joint control is the contractually agreed sharing of control over an economic activity.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

Significant influence is the power to participate in the financial and operating policy decisions of an entity, but is not control over those policies. Significant influence may be gained by share ownership, statute or agreement.

Government refers to government, government agencies and similar bodies whether local, national or international.

A **government-related entity** is an entity that is controlled, jointly controlled or significantly influenced by a government.

ANNEX “B”: EXEMPT RPT

The following shall be considered as “**Exempt RPT**”:

1. Any transaction involving a Related Party where the rates or charges involved are determined by competitive bids, in accordance with Vendor Relations Policy of the Company.
2. Any transaction involving a Related Party wherein Company is a customer or client in the ordinary or regular course of business of consumer goods or consumer services, or fees are based on a fixed or graduated scale which is publicly quoted or applied consistently to all customers or class of customers.
3. Subject to the policy and/or guidelines as may be issued and approved by the Compensation Committee, any transaction that involves the providing of compensation to a director or an executive officer in connection with his or her duties to Company or any of its subsidiaries or affiliates, including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.