

RELATED PARTY TRANSACTIONS POLICY

Policy Statement

This policy ensures that all transactions by and between a Related Party (as defined below) of Alsons Consolidated Resources, Inc. and its affiliates are properly identified and reviewed to ensure that Related Party Transactions (as defined below) are properly approved and disclosed. Such transactions are appropriate only if the best interest of the Company and its stockholders are secured.

Definitions

For the purpose of this policy, the following definition of terms shall apply:

“Related Party” means a person or entity that is related to the entity that is preparing its financial statements (referred to as the “Reporting Entity”), or as defined in Annex A, which also provides examples.

“Related Party Transaction” means a transfer of resources, services or obligations between a Reporting Entity and a Related Party, regardless of whether a price is charged.

“Material Related Party Transaction” means any Related Party Transaction determined by the Audit Committee to be potentially or actually significant to the Company.

“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.

“Fair” and “at arm’s length” refer 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.

Guidelines

1. In accordance with Securities Regulation Code (SRC) Rule 68, details of the Company’s Related Party Transactions shall be disclosed in the Company’s Financial Statements of the Annual Reports.
2. All proposed Related Party Transactions will be disclosed to the Audit Committee of the Board and all transactions will be reviewed and approved by the Committee to ensure that a conflict of interest does not exist, a proper assessment of such transaction is made, and all necessary information is properly documented.
3. Review, approval and disclosure of Related Party Transactions are required to ensure that they are fair, on arm’s length terms, and in the best interest of the Company and its shareholders, as a whole. Material Related Party Transactions are reviewed by the Audit Committee, and are subject to approval by the Board and, if applicable, by the shareholders.
4. Each director and officer shall promptly notify the Audit Committee of any potential Related Party Transactions involving the Company and a Related Party. The notice shall include a complete description of the related Party Transaction including:

- (a) the name of the Related Party and the basis on which the persons a Related Person;
- (b) the Related Party's interest in the Related Party Transaction with the Company, including the Related Party's position(s) or relationship(s) with, or ownership in, a firm, corporation, or other entity that is a party to, or has an interest in, the Related Party Transaction;
- (c) the parties to the Related Party Transaction, and if the Company is not a party, then the nature of the Company's participation in the Related Party Transaction;
- (d) the approximate value or the amount involved in the Related Party Transaction;
- (e) the approximate value or the amount of the Related Party's interest in the Related Party Transaction, which shall be computed without regard to the amount of the profit or loss;
- (f) the purpose and timing of the Related Party Transaction; and
- (g) any other information regarding the Related Party Transaction or the Related Party in the context of the transaction that could be material to investors in light of the circumstances of the particular transaction.

Effectivity

This policy supersedes any and previous policy directives concerning Related Party Transactions and is effective 7 November 2014.

ANNEX A:
Definitions and Examples of Related Party Transactions

A Related Party is:

1. A person or a close member of that person's family is related to a Reporting Entity if that person:
 - (a) has control or joint control over the Reporting Entity;
 - (b) has significant influence over the Reporting Entity; or
 - (c) is a member of the key management personnel of the Reporting Entity or of a parent of the Reporting Entity.
2. An entity is related to a Reporting Entity if any of the following conditions applies:
 - (a) The entity and the Reporting Entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (b) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (c) Both entities are joint ventures of the same third party;
 - (d) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (e) The entity is a post-employment benefit plan for the benefit of employees of either the Reporting Entity or an entity related to the Reporting Entity. If the Reporting Entity is itself such a plan, the sponsoring employers are also related to the Reporting Entity;
 - (f) The entity is controlled or jointly controlled by a person identified in (1);
 - (g) A person identified in (1)(a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Examples of the kinds of transactions that are disclosed if they are with a Related Party

1. Purchases or sales of goods
2. Purchases or sales of property and other assets
3. Rendering or receiving of services
4. Leases
5. Transfers of research and development
6. Transfers under license agreements
7. Transfers under finance arrangements (including loans and equity contributions in cash or in kind)
8. Provision of guarantees or collateral
9. Commitments to do something if a particular event occurs or does not occur in the future, including executory contracts (recognized and unrecognized)
10. Settlement of liabilities on behalf of the entity or by the entity on behalf of another party

END OF POLICY

Related Party Transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties include (a) enterprises that directly, or indirectly through one or more intermediaries, control or are controlled by, or are under common control with, the Group; (b) associates; and (c) individuals owning, directly or indirectly, an interest in the voting power of the Group that gives them significant influence over the Group and close members of the family of any such individual. In considering each possible related party relationship, attention is directed to the substance of the relationships, and not merely to the legal form.

Transactions with related parties pertain mainly to cash advances and reimbursements of expenses. Outstanding related party balances are generally settled in cash.

The table below shows the details of the Group's transactions with related parties.

Related Party		Advances	Due from Related Parties (Note 8)	Terms	Conditions
Major stockholders	2017	₱379,538,203	₱1,074,461,737	30 days, noninterest-bearing	Partly secured, no impairment
	2016	195,605,137	829,776,448		
Subsidiaries of major stockholders	2017	66,929,442	43,255,460	30 days, noninterest-bearing	Unsecured, no impairment
	2016	97,563,051	110,184,902		
Affiliates	2017	77,336,929	103,503,659	30 days, noninterest-bearing	Unsecured, no impairment
	2016	52,772,500	26,166,730		
Total	2017	₱523,804,574	₱1,221,220,856		
	2016	345,940,688	966,128,080		

- a. The Parent Company guarantees the obligations of SPPC and WMPC with NPC under the Operational Performance Bonds in accordance with the terms and conditions of the ECAs and to answer for the liabilities that SPPC and WMPC may incur in connection with the said Performance Bonds.
- b. On December 16, 2015, the Parent Company subscribed to 22 million redeemable preferred shares of Aldevinco, a shareholder, through conversion of its advances to Aldevinco amounting to ₱2.2 billion. The redeemable preferred shares have a ₱100 par value per share with cumulative dividend of 4% per annum and non-participating. The Parent Company accounts for this investment in redeemable preferred shares as part of AFS financial assets (see Note 13).