

STI EDUCATION SYSTEMS HOLDINGS, INC. RELATED PARTY TRANSACTIONS COMMITTEE CHARTER

This Related Party Transactions Committee Charter ("this Charter") sets out the purpose, composition duties and responsibilities of the Related Party Transactions Committee (the "Committee") of STI Education Systems Holdings, Inc. (the "Company"), and the procedures which guide the conduct of its functions.

Section 1: Purpose

The Committee shall review all material related party transactions (RPTs) of the Corporation and ensure that said transactions are conducted at arms' length.

Section 2: Composition

The Committee shall be composed of at least three (3) non-executive directors. A majority of the members, including the Chairperson, shall be independent. The Corporate Secretary shall be the Committee Secretary, unless otherwise determined by the Committee.

Section 3. Duties and Responsibilities

The Committee shall:

- (a) Review all material related party transactions of the Company;
- (b) Evaluate on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, related party transactions are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Related parties, RPTs and changes in relationships should be reflected in the relevant reports to the Board and regulatory authorities.
- (c) Evaluate all material related party transactions to ensure that these are not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the Company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transaction. In evaluating related party transactions, the Committee shall take into account, among other, the following: (i) the related party's relationship to the Company and interest in the transaction; (ii) material facts of the transaction, including its proposed aggregate value; (iii) benefits to the Company of the transaction; (d)

availability of other sources of comparable products or services; and (e) an assessment of whether the proposed transaction is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The Company should have an effective price discovery system in place and exercise due diligence in determining a fair price for related party transactions.

- (d) Ensure that appropriate disclosures are made, and/or information is provided to regulating and supervising authorities relating to the Company's related party transaction exposures, and policies on conflicts of interest or potential conflicts of interest. The disclosure should include information on the approach to managing material conflicts of interests that are inconsistent with such policies, and conflicts that could arise as a result of the Company's affiliation or transactions with other related parties.
- (e) Report to the Board of Directors on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;
- (f) Ensure that transactions with related parties, including write-offs of exposures, are subject to periodic independent review or audit process; and
- (g) Oversee the implementation of the system for identifying, monitoring, measuring, controlling and reporting related party transactions, including a periodic review of related party transaction policies and procedures.

Section 4: Other Duties and Responsibilities

The Committee shall also perform such other activities related to this Charter as may be requested by the Board of Directors.

20 July 2020, Makati City.

Approved by:


ELSEBIO H. TANCO
Chairman of the Board of Directors


MA. LEONORA VASQUEZ- DE JESUS
Chairperson of the Related Party Transactions Committee