

**TERMS OF REFERENCE  
BOARD AUDIT COMMITTEE  
DOMINION HOLDINGS, INC.  
(as of August 2025)**

**I. Constitution**

The Board Audit Committee (BAC) shall be established by the Board of Directors (BOD) of Dominion Holdings, Inc. (DHI). It follows the rationale for the establishment of an audit committee as required and directed by the Bangko Sentral ng Pilipinas (BSP) (i.e., Circular No. 456 Series of 2004, as amended by BSP Circulars No. 749 Series of 2012, No. 969, Series of 2017, and No. 871 Series of 2015) and Securities and Exchange Commission (SEC Memorandum Circular No. 19, Series of 2016). As such, the BAC of DHI is an extension of the DHI BOD.

**II. Purpose**

1. To provide oversight on the DHI financial reporting process, system of internal control, audit process and monitoring of compliance with applicable rules and regulation.
2. To ensure that a review of the effectiveness of the Company's internal controls, including financial, operational and compliance controls and risk management is conducted annually.
3. To provide oversight functions over the Company's internal, compliance and external audit functions.
4. To provide oversight on the Company's compliance requisites as mandated by the appropriate regulatory bodies.

**III. Authority**

1. The BAC shall have the authority to investigate any matter within its terms of reference, full access to management and full discretion to invite any director, executive officer(s) and staff to attend its meetings. It shall be extended full cooperation by management and be provided with adequate resources to enable it to effectively discharge its functions.
2. The BAC shall ensure that the internal and external auditors act independently from each other and that both are given unrestricted access to all properties and personnel to enable them to perform their respective audit functions.
3. The BAC shall review the Company's processes that allow the employees to raise concerns, in confidence, about possible issues in financial reporting and/or other matters.

**IV. Membership and Tenure**

1. The BAC shall be composed of at least three (3) non- executive directors, majority of

whom are independent directors including the Chairman. Adviser/s may also be appointed by the BOD to the BAC. The BAC Members shall serve for a term of one (1) year from date of appointment or re-appointment unless sooner resigned or replaced.

2. The BAC Chairman shall not be the Chairman of the BOD or any other board-level committee.
3. The BAC members shall preferably be with accounting, auditing, or related financial management experience commensurate with the size, complexity of operations and risk profile of the Company.
4. The Chief Executive Officer, Chief Financial Officer and/or Treasurer, or officers holding equivalent positions, shall not be appointed as members of the Audit Committee
5. The BOD may appoint Advisors of the BAC. Their primary role is to provide independent and/or expert advice on matters that concern the BAC. The appointment of a BAC Advisor must consider competence (i.e., must have relevant education, competencies, skills, financial literacy, training, experience) that is relevant and will add value to the work of the BAC to which such Advisor is appointed. Advisors shall have no voting rights and shall inhibit themselves from participating in discussions that may pose potential conflict of interest.

## **V. Meetings**

1. The BAC shall meet every quarter with the presence of at least one Independent Director.
2. The meetings may be in person, by telephone, web, or other electronic means agreeable to the BAC and allowed under existing government regulations. The ability to act on matters can be by verbal or written consent by the majority of the BAC members.
3. The presence of a majority of all members of the BAC shall constitute a quorum. Every decision made by a majority of the BAC members present at such meeting with a quorum shall be valid, unless a specific number of votes is required by existing laws and regulations. Members participating via remote communication shall be considered present for quorum purposes.
4. The designated Secretary of the Meeting shall attend all BAC meetings and shall ensure that appropriate records e.g. minutes of meetings or summary of matters reviewed, and decisions taken, of BAC deliberations/ decisions are maintained.
5. The BAC members and meeting attendees should be furnished with copies of the minutes of each meeting.

## **VI. Duties and Responsibilities over the following:**

### **1. General Matters**

- a. At least once a year, review its own performance, constitution and terms of reference to ensure that these are operating at maximum effectiveness and to

recommend any changes it considers necessary to the BOD for approval. It shall assess its performance with regard to its oversight on the company's financial reporting process and system of internal control as well as its oversight over the Internal Audit, External Audit and Compliance functions.

- b. Perform any other duties and responsibilities expressly delegated by the Board to the BAC from time to time.

## **2. Internal Audit Function**

To establish, maintain, and ensure that DHI's internal audit function has sufficient authority to fulfill its duties, the BAC will:

- a. Authorize the appointment and removal of the Chief Audit Executive and key internal auditors assigned to the company.
- b. Review and approve the internal audit function's charter, which includes the internal audit mandate and the scope and types of internal audit services and oversee its implementation.
- c. Review and approve the risk-based annual internal audit plan.
- d. Ensure that the internal audit function examines, evaluates and recommends improvements to the effectiveness of risk management, internal control and governance processes of the organization.
- e. Review the internal audit reports, report major issues to the BOD and ensure that management is taking corrective actions in a timely manner to address weaknesses, non-compliance with laws, regulations, and policies and other issues identified by auditors.
- f. Conduct discussions with management on the effectiveness of the internal control system.
- g. Ensure that the internal audit function maintains an open communication with senior management, the BAC, external auditors and supervisory authority.
- h. Review, approve and report to the BOD, the annual performance appraisal of the Chief Audit Executive.
- i. Ensure that the Chief Audit Executive has unrestricted access to and communicates and interacts directly with the BAC.
- j. Receive communications from the Chief Audit Executive about the internal audit function, including its performance relative to its plan.

## **3. External Audit**

- a. It shall recommend to the BOD the appointment, re-appointment and/or change of external auditor.
- b. It shall review the Engagement Letter and discuss with the external auditor the

nature, scope and expenses of the audit prior to the commencement of the audit work.

- c. It shall annually evaluate the External Audit's performance, effectiveness, integrity, independence, and objectivity to ensure compliance with corresponding laws, rules and regulations.
- d. It shall review the Management Letter submitted by the external auditor, as well as management's response to the external auditor's findings and recommendations before endorsing the same to the BOD for its approval.
- e. It shall evaluate non-audit work if any is done by the external auditors and disallow it if it will conflict with their duties as external auditors.
- f. It shall review the Management Representation Letter stating management's responsibility over the financial statements and financial reporting process.

#### **4. Operational, Financial, and Regulatory Compliance**

- a. It shall review and approve the annual plan of the Regulatory Compliance Unit.
- b. It shall review and approve the performance and compensation of the Chief Compliance Officer.
- c. It shall review and approve the interlocking positions of the Chief Compliance Officer in other entities and ensure its compliance with the Company's Interlocking Policy.
- d. It shall review and recommend the approval of the Compliance Charter that defines the compliance function's standing, authority and independence.
- e. It shall review the quarterly, half-year and annual financial statements before their submission to the BOD.
- f. It shall review the reports of regulatory bodies as well as notices on financial or administrative penalties incurred due to delayed / non-submission / erroneous submission of required regulatory reports.
- g. It shall review and endorse to the BOD the responses and updates of Management to regulatory bodies including Letter of Commitment (LOC), if any.

#### **VII. Reporting Hierarchy**

- a. The BAC shall report its discussion to the BOD, through the minutes of its meeting. The minutes shall be noted by the Corporate Secretary and shall include recording of names of those present.

#### **VIII. Disclosure**

The BAC membership and its activities shall be disclosed and published in the Annual Report of the Company. The Terms of Reference shall be published on the Company's website.

**TERMS OF REFERENCE  
CORPORATE GOVERNANCE COMMITTEE  
DOMINION HOLDINGS, INC.  
(as of November 2025)**

**1. CONSTITUTION**

The Corporate Governance Committee (Committee) is a committee constituted by the Board of Directors of Dominion Holdings, Inc. (DHI), pursuant to BSP Circular No. 749, Series of 2012, as amended by BSP Circular No. 969, Series of 2017 and SEC Memo Circular No. 19, Series of 2016. As mandated by these Circulars, the Committee takes a leadership role in shaping the corporate governance policies and practices of the Company. It regularly reports to the Board recommending applicable guidelines and monitoring compliance.

**2. PURPOSE**

The Committee shall assist the Board in fulfilling its corporate governance responsibilities by providing focus on governance that will enhance the Board's performance and effectiveness, taking into consideration applicable best practices. It shall also assist the Board in upholding the reputation of DHI recognized for its good governance practices.

**3. SCOPE OF AUTHORITY**

The Committee, through the Corporate Governance Officer, shall have oversight responsibility over compliance of corporate governance regulations of DHI.

**4. MEMBERSHIP AND TENURE**

The Committee shall be composed of at least three (3) directors, majority of whom shall be Independent Directors. The Committee Members shall serve for a term of one (1) year from date of appointment or re-appointment unless sooner resigned or replaced.

The Chairman of the Committee shall be one of the independent directors not concurrently the Chairman of either the Audit Committee or Risk Management Committee.

The Board may appoint Advisors to the Committee. Their primary role is to provide independent and/or expert advice on matters that concern the Committee. The appointment of a Committee Advisor must consider competence (i.e., must have relevant education, competencies, skills, financial literacy, training, experience) that is relevant and will add value to the work of the Committee to which such Advisor is appointed. Advisors shall have no voting rights and shall inhibit from participating in discussions that may pose a potential conflict of interest.

**5. MEETINGS**

- a. The Committee shall meet at least twice a year, or as often as necessary with the presence of at least two (2) independent directors with additional meetings at the discretion of the Committee Chair.

- b. Meetings may be in person, by telephone, web, or other electronic means agreeable to the Committee and allowed under existing government regulations. The ability to act on matters can be by verbal or written consent by majority of the Committee members.
- c. The presence of a majority of all members of the Committee shall constitute a quorum. Every decision made by a majority of Committee members present at such meeting with a quorum shall be valid, unless a specific number of votes is required by existing laws and regulations. Members participating via remote communication shall be considered present for quorum purposes.
- d. The designated Secretary of the Meeting shall attend all Committee meetings and shall ensure that appropriate records (e.g., minutes of meetings or summary of matters reviewed, and decisions taken) of Committee deliberations / decisions are maintained.
- e. The Committee members and meeting attendees should be furnished with copies of the minutes of each meeting.

## **6. DUTIES & RESPONSIBILITIES**

The Committee shall perform the following:

- a. Oversee the implementation of the corporate governance framework and periodically review the said framework to ensure that it remains appropriate in light of material changes to the size of the Company, complexity and business strategy, as well as its business and regulatory environments;
- b. Oversee the Sustainability initiatives of the Company, particularly key processes, standards and strategies designed to manage environmental and social impact and governance, covering issues such as culture change towards a sustainability mindset for the organization; stakeholder communication; progress reporting on programs, metrics, targets; and sustainability reporting;
- c. Oversee the periodic performance evaluation of the Board, each director and its committees as well as executive management using approved criteria;
- d. Ensure that the results of the Board evaluation are shared, discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;
- e. Recommend continuing education/training programs for directors and key officers;
- f. Review and assess the adequacy of the Company's policies and practices on corporate governance including the Corporate Governance Manual and Interlocking Policy and recommend changes for approval of the Board;
- g. Advise the Board on any significant developments in the regulatory and best practices on corporate governance;
- h. Recommend the adoption of such corporate governance policies and international best practices beneficial to the Company, ensure that these are regularly reviewed and updated, and facilitate their consistent implementation;
- i. Review and redefine the criteria for the yearly board, committee, director and executive management evaluation process to ensure continued relevance and effectiveness;
- j. Recommend a suitable induction and orientation process for new directors;
- k. Review management's plan for succession to key leadership positions within the Company giving full consideration to the skills and expertise needed to support its strategic directions;
- l. Conduct an annual review of the Committee's constitution and terms of reference to ensure that these are operating at maximum effectiveness and to recommend any changes to the Board as needed;
- m. Report regularly to the Board on the Committee's activities;

- n. Conduct a yearly self-assessment of its performance in accordance with the following assessment criteria, as may be amended or supplemented from time to time to ensure that it is operating at maximum effectiveness and to recommend any changes it considers necessary to the Board:
  - i. The Committee structure and Terms of Reference provide an appropriate framework for the Committee's responsibilities and are in accordance with regulatory requirements.
  - ii. The Committee members have the appropriate qualifications and credentials.
  - iii. The number and length of Committee meetings are appropriate and in accordance with their charter.
  - iv. The meetings are conducted in a manner that ensures open communication and meaningful participation.
  - v. The amount of information received is appropriate for Committee discussions and decision making.
  - vi. The materials are furnished to each member of the Committee in advance in order to allow them to adequately prepare for meetings.
  - vii. The Committee regularly reviews its mandate and performance.
  - viii. The Committee's reports (oral and written) to the Board reflect an adequate degree of diligence and deliberation and provide the full Board with an adequate understanding at the Committee's rationale for its recommendations.
  - ix. The Committee, to properly execute its mandate, is provided with sufficient resources and access to both internal and external advisers, as necessary.
- o. Perform any other duties and responsibilities expressly delegated by the Board to the Committee from time to time.

## **7. REPORTING**

The Committee shall report its discussion to the Board by distributing the highlights thereof and where appropriate, by oral report of the Committee Chair at the next Board meeting.

## **8. DISCLOSURE**

The membership of the Committee, its activities during the year and review of corporate governance shall be disclosed and published in the Annual Report of the Company. The Terms of Reference shall be published on the Company's website.

**TERMS OF REFERENCE  
EXECUTIVE COMMITTEE  
DOMINION HOLDINGS, INC.  
(as of August 2025)**

**I. Constitution**

The Executive Committee (EXCOM) shall be established by the Board of Directors (BOD) of Dominion Holdings, Inc. (DHI). It is an extension of the DHI Board.

**II. Objectives**

The EXCOM shall have such powers and exercise such specific duties and responsibilities as the Board of Directors may delegate from time to time subject to the limits provided by law and the Company's By-Laws.

**III. Duties and Responsibilities**

- The EXCOM shall exercise the power of the Board in the management and direction of the affairs of the Company subject to the provisions of the Company's By- Laws, the limitations of the law and other applicable regulations.
- It shall exercise oversight over the Company's sustainability program.
- It shall endorse for approval to the Board of Directors:
  - Investment proposals
  - Establishment of extension offices and domestic subsidiaries
  - Amendments to the Company's Articles of Incorporation and/or By-Laws

**IV. Membership**

The EXCOM shall be composed of at least three (3) directors and may include Senior Credit Executives appointed / designated by the Board of Directors. The Board of Directors may likewise appoint alternate member/s to act in the absence of the regular member.

The Board of Directors may appoint Advisors to the EXCOM. Their primary role is to provide independent and expert advice on matters that concern the EXCOM. The appointment of a Committee Advisor must consider competence (i.e., must has relevant education, competencies, skills, financial literacy, training, experience) that is relevant and will add value to the work of the EXCOM to which the Advisor is appointed. Advisors shall have no voting rights and shall inhibit from participating in discussions that may pose a potential conflict of interest.

EXCOM matters will be acted only by written approval of at least two (2) members of the Committee.

## **V. Tenure of Committee Members**

The Committee Members shall serve for a term of one (1) year from date of appointment or re-appointment unless sooner resigned or replaced.

## **VI. Meetings**

The EXCOM shall convene at least once a year, or as often as it may be necessary for the resolution of all matters referred to it. Meetings may be in person, by telephone, web, or any other means acceptable to the Committee and allowed under existing government regulations.

## **VII. Secretary**

The Secretariat of the Executive Committee or designated Secretary of the Meeting shall attend all meetings of the Committee.

## **VIII. Reporting**

The results of the Committee meeting shall be submitted in writing to the Board of Directors at the Board's meeting next following the adoption of the Committee's report.

## **IX. Disclosure**

The membership of the Committee and its activities shall be disclosed and published in the Annual Report of the Company. The Terms of Reference shall be disclosed on the Company's website.

## **X. Committee Performance Evaluation**

On an annual basis, the Committee shall conduct a self-assessment exercise, review its constitution and terms of reference to ensure that it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board of Directors, for approval.

**TERMS OF REFERENCE  
NOMINATIONS COMMITTEE  
DOMINION HOLDINGS, INC.  
(as of August 2025)**

**I. Constitution**

The Nominations Committee shall be established by the Board of Directors (BOD) of Dominion Holdings, Inc (DHI). It is an extension of the DHI Board.

**II. Objectives**

The Nominations Committee shall provide oversight on the qualifications of all persons nominated to the Board as well as those nominated to other positions in the Company requiring the appointment of the Board of Directors.

**III. Duties and Responsibilities**

The Committee shall perform the following:

- a. Lead the process for identifying and make recommendations to the Board on candidates for appointment as Directors of the Company as well as those other positions requiring appointment by the Board of Directors aligned with its strategic directions, giving full consideration to succession planning and leadership needs of the Company. It shall make use of external database, *e.g. Institute of Corporate Directors, or professional search*;
- b. Recommend to the Board of Directors, the slate of nominees for election to the Board of Directors during the Company's annual stockholders' meeting;
- c. Make recommendations to the Board on the composition and chairmanship of the various committees;
- d. Keep under review the structure, size and composition of the Board, including the balance of skills, knowledge and experience and the independence of the non-executive Directors, and make recommendations to the Board with regard to any changes;
- e. Review and approve the interlocking positions of Directors in other entities and ensure its compliance with the Company's Interlocking Policy; and
- f. Review and assess the adequacy of the Terms of Reference at least annually or update whenever there are significant changes therein, and ensure that subsequent changes are approved by the Board of Directors.

**IV. Membership**

The Nominations Committee shall be composed of at least three (3) non-executive directors, majority of whom shall be independent directors. The Chair shall be one of the Independent Directors.

The Board of Directors may appoint Advisors of the Nominations Committee. Their primary role is to provide independent and/or expert advice on matters that concern the Nominations Committee. The appointment of a Committee Advisor must consider competence (i.e., must have relevant education, competencies, skills, financial literacy, training, experience) that is relevant and will add value to the work of Nominations Committee to which such Advisor is appointed. Advisors shall have no voting rights and shall inhibit from participating in

discussions that may pose a potential conflict of interest.

## **V. Meetings**

The Nominations Committee shall convene at least once a year or as often as may be required to perform its duties and responsibilities. Meetings may be in person, by telephone, web, or any other means acceptable to the Committee and allowed under existing government regulation. Nomination Committee matters may be acted on by verbal and/or written consent of the majority of the Committee members.

## **VI. Secretary**

The Corporate Secretary, and/or the Asst. Corporate Secretary, and/or designated Secretary of the Meeting shall attend all meetings of the Committee.

## **VII. Reporting**

The Committee shall report its discussion to the Board by distributing the highlights thereof and where appropriate, by oral report of the Committee Chairman at the next Board meeting.

## **VIII. Disclosure**

The membership of the Committee and its services shall be disclosed and published in the Annual Report of the Company. The Terms of Reference shall be disclosed on the Company's website.

## **IX. Committee Performance Evaluation**

On an annual basis, the Committee shall conduct a self-assessment of its performance in accordance with the following assessment criteria, as may be amended or supplemented from time to time:

1. The Committee structure and Terms of Reference provide an appropriate framework for the Committee's responsibilities and in accordance with regulatory requirements.
2. The composition of the Committee is based on experience and credentials.
3. The number and length of Committee meetings are appropriate and in accordance with their character.
4. The meetings are conducted in a manner that ensures open communication and meaningful participation.
5. The amount of information received is appropriate for discussion and decision making purposes.
6. The materials are received in advanced to adequately prepare for meetings.
7. The Committee regularly reviews its mandate and performance.
8. The Committee's reports (oral and written) to the Board reflect an adequate degree of diligence and deliberation and provide the full Board with an adequate understanding at the Committee's rationale for its recommendations.
9. The Committee has access to sufficient resources, both internal and outside advisers, to function effectively.

## **X. Tenure of Committee Membership**

The Committee Members shall serve for a term of one (1) year from date of appointment or re- appointment unless sooner resigned or replaced.

**TERMS OF REFERENCE  
RISK MANAGEMENT COMMITTEE  
DOMINION HOLDINGS, INC.  
(as of August 2025)**

**I. Constitution**

The Risk Management Committee (RMC) shall be established by the Board of Directors (BOD) of Dominion Holdings, Inc. (DHI). It is an extension of the DHI Board.

**II. Objective**

The RMC shall be responsible for the oversight of the risk management program of DHI.

**III. Duties and Responsibilities**

- (a) It shall assess the probability of each identified risk exposure becoming a reality and shall estimate its possible effect and cost. Priority areas of concern are those risks that are most likely to occur and are costly when they happen.

The RMC shall be responsible for approving risk appetite levels, policies, operational risk (including business continuity risk, IT risk, information security risk, data privacy risk and social media risk) and environmental and social risk management to ensure that current and emerging risk exposures are consistent with the Company's strategic direction and overall risk appetite, as well as the regular review of the same based on changes and developments in the business, the regulatory framework, the external economic and business environment, and when major events occur that are considered to have major impacts on the Company.

- (b) It shall oversee the system of limits of discretionary authority that the Board of Directors delegates to management under its purview, ensure that the system of limits of discretionary authority remains effective, that the limits are observed, and immediate corrective actions are taken whenever limits are breached.
- (c) It shall approve the risk management framework and written risk management plan developed by management, defining the policies, limits, and strategies for managing and controlling the major risks of DHI.
- (d) It shall ensure that there is a periodic review of the effectiveness of the risk management systems and recovery plans, and that corrective actions are promptly implemented to address risk management concerns.
- (e) It shall identify practical strategies to reduce the chance of harm and failure or minimize losses if risk becomes real.
- (f) It shall conduct regular discussions with management on the current risk exposure,

including prioritized and residual risk exposures, based on regular management reports, and direct concerned units on how to reduce these risks.

- (g) It shall evaluate the risk management plan as needed to ensure its continued relevance, comprehensiveness and effectiveness.
- (h) It shall revisit risk-mitigating strategies, look for emerging or changing risk exposures or stay abreast of developments that affect the likelihood of harm or loss.
- (i) It shall report regularly, or as deemed necessary, to the Board of Directors the Company's overall risk exposure, actions taken to reduce risks, and recommend further actions or plans as necessary.
- (j) It shall be responsible for the appointment/selection, remuneration, approval and assessment of interlocking positions held, performance evaluation and dismissal of the Chief Risk Officer, and shall ensure that the risk management function has adequate resources and effectively oversees the risk taking activities of the Company.
- (k) It shall review and assess the adequacy of the Terms of Reference at least annually or update whenever there are significant changes therein, and ensure that subsequent changes are approved by the Board of Directors.

#### **IV. Reporting Hierarchy**

The RMC shall report to the BOD the minutes of its meeting.

#### **V. Membership**

The RMC shall be composed of at least three (3) members of the Board of Directors, majority of whom should be Independent Directors. The Chairperson should not be the Chairperson of the Board or of any other committee. The members of the RMC shall possess a range of expertise, as well as, adequate knowledge on risk management issues and practices to be able to develop appropriate strategies for preventing losses and minimizing the impact of losses when they occur. It shall have access to independent experts to assist in discharging its responsibilities.

The Board of Directors may appoint Advisors of the RMC. Their primary role is to provide independent and/or expert advice on matters that concern the RMC. The appointment of a Committee Advisor must consider competence (i.e., must have relevant education, competencies, skills, financial literacy, training, experience) that is relevant and will add value to the work of the RMC to which such Advisor is appointed. Advisors shall have no voting rights and shall inhibit from participating in discussions that may pose a potential conflict of interest.

#### **VI. Meetings**

The RMC shall convene at least once a year, or as often as necessary at the discretion of the RMC Chair. Meetings may be in person, by telephone, web, or other electronic means agreeable to the Committee, and allowed under existing regulations. Ability to act on matters can be by verbal or written consent, by majority of the Committee members.

## **VII. Disclosure**

The membership of the Committee and its activities shall be disclosed and published in the Annual Report of the Company. The Terms of Reference shall be disclosed in the Company's website.

## **VIII. Committee Performance Evaluation**

On an annual basis, the Committee shall conduct a self-assessment of its performance in accordance with the following assessment criteria, as may be amended or supplemented from time to time:

1. The Committee structure and Terms of Reference provide an appropriate framework for the Committee's responsibilities and in accordance with regulatory requirements.
2. The composition of the Committee is based on experience and credentials.
3. The number and length of Committee meetings are appropriate and in accordance with their charter.
4. The meetings are conducted in a manner that ensures open communication and meaningful participation.
5. The amount of information received is appropriate for discussion and decision making purposes.
6. The materials are received in advanced to adequately prepare for meetings.
7. The Committee regularly reviews its mandate and performance.
8. The Committee's reports (oral and written) to the BOD reflect an adequate degree of diligence and deliberation and provide the full BOD with an adequate understanding at the Committee's rationale for its recommendations.
9. The Committee has access to sufficient resources, both internal and outside advisers, to function effectively.

## **IX. Tenure of Committee Members**

The Committee Members shall serve for a term of one (1) year from date of appointment or re- appointment, unless sooner resigned or replaced.

**TERMS OF REFERENCE  
RELATED PARTY TRANSACTIONS COMMITTEE  
DOMINION HOLDINGS, INC.  
(as of August 2025)**

**I. CONSTITUTION**

The Related Party Transactions Committee (RPTC) is a committee constituted by the Board of Directors (Board) of Dominion Holdings, Inc. (DHI or Company) pursuant to legal and/or regulatory requirements, as amended. It is an extension of the DHI Board.

**II. PURPOSE**

The RPTC assists the Board in overseeing the conduct of all Related Party Transactions in accordance with regulatory requirements, standards and practices. It reviews all material related party transactions to ensure that they are conducted at arm's length and protect the Company, its clients and stakeholders from abuses.

**III. SCOPE OF AUTHORITY**

The RPTC shall have the authority to review, evaluate, and approve or disapprove of material related party transactions to ensure they are conducted on fair and reasonable terms and in the best interests of the company and its stakeholders. The RPTC is empowered to request and access all relevant information and documentation necessary for its assessments, engage independent external advisors or experts where appropriate, and formulate policies and procedures governing the identification, disclosure, and management of such transactions. It shall report its findings and recommendations to the Board as deemed necessary.

**IV. MEMBERSHIP AND TENURE**

- a. The RPTC shall be composed of at least three (3) members of the Board of Directors, two (2) of whom must be Independent Directors and one (1) non-executive Director. The Chair should be an Independent Director.
- b. The RPTC members shall serve for a term of one (1) year from date of appointment or re-appointment unless sooner resigned or replaced.
- c. The Board of Directors may appoint the Advisors of the RPTC. Their primary role is to provide independent and/or expert advice on matters that concern the RPTC. The appointment of a Committee Advisor must consider competence (i.e., must have relevant education, competencies, skills, financial literacy, training, experience) that is relevant and will add value to the work of RPTC to which such Advisor is appointed. Advisors shall have no voting rights and shall inhibit from participating in discussions that may pose a potential conflict of interest.

## **V. MEETINGS**

- a. The RPTC shall meet at least twice a year with the presence of at least two (2) members, with additional meetings at the discretion of the RPTC Chairman.
- b. Meetings may be in person. RPTC members who are unable to attend or vote in person can participate remotely via videoconferencing, teleconferencing or other suitable platforms acceptable to the RPTC that provide reasonable opportunity for participation and as allowed under existing government regulations.
- c. The presence of a majority of the RPTC members shall constitute a quorum. Every decision made by a majority of RPTC members present at a meeting with a quorum shall be valid, unless a specific number of votes is required by existing laws and regulations. Members participating via remote communication shall be considered present for quorum purposes.
- d. The designated Secretary of the Meeting shall attend all meetings of the Committee and shall ensure that appropriate records (e.g. minutes of meetings or summary of matters reviewed and decisions taken) of RPTC deliberations / decisions are maintained.
- e. RPTC members and meeting attendees should be furnished with copies of the minutes of each meeting.

## **VI. DUTIES & RESPONSIBILITIES**

The Committee shall perform the following, among others:

- a. Ensures that the appropriate policy is in place to identify Related Parties (RPs), Related Party Transactions (RPTs), and capture changes in relationship which should be monitored and reflected in reports to the Board and regulators.
- b. Reviews all material credit and non-credit RPTs to ensure that these are not undertaken on more favorable terms to such related parties than similar transactions with non-related parties under similar circumstances.
- c. Endorses all vetted material RPTs to the Board for approval.
- d. Ensures that proper disclosure mechanisms are in place for all approved RPTs in accordance with applicable legal and regulatory requirements including policies on conflicts of interest.
- e. Reports periodically to the Board the status and aggregate RPT exposures to each related party and aggregate exposures to all related parties.
- f. Ensures the annual independent review/audit by Internal Audit and Compliance Office of RPT exposures, write-offs, and implementation of RPT policies and procedures.
- g. Oversees the periodic review, as the need arises, of RPT policies and procedures including the system for identifying, monitoring, measuring, controlling, and reporting RPTs.

- h. Reviews and assesses annually the adequacy of the Committee's Terms of Reference (TOR) including significant updates to it, and ensures that the revised TOR is approved by the Board of Directors.
- i. On an annual basis, the RPTC shall conduct a self-assessment of its performance in accordance with the following assessment criteria, as may be amended or supplemented from time to time to ensure that it is operating at maximum effectiveness and to recommend any changes it considers necessary to the Board:
  - i. The RPTC structure and TOR provide an appropriate framework for the RPTC's responsibilities and in accordance with regulatory requirements.
  - ii. The composition of the RPTC is based on experience and credentials.
  - iii. The number and length of RPTC meetings are appropriate and in accordance with their charter.
  - iv. The meetings are conducted in a manner that ensures open communication and meaningful participation.
  - v. The amount of information received is appropriate for discussion and decision making purposes.
  - vi. The materials are received in advance to adequately prepare for meetings.
  - vii. The RPTC regularly reviews its mandate and performance.
  - viii. The RPTC's reports (oral and written) to the Board reflect an adequate degree of diligence and deliberation and provide the full Board with an adequate understanding at the RPTC's rationale for its recommendations.
  - ix. The RPTC, in order to properly execute its mandate, is provided with sufficient resources and access to both internal and outside advisers, to function effectively.
- j. Performs any other duties and responsibilities expressly delegated by the Board to the RPTC from time to time.

## **VII. REPORTING**

The RPTC shall report its discussion to the Board by distributing the highlights thereof and where appropriate, by the oral report of the RPTC Chair at the next Board meeting.

## **VIII. DISCLOSURE**

The membership of the Committee and its activities shall be disclosed and published in the Annual Report of the Company. The Terms of Reference shall be disclosed on the Company's website.