ROBINSONS LAND CORPORATION
BOARD RISK OVERSIGHT COMMITTEE

This Board Risk Oversight Committee Charter (this "Charter") establishes the purpose, qualifications and membership, structure and operations, duties and responsibilities of the Board Risk Oversight Committee (the "Committee") of Robinsons Land Corporation (the "Company"), and the procedures which guide the conduct of its functions.

1. PURPOSE

The purpose of the Board Risk Oversight Committee is to oversee the establishment of Enterprise Risk Management (ERM) framework that will effectively identify, monitor, assess and manage key business risks. The risk management framework shall guide the Board in identifying units/business lines and enterprise-level risk exposures, as well as the effectiveness of risk management strategies. The Committee shall be responsible for defining the Company's level of risk tolerance and providing oversight over its risk management policies and procedures to anticipate, minimize, control or manage risks or possible threats to its operational and financial viability.

2. ORGANIZATION

2.1. **Reporting Responsibility**. The Board Risk Oversight Committee shall report directly to the Board.

2.2. **Composition**. The Board Risk Oversight Committee shall be composed of at least three (3) directors, at least one (1) of whom shall always be an Independent Director. The Board may consider Independent Directors to comprise majority membership of the Committee.

2.3. **Committee Membership**. The Board shall appoint the members of each Board Committee annually.

2.4. **Committee Members Qualifications**. Each member of the Committee shall have the qualifications and none of the disqualifications of a Director, as set out in the Corporate Governance Manual. The Board shall ensure that at least one member of the committee must have relevant knowledge and experience on risk management.

2.5. **Committee Chairmanship**. The Board shall appoint one of the members of the Committee to be the Committee Chairman.

3. STRUCTURE AND OPERATIONS

3.1. **Meetings**. The Committee shall meet twice a year or as may be necessary. The Committee may opt to meet without the presence of the CEO or other management team members, and periodically meets with the ERM Head.

3.2. **Notice of Meeting**. The notice and agenda for each meeting shall be circulated to all Board Risk Oversight Committee members at least five (5) business days before each meeting.

3.3. **Chairman**. The Committee Chairman shall preside in all meetings of the Committee. In his absence, the members present shall elect from among themselves one member to preside over the particular meeting.

3.4. **Quorum**. A quorum shall be present as long as an Independent Director is present or if at least a majority of the members of the Committee is present. No business shall be transacted at any meeting unless a quorum is present.

3.5. **Record of Meetings**. The Board Risk Oversight Committee shall cause proper records of its proceedings to be kept. Members may nominate a member or some other person to be the Committee Secretary to record and keep minutes of meetings and other proceedings.

3.6. **Other Attendees**. The Board Risk Oversight Committee may invite other Directors and Management Officers to attend any meeting.

4. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as follow:

4.1. Oversee the development and implementation of a formal ERM Plan that contains the following elements:

- Common language or register of risks;
- Well-defined risk management goals, objectives and oversight;
- Uniform processes of identifying, assessing, evaluating and measuring risks as well developing strategies to manage and mitigate prioritized risks;
- Designing and implementing risk management strategies; and
- Continuing assessments and monitoring to improve risk strategies, processes and measures;

4.2. Evaluate the ERM Plan to ensure its continued relevance, comprehensiveness and effectiveness. The Committee shall revisit defined risk management strategies, look for emerging or changing material exposures, and stays abreast of significant developments that may seriously impact the likelihood of harm or loss;

4.3. Review the Corporation's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and occurrence of major events that may have a major impact on the Company;

4.4. Assess the probability of each identified risk becoming a reality and estimate its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the Corporation and its Stakeholders;

4.5. Provide oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Corporation. This function includes regularly receiving information on risk exposures and risk management activities from Management;

4.6. Oversee the optimal performance, compliance and cooperation with Anti-Money Laundering Council (AMLC) and Anti-Money Laundering Act (AMLA). This include the following:

- Report all money laundering (ML)/ terrorist financing (TF) related matters to board level committee;
- Exercise active oversight in the implementation of the MTPP;
- Review filed and discounted suspicious transaction report/s to the AMLC;

- Approve sound risk management policies, controls and procedures to enable, manage and mitigate the risks that have been identified in the National Risk Assessment (NRA), or by the AMLC, relevant specific government agencies (SAs) or the covered person itself;
- Exercise active control and supervision in the formulation and implementation of institutional risk management; and
- Oversee the risk identification and assessment from new business practices, services, technologies and products and mitigate any ML/TF risks that may arise therefrom.

4.7. Report to the Board on a regular basis, or as deemed necessary, the Company's risk, material risk exposures, the actions taken to reduce the risks, and recommends appetite levels, risk tolerance limits, further action or plans, as necessary;

4.8. Oversee the Company's climate and sustainability-related risks and opportunities. This includes reviewing and monitoring of sustainability plans, policies, and goals, and ensures that environmental, social, and governance (ESG) matters are included in the Company's operations and stakeholders activities; and

4.9. Review and recommend to the Board for approval, the issuance and filing of the Company's Sustainability Report, which includes the Company's Climate Disclosure Report, to the Commission and other government agencies.

5. REPORTING PROCESS

5.1. The Chairman of the Committee shall render a report apprising the Board of Directors of the results of the Committee's activities following each meeting;

5.2. The Committee shall prepare an annual report of its activities to the Board for inclusion in the Company's annual report.

6. PERFOMANCE ASSESSMENT

6.1. The members of the Committee shall evaluate its performance based on best practices and expectations set-out in this Charter and in related SEC Memorandum Circulars and the ASEAN Corporate Governance Scorecard concerning Board Risk Oversight Committees.

6.2. The Committee shall obtain and subject itself to an independent assessment by the Board of Directors based on best practices and relative to its performance in the discharge of its responsibilities as set out in this charter.

6.3. Based on the results of the performance assessment, the Committee shall formulate and implement plans to improve its performance. These may include the identification of relevant training needs intended to keep the members up to date with corporate governance best practices, accounting and auditing standards, as well as specific areas of concern.

7. AMENDMENT

This Charter shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by a resolution of the Board.