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SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills, Mandaluyong City, Metro Manila, Philippines
Tel: (632) 726-0931 to 39 Fax: (632) 725-5293 Email: mis@sec.gov.ph

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October 2, 2019

Securities and Exchange Commission
Secretariat Building
PICC Complex, Roxas Boulevard
Pasay City

Gentlemen:

Please see attached Policy on Related Party Transactions of Petron Corporation as adopted by its Board of Directors on August 6, 2019, in compliance with the SEC Memorandum Circular No. 10, Series of 2019.

Very truly yours,

A handwritten signature in blue ink that reads "Joel Cruz".

JOEL ANGELO C. CRUZ
VP - General Counsel &
Corporate Secretary

**PETRON CORPORATION
POLICY ON RELATED PARTY TRANSACTIONS**

Policy Statement

It is the policy of Petron Corporation (the “Company”) that all related party transactions (“RPTs”) are conducted on an arm’s length basis and under fair terms in order that no shareholder or stakeholder is unduly disadvantaged and there is no prejudice to the interest of the stakeholders of the Company. The Board of Directors shall have the overall responsibility in ensuring that RPTs are handled in a sound and prudent manner, with integrity, and in effective compliance with applicable laws, rules and regulations at all times to protect the interests of the Company and its subsidiaries and their shareholders and other stakeholders. The objectives of this policy are to mitigate or avoid conflicts of interest and abusive transactions between Related Parties (as defined below), and ensure that every RPT is reviewed, approved and disclosed in compliance with the requirements of regulatory bodies such as the Securities and Exchange Commission (the “SEC”).

A. Definition of Terms

For purposes of this Policy on Related Party Transactions (the “Policy”), the following definitions shall apply:

Abusive Material RPT – refers to a Material RPT that is not entered into at arm’s length basis and that unduly favors a Related Party.

Affiliate – refers to an entity linked directly or indirectly to the Company through any or a combination of any of the following:

- (i) ownership, control or power to vote, whether by permanent or temporary proxy or voting trust or other similar contracts, by an entity of at least ten percent (10%) or more of the total outstanding voting stock of the Company, or vice versa;
- (ii) having a stockholder owning at least ten percent (10%) of the total outstanding voting stock of both the Company and the entity;
- (iii) interlocking directorship or officership, except in cases involving independent directors as defined under existing regulations of the SEC; or
- (iv) a management contract or any arrangement granting power to the Company to direct or cause the direction of management and policies of the entity, or vice versa.

Associate – refers to an entity over which: (i) the Company holds at least twenty percent (20%) of the total outstanding voting stock, directly or indirectly, or (ii) the Company has Significant Influence (as defined below).

Control – a person or an entity controls the Company if and only if such person or entity has all of the following, taking into account financial standards, laws, and rules and regulations:

- (i) the power to govern the financial and operating policies of the Company so as to obtain benefits from its activities;
- (ii) the exposure or right to variable returns from its involvement with the Company; and
- (iii) the ability to use its power over the Company to affect the amount of the Company's returns.

External Independent Party – refers to a person or entity which may include, but is not limited to, an auditing or accounting firm, a third party consultant or an appraiser who is appointed by the Board of Directors of the Company (or its Executive Committee, or its Management when so delegated by the Board of Directors) to evaluate the fairness of the terms of Material RPTs.

Material RPTs – refers to the RPTs listed in Part B.

Related Party/ies – covers:

- (i) the Company's directors, officers, Substantial Shareholders (as defined below) and their spouses and relatives within the fourth civil degree of consanguinity or affinity, either by marriage or domestic partnership, if these persons have control, joint control or Significant Influence over the Company; and
- (ii) the Company's parent, Subsidiary, fellow Subsidiary, Associate, Affiliate, joint venture or an entity that is controlled, jointly controlled or significantly influenced or managed by a person who is a Related Party.

Related Party Registry – refers to a record of the organizational and structural composition of the Company and its Related Parties, including any change thereon, maintained by the Chief Finance Officer (or other officer designated by the Chief Finance Officer).

Related Party Transaction/s or RPT/s – refers to a transfer of resources, services or obligations between the Company and a Related Party, regardless of whether a price is charged; and interpreted broadly to include, not only transactions that are entered into with Related Parties, but also outstanding transactions that are entered into with an unrelated party that subsequently becomes a Related Party.

Significant Influence – refers to the power to participate in and effect, but not to Control, decisions relating to financial and operating policies of the Company, which may be gained by share ownership, by law, or agreement.

Subsidiary – refers to an entity over which a corporation holds more than fifty percent (50%) of such entity's total outstanding voting stock.

Substantial Shareholder – refers to any person who is directly or indirectly the beneficial owner of more than ten percent (10%) of the Company's total outstanding voting stock.

B. Coverage and Materiality Threshold

The following RPTs are considered Material RPTs covered by this Policy:

1. Related Party Transactions either individually, or in aggregate over a twelve (12)-month period from the first transaction, with the same Related Party, amounting to at least ten percent (10%) of the Company's total consolidated assets based on its latest audited financial statements;
2. outstanding transactions amounting to at least ten percent (10%) of the total consolidated assets of the Company that were entered into with an unrelated party that subsequently becomes a Related Party, in the event of any alteration to the terms and conditions or an increase in the exposure level pertaining to such transactions after the non-related counterparty becomes a Related Party;
3. write-off of material exposures to a Related Party amounting to at least ten percent (10%) of the Company's total consolidated assets based on its latest audited financial statements; and
4. a renewal of, or a material change in, the terms and conditions of a Material RPT previously approved in accordance with Parts F or G of this Policy, which material change includes, but is not limited to, a change in the price, interest rate, maturity date, payment terms, commissions, fees, tenor and collateral requirement of the Material RPT.

An RPT, if qualifying as a Material RPT pursuant to this Part B, shall be subject to the review and endorsement by the Related Party Transactions Committee (the "RPT Committee") and the approval by the Board of Directors.

Any RPT not considered material as expressly provided herein shall not be covered by this Policy and, therefore, shall not be subject to review by the RPT Committee and the approval by the Board of Directors.

C. Guidelines to Ensure Arm's Length Terms

All RPTs shall be entered into on an arm's length basis and thus accounted for at market prices normally charged to unaffiliated customers or parties for equivalent or similar goods or services.

In the review of Material RPTs as set out in Part B of this Policy, the RPT Committee and the Board of Directors shall consider the following factors to ensure that no preferential treatment shall be given to Related Parties that are not extended to non-related parties under similar circumstances:

1. the terms of the transaction, including the proposed aggregate value of the transaction, *i.e.*, whether the terms of the transaction are no less favorable than those generally available to non-related parties under the same or similar circumstances;

2. the Related Party's relationship to the Company and the extent of the Related Party's interest in the transaction, *i.e.*, whether the transaction would present an improper conflict of interest or special risks or contingencies for the Company or any of its Subsidiaries or Affiliates, or the counterpart Related Party, taking into account the size of the transaction and the overall financial position of the counterpart Related Party;
3. the purpose and timing of the transaction; and
4. any material information or other factors the RPT Committee deems relevant, including, but not limited to: (i) the benefits to the Company of the proposed RPT; and (ii) the availability of other sources of comparable products or service.

D. Overarching Policy and System

Further to the duty of the Board of Directors under the Company's Manual on Corporate Governance to formulate and implement policies and procedures that would ensure the integrity and transparency of RPTs, the Board of Directors shall establish an effective system to:

1. determine, identify, and monitor Related Parties and Material RPTs;
2. continuously review and evaluate existing relationships between and among businesses and counterparties; and
3. identify, measure, monitor and control risks arising from Material RPTs.

The system and the overarching Policy described in this Part D shall be subject to periodic assessment by the Internal Audit Department and the Compliance Officer of the Company in accordance with Part H below.

E. Identification of Conflicts of Interest

In order to identify, prevent or manage potential or actual conflicts of interest, every director, officer and employee shall declare in writing his/her business interests and those of his/her relatives within the fourth civil degree of consanguinity or affinity, in the form prescribed by the Company and in such frequency as the Company may prescribe.

Directors are also required to notify the Company's Board of Directors before accepting a directorship in another company. Any change in their interests should be promptly disclosed to the Board of Directors through the Company's Compliance Officer.

F. Review Process of Material RPTs

1. Senior management shall implement appropriate controls to effectively manage and monitor Material RPTs on a *per* transaction and aggregate basis. Exposures to Related Parties shall also be monitored on an ongoing basis to ensure compliance with this Policy and applicable regulations.

2. The Company's Management and/or the Board of Directors shall maintain a Related Party Registry and, on a quarterly basis, shall review all identified Related Parties with whom the Company has any outstanding transactions and update the Related Party Registry to capture organizational and structural changes in the Company and its Related Parties.

3. The Company's Chief Finance Officer (or any other officer as Management may designate) shall ensure that the officers or employees who are responsible for identification and monitoring of existing and potential Material RPTs report such transactions to him/her prior to execution, to the extent reasonably practicable, in order for these Material RPTs to be subject to the review and approval process set out in this Policy.

4. Prior to the execution of the Material RPT, an External Independent Party shall evaluate the fairness of the terms of such Material RPT.

5. In the case of an RPT which will meet the materiality threshold in terms of its transaction value through a series of transactions within a twelve (12)-month period from the first transaction, the evaluation by the External Independent Party shall be made at the time it becomes known that such series of transactions will meet the materiality threshold, whether or not the subject RPT has already been performed, with the review process described as follows:

- (a) if the contract covering the Material RPT has not yet been signed, the process for review of the Material RPT shall commence in the manner indicated in Part F (1) above then continue in accordance with the rest of this Part F; or
- (b) if the contact covering the Material RPT has already been signed and/or partially performed, the evaluation by the External Independent Party shall commence at the earliest practicable date following the determination by Management that the transaction has become a Material RPT, and the endorsement and approval by the RPT Committee and the approval by the Board of Directors shall be by way of ratification.

6. Senior management shall implement measures to identify potential Material RPTs, which, if identified, shall be referred to the External Independent Party for evaluation. Upon favorable recommendation of the External Independent Party, the Material RPT shall be presented to the RPT Committee for review and endorsement to the Board of Directors.

7. The RPT Committee shall review all Material RPTs in accordance with the principles of transparency, integrity and fairness, to ensure that they are at arm's length, their terms are fair, and they will inure to the best interest of the Company and its Subsidiaries or Affiliates and their shareholders, including minority shareholders.

If a Material RPT passes the review of the RPT Committee, it shall be endorsed by the RPT Committee to the Board of Directors for final approval.

8. Any officer, member of the RPT Committee and/or member of the Board of Directors who has an interest in a Material RPT under review shall fully and timely disclose any and all material facts, including his/her direct and indirect financial and other interests in the Material RPT, and abstain from the discussion, approval and management of such transaction or matter affecting the Company. Such disclosure shall be made at the board meeting during which the Material RPT will be presented for approval and before the execution of the Material RPT. In case he/she refuses to abstain, his /her attendance shall not be counted for purposes of assessing the quorum and his vote shall not be counted for purposes of determining the required approval.

9. All individual Material RPTs shall be approved by at least two-thirds (2/3) vote of the Board of Directors, with at least a majority of the independent directors voting to approve the Material RPT.

10. For aggregate RPTs with the same Related Party that breach the materiality threshold of ten percent (10%) of the Company's total consolidated assets within a twelve (12)-month period, the board approval will be required for the specific transaction that will cause such RPT with the same Related Party to meet and exceed the materiality threshold.

11. In addition to the appointment of an External Independent Party, the following measures may be availed of by the Company to ensure that Material RPTs are entered into at terms that promote the best interest of the Company and its shareholders:

- (a) opening the transaction to a bidding process;
- (b) publication of available property for sale, if applicable; or
- (c) such other effective price discovery mechanism.

G. Shareholder Approval

The Company ensures that the rights of minority shareholders are protected at all times, especially from abusive actions by, or in the interest of, controlling shareholders. Accordingly, the policies and processes of the Company cater to the best interest of all its shareholders, including minority shareholders, and other stakeholders.

As such, in case the vote of the majority of the independent directors is not secured as required in Part F of this Policy, the Material RPT may be ratified by the stockholders representing at least two-thirds (2/3) of the outstanding capital stock.

All other RPTs, which are determined by the RPT Committee to be subject to shareholders' approval in accordance with applicable laws, rules and regulations, will also be submitted to the shareholders, including minority shareholders, for approval. The Company shall encourage disinterested shareholders to decide on the matter.

Non-compliance with any of the provisions of this Policy shall result in the nullification or revocation of the agreement or contract pertaining to the Material RPT. Further, the director, officer or employee of the Company who fails to comply with this Policy shall be subject to the corresponding procedures and penalties under the Company's Manual on Corporate Governance, Code of Conduct and Ethical Business Policy, other pertinent company policies, rules and regulations, and all relevant laws, rules and regulations.

H. Self-Assessment and Periodic Review of the Policy

The Internal Audit Department of the Company shall conduct a periodic review of the effectiveness of the Company's system and internal controls governing Material RPTs to assess their consistency with this Policy and other approved policies and procedures. The resulting audit reports, including exceptions or breaches in limits, shall be communicated directly to the Audit Committee.

The Company's Compliance Officer shall ensure that the Company complies with relevant rules and regulations and is informed of regulatory developments in areas affecting Related Parties. The Compliance Officer shall aid in the review of the Company's transactions and identify any potential Material RPT that would require the review by the RPT Committee and the approval by the Board of Directors. The Compliance Officer shall ensure that this Policy is properly implemented throughout the Company.

This Policy shall be updated regularly for their sound implementation, as well as to conform to the requirements of applicable law, rules and regulations. This Policy and the system and procedures provided herein shall be made available for review pursuant to applicable regulations. Any changes shall be approved by majority of the Board of Directors.

I. Remedies for Abusive Material RPTs; Whistleblowing Mechanism

The Company's officers, employees, shareholders and other stakeholders are encouraged to communicate confidentially, and without the risk of reprisal, legitimate concerns about illegal, unethical or questionable Material RPTs in accordance with the Company's Whistle-Blowing Policy set out in the Company's website at the link <https://www.petron.com/wp-content/uploads/2018/09/Whistleblowing-Policy.pdf>. Such Whistle-Blowing Policy provides guidance on how legitimate material concerns should be reported, investigated, and addressed.

The Board of Directors shall ensure that senior management addresses legitimate issues on Material RPTs that are raised, and shall take responsibility for ensuring that stakeholders who raise concerns are protected from detrimental treatment or reprisals.

The Compliance Officer shall report to the RPT Committee all violations of this Policy and sanctions imposed in accordance with Company's rules and regulations, Code of Conduct and Ethical Business Policy, and other applicable policies of the Company.

The RPT Committee shall have the authority to recommend to the Board of Directors for appropriate action the invalidation of any transaction, including measures that will cut losses and allow recover of losses or opportunity costs incurred by the Company, arising out of or in connection with Abusive Material RPTs, and other penalties that may be imposed on interested directors, officers and employees who have been remiss in their duties in handling Material RPTs in accordance with this Policy, other company policies, rules and regulations, and applicable laws, rules and regulations.

An interested director or officer of the Company shall be disqualified from being a director or officer of any other corporation on the basis of a final judgment rendered by a court of competent jurisdiction against the interested director or officer for Abusive Material RPTs. The disqualification shall be for a period of at least one year or more, as may be determined by the SEC. This shall be without prejudice to any other administrative penalties that may be imposed by the SEC and/or civil or criminal penalties, as may be provided by the Revised Corporation Code, the Securities Regulation Code and other relevant laws, rules and regulations, as each may be amended from time to time.

J. Disclosure of Related Party Transactions

RPTs are disclosed in the Company's financial statements, annual reports, and other applicable filings pursuant to the relevant rules and issuances of the SEC, the Philippine Stock Exchange and other relevant regulatory bodies.

In this regard, the Company shall submit the following to SEC:

1. **Advisement Report**
 - (a) For an individual contract that reaches the materiality threshold, the Advisement Report shall be filed within three (3) calendar days from the execution date of the contract or agreement covering the transaction.
 - (b) For one or more contracts covering multiple transactions with the same Related Party that the Company reasonably expects will reach the materiality threshold within a period of twelve (12) months from the first transaction, the Advisement Report shall be filed within three (3) calendar days from the execution date of the main contract, or the contract covering the first transaction, as the case may be.
 - (c) For one or more contracts covering multiple transactions with the same Related Party within a period of twelve (12) months from the first transaction, not falling under Part J, Item 1(b) above, the Advisement Report shall be filed within three (3) calendar days from the date of the contract covering the transaction that meets and exceeds the threshold.

The Advisement Report shall be signed by the Company's Corporate Secretary or authorized representative, and the Related Party or its authorized representative.

2. a summary of Material RPTs entered into during the fiscal year, which shall be disclosed in the Company's Integrated Annual Corporate Governance Report ("I-ACGR") to be submitted annually every May 30 or as prescribed by the SEC; and
3. such other reports as may be required by the SEC.

At a minimum, the disclosures in both (1) and (2) above shall include the following information:

- (a) complete name of the Related Party;
- (b) relationship of the parties;
- (c) execution date of the Material RPT;
- (d) financial or non-financial interest of the Related Parties;
- (e) type and nature of transaction as well as a description of the assets involved;
- (f) total consolidated assets of the Company based on its latest audited financial statements;
- (g) amount or contract price;
- (h) percentage of the contract price to the total consolidated assets of the Company;
- (i) carrying amount of collateral, if any;
- (j) terms and conditions;
- (k) rationale for entering into the transaction; and
- (l) approval obtained (*i.e.*, the names of the directors present, the names of the directors who approved the Material RPT and the corresponding voting percentage obtained).

The foregoing disclosures shall also be made publicly-available by the Company for the benefit of all shareholders and other stakeholders through the company website and such other media channels as the Company may deem appropriate.

K. Manual on Corporate Governance and Other Company Rules and Policies

The provisions of the Company's Manual on Corporate Governance, the RPT Committee Charter and other board policies, and company rules and policies relating to RPTs and conflicts of interest, as each may be amended from time to time, which are not inconsistent with the provisions of this Policy (such as, but not limited to, the duties, functions and powers of the Company's directors and officers, the RPT Committee, and the Board of Directors) shall have suppletory application to this Policy.

Adopted by the unanimous vote of the Board of Directors at its meeting held on August 6, 2019.

Certified correct:



EDUARDO M. COJUANGCO, JR.
Chairman of the Board



RAMON S. ANG
President and Chief Executive Officer



CARLOS JERICHO L. PETILLA
Chairman of the Related Party Transactions Committee



JOEL ANGELO C. CRUZ
Corporate Secretary and Compliance Officer