PANASONIC MANUFACTURING PHILIPPINES CORPORATION

RELATED PARTY TRANSACTIONS COMMITTEE CHARTER

I. Purpose

The Related Party Transaction Committee (the "Committee") is established for the purpose of assisting the Board of Directors (the "Board") in overseeing Panasonic Manufacturing Phils. Corporation's (the "Company") practices and processes relating to related party transactions. The Committee shall be responsible for reviewing all material related party transactions of the Company and ensuring that all RPT's are conducted on a fair and arms-length basis. Transactions considered material are subject to review by the Committee prior to Board approval and management implementation.

II. Membership

The members of the Committee shall be appointed by the Board and shall comprise of at least three (3) non- executive directors. Majority of the members, including its Chairman, shall be independent director.

III. Meetings

The Committee shall meet at least twice each year or more frequently as the needs arises. The Committee will also periodically meet with the Management, the internal auditor, and risk management officer of the company to discuss any matters that they wish to bring to the attention of the Committee. Quorum at any Committee meeting shall be at least a majority of the Committee members. All determinations of the Committee shall be by the vote of at least a majority of the members. Minutes of all meetings shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draftform to all members to ensure accurate recording and shall be approved at a subsequent meeting ofthe Committee and distributed timely to the Board.

IV. Key Responsibilities

The Committee shall exercise the authority of the Board to:

a. Evaluate the existing relations between and among businesses and counterparties to ensure that related parties are continuously identified, RPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured.

b. Ensure that related parties, RPTs and changes in relationships are reflected in the relevant reports to the Board and regulatory body. For this purpose, the Committee shall define the duty of directors and officers, including the mechanism, to disclose relationships with related parties.

c. Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms 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 and misapplied, and to determine any potential reputational risk issues that may arise because of or in connection with the transactions.

In evaluating RPTs, the Committee shall consider, among others, the following:

(1) the related party's relationship to the Company and interest in the transaction,

(2) the material facts of the proposed RPT, including the proposed aggregate value of such transaction,

(3) the benefit to the Company of the proposed RPT,

(4) the availability of other sources of comparable products or services, and

(5) an assessment of whether the proposed RPT 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 RPTs.

d. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities related to the Company's RPT 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 interest 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 regularly on 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-off of exposures are subject to a periodic independent review or audit process.

g. Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures.

h. Perform other activities related to this Charter as requested by the Board.

i. Review the adequacy of the Committee Charter annually, propose changes, as necessary, and request for Board approval, and ensure appropriate disclosure as may be required by law or regulation.

j. Evaluate the Committee's and individual members' performance on a regular basis.

V. Reporting Responsibilities

a. Regularly report to the Board the Committee's activities, findings, decisions, deliberations, and recommendations.

b. Management may present material RPTs at regular meetings of the Audit Committee and the Risk Management Committee for their information. The nature, extent and other material details of transactions with related parties are disclosed in the Company's financial statements, quarterly/annual reports to the SEC and the PSE.

These financial statements and relevant reports are also available on the corporate website and readily accessible to the public.

VI. Annual Review of Charter

The Committee shall conduct an annual review of this Charter and propose any enhancement as may be deemed necessary for Board approval.

VII. Miscellaneous

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules, and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

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