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## SECURITIES AND EXCHANGE COMMISSION

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Remarks RELATED PARTY TRANSACTION (RPT) POLICY

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(Company's Full Name)

**T H E   E X E C U T I V E   O F F I C E S ,   S O L A I R E  
R E S O R T   &   C A S I N O ,   1   A S E A N   A V E N U E ,  
E N T E R T A I N M E N T   C I T Y ,   B A R A N G A Y  
T A M B O ,   P A R A Ñ A Q U E   C I T Y**

(Business Address: No. Street City/Town/Province)

**JONAS R. RAMOS**

(Contact Person)

**8838920**

(Company Telephone Number)

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Month Day  
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Rules on Material Related  
Party Transactions For  
Publicly-Listed Companies

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# Bloomberg Resorts Corporation

3 October 2019

**SECURITIES AND EXCHANGE COMMISSION**

Secretariat Building, PICC Complex  
Roxas Boulevard, Metro Manila

Attention: Director Vicente Graciano P. Felizmenio, Jr.  
Markets and Securities Regulation Department

Re: Bloomberg Resorts Corporation  
Compliance with SEC Memorandum Circular No. 10-2019

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Gentlemen:

In compliance with SEC Memorandum Circular No. 10-2019 on Rules on Material Related Party Transactions For Publicly-Listed Companies, we submit herewith the Related Party Transactions (RPT) Policy of Bloomberg Resorts Corporation.

Very truly yours,

**BLOOMBERRY RESORTS CORPORATION**

By:   
**SILVERIO BENNY J. TAN**  
Corporate Secretary



**Policy Title: RELATED PARTY TRANSACTIONS (RPT) POLICY**

**Policy Number: BRC-RPT-POL-001**

**Policy Application: Directors and Officers, and transactions between the Company and its subsidiaries and affiliates**

**Effective Date: September 1, 2019**

**PURPOSE**

This policy is intended to:

- Ensure that every related party transaction (RPT) is conducted on an arm's length basis or for the financial, commercial or economic benefit of the Company and will protect the Company from prejudice arising from conflict of interest, which may arise between the Company and its Related Parties.
- Ensure proper review, approval, ratification and disclosure of transactions between the Company and any of its Related Party/ies as required to comply with legal and regulatory requirements.

**SCOPE**

This policy covers related party transactions between the Company and a Related Party or between a subsidiary or affiliate of the Company and a Related Party as defined below.

**DEFINITION OF TERMS**

1. **Related Party** – a person or entity that is related to the Company or any of its subsidiaries or affiliates, who has the ability to control the other party or exercise significant influence over the other party in making financial and operating decisions. This includes:
  - a. Individuals owning directly or indirectly through one or more intermediaries, control or are controlled by, or under common control with the Company.
  - b. Individuals owning, directly or indirectly, an interest in the voting power of the corporate shareholder of the Company that give them significant influence over the corporate shareholder of the Company and close members of the family of any such individual.
  - c. Members of the board of directors of the Company or of the board of any of its subsidiaries or affiliates.
  - d. Officers (whether a bylaw officer or not) and members of senior management of the Company or of any of its subsidiaries or affiliates..
  - e. A subsidiary or affiliate of the Company.
2. **Significant influence** – the power to participate in the financial and operating policy decisions of an entity or control over policies. Significant influence may be gained by share ownership, status or agreement.
3. **Subsidiary** - a corporation more than 50% of the voting stock of which is owned or controlled, directly or indirectly, through one or more intermediaries, by another corporation, which thereby becomes its parent corporation.
4. **Affiliate** – a corporation that directly or indirectly, through one or more intermediaries, is controlled by, or is under the common control of, another corporation, where such ownership in shares is less than 50% of the voting stock.
5. **Close members of the family** of a person – family members who may be expected to have control, joint control or significant influence, or be influenced by that person in their dealings with the entity and include:
  - i. That person's children and spouse or domestic partner;
  - ii. Children of that person's spouse or domestic partner;
  - iii. Dependents of that person or that person's spouse or domestic partner
  - iv. Relatives within the fourth civil degree of consanguinity or affinity, legitimate or common-law

6. **Related Party Transaction** – a transfer of resources, services or obligations between a related party and the Company or any of its subsidiaries and affiliates.
7. **Material RPTs** – are those transactions that meet the threshold values as defined in SEC MC No. 10 Series of 2019, dated April 25, 2019.
8. **Significant RPTs** – are RPTs with transactions value exceeding P5 Million, or its foreign currency equivalent.

## **GUIDELINES**

### **I. Criteria**

1. *Material* - Any transaction, arrangement or relationship in which the individual or aggregate amount of the transaction as of the reporting period will or may equal or exceed 10% of the Company's total consolidated assets based on its latest audited financial statement (SEC MC No. 10 Series of 2019, dated April 25, 2019), where a Related Party has or will have direct or indirect material interest.
2. *Nature* - Any of the following transactions entered into by the Company (or any of its Subsidiary or Affiliate) with a Related Party, which includes:
  - Finance (including credit accommodation);
  - Purchases, sales or supply of goods or materials;
  - Rendering or receiving of services;
  - Consulting, professional services;
  - Construction services;
  - Investments and subscriptions of equity, debt or quasi-debt;
  - Agency agreements;
  - Outsourcing arrangements;
  - Leasing of any property of any kind;
  - License agreements;
  - Selling or disposing of, or buying, property of any kind;
  - Guarantees and sureties; and,
  - Management contracts
3. *Circumstances*  
The Company or its subsidiary/affiliate is a participant to an RPT in which a Related Party has the ability to control or to exercise significant influence in the outcome of a proposed RPT and can influence decisions relating to the RPT.

### **II. General Rules on RPTs**

- RPTs shall be conducted only in the regular course of business. No RPT shall be undertaken on more favorable terms (on price, terms and conditions) to the Related Party than similar transactions with non-related parties under similar circumstances.
- A Related Party shall be loyal to the Company interest, regardless of his/her own personal interest. Related Parties shall refrain from giving preference to his or her interest when they conflict with the Company interest.
- Related Party Transactions shall be disclosed and shall be transparent.
- A Related Party shall abstain from attending and participating in deliberations that affect matters in which he or she has personal interest.  
A Related Party Transaction involving a director or officer shall be voidable unless: (a) the contract is fair and reasonable; (b) in case of an officer, the contract has been previously authorized by the board of directors; and (c) the presence of the director or officer was not necessary for quorum or for approval of the contract.

### **III. Exceptions to the RPT Rule**

Any of the following types of transaction shall not require review and approval by the RPT Committee and the Board, respectively:

1. Transactions in the Ordinary Course of Business
  - The services the Company renders in the ordinary course of business provided that the transaction has no policy deviations and the services are on substantially the same terms as those prevailing

at the time for comparable services provided to unrelated parties (e.g. they are carried out under agreements with standard terms and conditions applicable to other clients/patrons/service providers); and

- A transaction where the rates or charges involved in the transaction are determined by competitive bids following company policy or fixed by law or regulated by a governmental authority.
  - Discounts and special privileges granted to VIPs and patrons and clients with high volume of transactions with the Company or its subsidiaries or affiliates, and as part of regular marketing promotions if the Related Party falls within the category entitled to the privilege;
  - Transactions which go through market rates set in general by the provider of the goods or services;
  - Repeat services or transactions provided by an existing service provider under standard terms and conditions already approved by the Board, the RPT Committee, the CEO, or Management.
  - Transactions between the Company or any of its subsidiaries or affiliates relating to a transaction or service where the particular subsidiary or affiliate is established or is identified by the Board or Management as the provider of support services for the Company or a subsidiary or affiliate.
  - Cost and expense allocation between SPI and BRHI under Memorandum of Agreement dated January 1, 2014 in accordance with BIR RR no. 2-2013 – Transfer Pricing Guidelines.
2. Recurring settlement of intercompany charges
  3. Ordinary Employee Benefits
    - Auxiliary services granted with preferential rates or waivers given to all employees (including Senior Officers) as part of employees' incentives or benefits approved by the Remuneration Committee.
  4. Benefits and Privileges granted to Members of the Board of Directors
    - Signing privileges and services granted to members of the board of directors as part of their standard benefits.

### **III. Requirements of RPT**

- Directors or Officers are required to declare and disclose any RPT and the material interest that they or an immediate family member may have on such RPT transaction.
- The following information, to the extent relevant, with respect to the proposed RPT should be disclosed in the Term Sheet:
  - a. A general description of the transaction/s including the material terms and conditions.
  - b. The name of the Related Party and the basis on which such person or entity is a Related Party.
  - c. The Related Party's interest in the transaction/s including the Related Party's position or relationship with, or ownership of, any entity that is party to or has an interest in the transaction/s.
  - d. The total value of the proposed transaction and the share of the Related Party's interest in the transaction/s.
  - e. Whether the Company will be a party to the transaction and if not, the nature of its participation in the transaction/s.
  - f. Whether the proposed transaction includes any potential reputational risk issues that may arise as a result or in connection with the proposed transaction.
  - g. Any other material information regarding the transaction/s or the Related Party's interest in the transaction/s.
- The Term Sheet disclosing the RPT shall be submitted to the CFO, or the Corporate Secretary, or the RPT Committee. Such report shall then be consolidated by the secretariat designated by the RPT Committee as provided under this Policy.
- An officer who has knowledge of an RPT shall report the same to the RPT Committee if he or she learns that such particular RPT has not been reported to the RPT Committee as required under this Policy. A person who reports an RPT under this provision shall not be subject to any liability or sanction.
- Certification is required from all service providers, suppliers and vendors that they do not have a conflict of interest with the Company.
- Disclaimer is required from all approving officer/s signing contracts, agreements, work orders and purchase orders that they are not related to the counterparties of the proposed transaction.

#### **IV. Disclosure and Regulatory Reporting**

- BRC shall disclose in its website this policy on RPT.
- Material RPTs shall be reported to regulatory agencies as required. A Report on Material RPT shall be submitted to the SEC.
- Necessary disclosures of material RPTs entered into during the reporting year shall be made in the Notes to the Company's Audited Financial Statements and referenced to the Integrated Annual Corporate Governance Report (I-ACGR) submitted to SEC.

#### **V. Review of the Policy**

- The RPT Committee shall annually review the threshold values and the provisions of this Policy and may recommend to the Board amendments to this Policy as it deems appropriate.

#### **REVIEW AND APPROVAL PROCEDURES**

1. All RPTs with value exceeding P 5 Million (in a single transaction or in aggregate transactions), (except those exempted under Part III of the Guidelines) shall be disclosed to and be evaluated and approved by the RPT Committee. A Report on Significant RPTs and Material RPTs shall be submitted to the Board of Directors.
2. Material RPTs shall be evaluated by the RPT Committee, and endorsed to the Board of Directors for approval. Such RPTs shall also be guided by provisions of SEC Memorandum Circular No. 10 Series of 2019, dated April 25, 2019.
3. The RPT Committee will consider the following factors to the extent relevant to the RPT in conducting an independent review:
  - a. The identities of the parties involved in the transaction or relationship;
  - b. The term of the transactions are fair and reasonable;
  - c. The aggregate value of the transaction;
  - d. Purpose and timing of the transaction;
  - e. The extent of Related Party's interest on the transaction; and,
  - f. Whether the RPT would present an improper conflict of interest for the Company or any of its subsidiaries or affiliates, or the Related Party taking into account the size of the transaction and the overall financial position of the Related Party.
4. RPTs involving directors and officers shall be submitted to the Board of Directors for approval. If for any reason the Board of Directors cannot approve the Material RPT involving directors or officers, such Material RPT shall be submitted to the stockholders for approval.
5. Any member of the Board or RPT Committee who has interest in the transaction must abstain from participation in the review and approval of any RPT.
6. The RPT Committee shall have the authority to inquire into and evaluate any RPT below the P5 Million threshold at its discretion. The Related Party involved in any such RPT subject to the inquiry of the RPT Committee shall cooperate and disclose the information required by the RPT Committee. The RPT Committee may advise Management to cancel, rescind or nullify any RPT that in its opinion is unfair and prejudicial to the Company (or its subsidiary or affiliate party to the RPT).

#### **REGULAR INTERNAL REPORTING AND MONITORING PROCEDURES**

On a quarterly basis, the Property Controller shall prepare and submit a Summary Report of all Related Party Transactions entered into during the period to the RPT Committee.

#### **POST VERIFICATION OF RPTs**

The Internal Audit Department shall perform a periodic post verification of RPTs to ensure that the terms and conditions recommended by the RPT Committee and approved by the Board of Directors are properly and correctly implemented.

**Recommending Approval by:**

Name/title: Estella T. Occena /CFO & Treasurer *Estella Occena*

Signature/date:

Name/title: Atty Silverio Benny J. Tan /Compliance Officer

Signature/date: *Silverio Benny J. Tan*

**Approved by:**

Name/title: Carlos C. Ejercito/ RPT Committee Chairman

Signature/date: *Carlos C. Ejercito*

Name/title: Thomas Arasi/ RPT Committee Member

Signature/date: *Thomas Arasi*

Name/title: Jose P. Perez/ RPT Committee Member

Signature/date: *Jose P. Perez*

Name/title: Enrique K. Razon, Jr./ Chairman and CEO

Signature/date: *Enrique K. Razon, Jr.*