

**VIVANT CORPORATION
CHARTER OF THE
RELATED PARTY TRANSACTIONS COMMITTEE**



I. PURPOSE

The Related Party Transactions ("Committee") is appointed by the Board of Directors ("Board") of VIVANT Corporation ("Vivant") to review and recommend all material related to 3rd party transactions of Vivant, for appropriate actions.

II. DEFINITION OF TERMS

The following terms shall mean as follows:

"Affiliate" shall mean refer to a corporation that directly or indirectly, through one or more intermediaries, is controlled by Vivant, or is under the common control by Vivant through another corporation.

"Associate" shall mean an entity, including an unincorporated entity such as partnership, over which the investor has significant influence and that is neither a subsidiary nor an interest in a joint venture.

"Control" shall mean the power to determine the financial and operating policies of an entity in order to benefit from its activities.

"Counterparty" shall mean any unrelated party that Vivant has outstanding transactions with and subsequently becomes a related party.

"Related Party" shall mean any of the following:

- a. Vivant's Subsidiary, Affiliate and Associate as defined;;
- b. A director, officer, and stockholder of Vivant; and
- c. Any person, natural or juridical, whose interests may conflict with Vivant's interests.

"Related Party Transaction" shall mean a transfer of resources, services or obligations between Vivant and a Related Party, regardless of whether a price is charged.

"Subsidiary" shall mean an entity, including an unincorporated entity such as partnership that is controlled by Vivant.

III. COMPOSITION

The Committee shall be composed of at least three (3) non-executive directors, two of whom should be independent, including the Chairman. All members of the Committee shall be nominated and voted by a majority of the Board during the Organizational Meeting of the Board. A chairman shall subsequently be voted by the Committee members whose name shall be submitted to the Board.

Committee Diversity

The Board shall be guided by the importance or benefits of committee diversity in order to enable it to discharge its duties and responsibilities effectively. In voting for the different Committee members, the Board shall consider the benefits of all aspects of diversity to enable the Committee to discharge its duties and responsibilities effectively.

Compensation

The Committee members may receive such compensation as may be mandated by the Board. Provided, however, that any increase to the compensation shall not be implement during the term of the proposing Committee members.

IV. TERM

Once elected, a member shall serve upon his election until the next Organizational Meeting of the Board, unless removed or replaced by at least a majority of the Board in a regular or special meeting called for the purpose. The Committee member thus elected to fill a vacancy shall serve only for the unexpired term of his/her predecessor.

However, if a seat is to be filled by reason of an increase in the number of Committee members, the additional member/members can only be elected during a regular or special meeting called for such purpose by the Board, and shall serve until the next Organization Meeting of the Board.

V. POWERS, DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

A. The Committee shall review and evaluate, on behalf of the Board, findings, reports and recommendations from Risk Management, Audit, Finance, Good Governance Committees and from the CEO any existing relationship issues and concerns between and among directors, executives, subsidiaries, affiliates, and shareholders to ensure, that:

1. All related parties are continuously identified;
2. Related Party Transactions are monitored; and
3. Subsequent changes in relationships with Counterparties are captured.

- B. Evaluate the price, commissions, interest rates, fees, tenor, collateral requirement and all other material terms and conditions of Related Party Transactions 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.
- C. Evaluate and monitor related party transactions and other similar transactions to safeguard probable misappropriation and misapplication of the company's corporate or business resources.
- D. Require relevant officer to make appropriate disclosure is made, and/or information is provided to applicable regulating and supervising authorities relating to Vivant's Related Party Transaction exposures, and any policy to safeguard against conflicts of interest or potential conflicts of interest.
- E. Require that transactions with related parties, including write-off of uncollectible amounts pertaining to Related Party Transactions, are subject to a periodic independent review or audit process.
- F. Monitor the implementation of a system for identifying, measuring, controlling, and reporting Related Party Transactions, including a periodic review of related party transaction policies and procedures.
- G. Perform such other duties that may be delegated to it by the Board from time to time.

Notwithstanding the foregoing duties, the Board shall have the final authority on any approval or disapproval of a transaction that may fall under the mandate of the Committee.

VI. MEETINGS

The Committee shall meet quarterly, or as often as the circumstances may require, upon the call of the Chairperson or at least majority of the Committee members. A notice to this effect shall be sent at least three (3) business days prior to the scheduled meeting to each member of the Committee. A Member may waive his presence, consent without protesting or approve the matters thereafter through verbal or non-verbal means. A Member may attend the meeting by teleconference, videoconference, or through similar modes in accordance with the rules and regulations of the Committee.

VII. QUORUM AND ACTIONS OF COMMITTEE

A majority of the Committee members shall constitute a quorum. The Committee may act only upon a unanimous vote of the members present and entitled to vote, provided that the quorum requirement is complied with. Any matter which cannot be decided by the board due to deadlock may be referred back to the Board for decision.

The Committee shall report its actions to the Board on a regular basis and maintain minutes or other records of meetings and activity of the Committee.

VIII. COMMITTEE CHARTER

The Committee shall, at least annually, revisit, review and re-evaluate its performance and compliance with this Charter. The Committee shall assess the sufficiency of this Charter and recommend to the Board proposed changes for its approval.

This Charter shall be effective upon the approval of the Board subject to review and revisions in the future.

-Nothing follows-