



**CORPORATE GOVERNANCE COMMITTEE CHARTER
ACESITE (PHILS.) HOTEL CORPORATION**

1. PURPOSE

The Corporate Governance Committee (the "Committee") is appointed by the Board of Directors to assist the Board in performing its corporate governance responsibilities. The Committee is responsible for ensuring the Company's adherence to the principles of good corporate governance and overseeing the periodic performance evaluation of the Board, its committees, and executive management.

2. COMPOSITION

The Committee shall be composed of at least three (3) directors, one (1) of whom shall be an Independent Director.

No.	Member Slot	Board Status	Independence	Special Requirements/Expertise
1	Chairman	Board Director	Independent Director	Must be an Independent Director with a deep understanding of SEC and PSE governance codes.
2	Member	Board Director	Regular Director	Should have a fundamental understanding of the Company's Manual on Corporate Governance.
3	Member	Board Director	Regular Director	Should have a fundamental understanding of the Company's Manual on Corporate Governance.

3. DUTIES AND RESPONSIBILITIES

a) Policy Development

Oversee the implementation of the corporate governance framework and periodically review the Manual on Corporate Governance to ensure it remains relevant to the Corporation's size, complexity, and risk profile.

b) Regulatory Compliance

Monitor and ensure compliance with all applicable laws, rules, and regulations issued by the Securities and Exchange Commission (SEC), the Philippine Stock Exchange (PSE), and other relevant regulatory bodies.

c) Ethics and Conduct

Oversee the adoption and implementation of the Corporation's Code of Business Conduct and Ethics, ensuring it is communicated and followed across all levels of the organization.

d) Nomination Functions

1. Develop, implement, and maintain a formal and transparent policy for the nomination, selection, and election of directors. Review and evaluate the qualifications of all candidates nominated to the Board, ensuring a balanced mix of collective knowledge, experience, skills, and board diversity (including gender, age, and background).
2. Ensure that the nomination process explicitly provides clear guidelines for accepting and considering nominations submitted by minority shareholders.
3. Formulate and review succession plans for the Board of Directors, the President/CEO, and senior management positions to ensure long-term stability in leadership.
4. Monitor and assess multiple board seats held by directors to ensure they can devote sufficient time and attention to effectively discharge their duties to the Corporation.

e) Remuneration Functions

1. Ensure that the levels of remuneration are aligned with the long-term interests and strategic goals of the Corporation, linking monetary and non-monetary rewards directly to measurable individual and corporate performance.
2. Review and recommend director compensation, bonuses, or per diems for Board approval, ensuring that no director is involved in deciding their own remuneration.
3. Oversees the transparent and accurate disclosure of director and executive compensation in the annual reports (such as SEC Form 17-A) in accordance with regulatory guidelines.

f) Board Assessment

Establish a formal and transparent process for assessing the effectiveness of the Board of Directors, Board Committees, and individual directors.

g) Continuing Education

Oversee the orientation program for new directors and the annual continuing education program for all directors to keep them updated on relevant industry trends and regulatory changes.

h) Succession Planning

While not handling nominations, the Committee reviews the governance aspect of succession planning to ensure long-term stability in leadership.

i) Disclosure and Transparency

a. Integrated Annual Corporate Governance Report (“I-ACGR”)

Review and oversee the preparation of the Corporation’s annual governance reports to ensure full disclosure of governance practices.

b. Stakeholders Relations

Oversee the Corporation’s communication strategy regarding governance matters to maintain transparency with shareholders and stakeholders.

4. MEETINGS AND REPORTING

a) Frequency

The Committee shall meet as often as necessary, but not less than quarterly.

b) Board Reporting

The Chairman of the Committee shall report the highlights of each meeting and any recommendations to the full Board of Directors at the next scheduled Board meeting.

5. EVALUATION AND AMENDMENT

a. Performance Evaluation

The Committee shall assess its effectiveness periodically against the requirements of this Charter to ensure performance aligns with best practices and formulate improvement plans.

b. **Review and Amendment**

This Charter shall be reviewed annually. Any amendments, alterations, or variations must be approved by a formal resolution of the Board of Directors.