



**FINANCE COMMITTEE CHARTER
WATERFRONT PHILIPPINES, INCORPORATED**

1. PURPOSE

The Finance Committee (the "Committee") is established by the Board of Directors to provide oversight and guidance on the Company's financial operations, capital structure, and investment strategies. The Committee is responsible for reviewing and recommending actions on significant financial matters to ensure the long-term financial stability and growth of the Corporation.

2. COMPOSITION

The Finance Committee shall be composed of at least three (3) directors, with the Chief Finance Officer or a similar position with expertise in Finance serving as an ex officio member.

No.	Member Slot	Board Status	Independence	Special Requirements/Expertise
1	Chairman	Board Director	Independent Director	At least one (1) member of the Committee must be an Independent Director.
2	Member	Board Director	Regular Director	Should possess a strong background in finance, accounting, or business management.
3	Member	Board Director	Regular Director	Should possess a strong background in finance, accounting, or business management.
4	Ex-Officio	CFO or similar position with expertise in Finance	Non-Voting/Ex-Officio	The Chief Finance Officer, or similar position with expertise in Finance, provides technical expertise and operational context.

3. DUTIES AND RESPONSIBILITIES

a) Financial Operations and Strategy

The Committee is in charge of reviewing the financial operations of the Company and matters regarding the acquisitions of or investments in companies, businesses, or projects. It endorses recommendations to the Board as deemed appropriate or approves actions within its delegated authority.

b) Review and Recommendation Mandate

The Committee shall review, advise, and recommend approval, decision, or action on financial matters, including but not limited to:

- Establishment of and changes to financial, accounting, and treasury policies.
- All major financing transactions of the Company.
- Issuance of shares and shares repurchases, valuation of shares, and other activities involving existing shares.
- The Company's corporate plans and budgets.
- Major contracts and variations thereto.
- Proposals for dividends and transfers to reserve.
- Financing guarantees, indemnities, and the mortgaging of the Company's assets.
- Any actual or potential major exception or occurrence that has, or may have, a major financial impact on the Company.

c) Investment and Subsidiary Oversight

The Committee shall provide oversight for:

- Guarantees, financial support, undertakings, and indemnities concerning investments or liabilities of subsidiary or associated companies (outside of existing general Board approvals).
- The capitalization of subsidiaries or associated companies.
- Proposed principal agreements with Government, Joint Venture and Shareholders' Agreements, Major Acquisitions, Divestment, and Property Redevelopment.

4. MEETINGS AND REPORTING

a) Meetings

The Committee shall meet as frequently as necessary to fulfill its duties, reporting its actions and recommendations to the Board of Directors at the subsequent Board meeting.

b) Authority

The Committee may seek any information it requires from employees or external parties and is authorized to obtain professional advice as needed to execute its functions.

5. EVALUATION AND AMENDMENT

The Committee shall perform such other duties as may be assigned by the Board. This Charter shall be reviewed annually to ensure alignment with the Company's Manual on Corporate Governance and prevailing SEC/PSE regulations.

6. OTHER DUTIES

The Committee shall perform such other duties and responsibilities as may be assigned by the Board of Directors or provided within the updated versions of this Finance Committee Charter.

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