



**CORPORATE GOVERNANCE COMMITTEE CHARTER  
WATERFRONT PHILIPPINES, INCORPORATED**

**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) Board Assessment**

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

**e) 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.

**f) Succession Planning**

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

**g) Disclosure and Transparency**

**i. Integrated Annual Corporate Governance Report ("I-ACGR")**

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

## **ii. Stakeholders Relations**

1. 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. CHARTER REVIEW**

The Committee shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval to ensure it continues to reflect the best interests of the Corporation and current regulatory standards.

Waterfront Philippines Inc.  
Waterfront Manila Hotel & Casino  
United Nations Avenue corner Ma. Orosa St.  
Manila 1000 Philippines  
Tel.: (63-2) 8526-1212  
Email: [corporateoffice@waterfronthotels.net](mailto:corporateoffice@waterfronthotels.net)  
Website: [www.waterfronthotels.com.ph](http://www.waterfronthotels.com.ph)  
Central Reservations: 1-800-10-937668