



**RELATED PARTY TRANSACTION COMMITTEE CHARTER
WATERFRONT PHILIPPINES, INCORPORATED**

The Related Party Transaction Committees (“RPT”) Committee is responsible for vetting and monitoring "Material" transactions between the corporation and its related parties to ensure they are conducted at arm's length and do not disadvantage minority shareholders.

1. PURPOSE

The Related Party Transactions Committee (the “RPT Committee”) is established to ensure that all Related Party Transactions (“RPTs”) are conducted on an arm’s length basis, under fair terms and in the best interest of the Company and its shareholders, and in compliance with applicable laws and regulations.

2. MEMBERSHIP

a) Composition

This Committee is 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. Should possess specific knowledge or experience in evaluating transactions, financial reporting, or internal controls.
2	Member	Board Director	Regular Director	Should have a fundamental understanding of the committee’s mandate, corporate governance, and the nature of RPTs.
3	Member	Board Director	Regular Director	Should have a fundamental understanding of the committee’s mandate, corporate governance, and the nature of RPTs.

3. DUTIES AND RESPONSIBILITIES

a) Identification and Monitoring of Related Parties

- a. Ongoing Evaluation: Continuously evaluate existing relations between businesses and counterparties to ensure all related parties are identified.
- b. Monitor and capture subsequent changes in relationships (moving from non-related to related and vice versa).
- c. Ensure that related parties, specific transactions, and relationship changes are accurately reflected in reports to the Board and regulators.

b) Evaluation of Material RPTs

- a. Evaluate material RPTs to ensure terms (price, commissions, interest, fees, etc.) are no more favorable than those offered to non-related parties under similar circumstances.
- b. Confirm that no corporate or business resources are misappropriated or misapplied.
- c. Determine potential reputational risk issues arising from proposed transactions.
- d. In every evaluation, the Committee must consider:
 - i. The nature of the relationship and the related party's interest.
 - ii. Material facts and the aggregate value of the RPT.
 - iii. The specific benefits to the corporation.
 - iv. Availability of comparable products or services from alternative sources.
 - v. Results of the company's price discovery system and due diligence regarding fair pricing.

c) Regulatory Disclosure and Conflict Management

- a. Ensure appropriate disclosures are made to regulating and supervising authorities regarding RPT exposures.
- b. Provide information on conflicts of interest—or potential conflicts—that are inconsistent with company policy or arise due to affiliations with other related parties.

d) Board Reporting

- a. Regularly report to the Board of Directors on the status and aggregate exposures to each individual related party.
- b. Maintain and report the total amount of exposures across all related parties to ensure the Board has a clear view of cumulative risk.

e) Audit and Independent Review

Ensure that all transactions with related parties, including the write-off of exposures, are subjected to a periodic independent review or audit process.

f) System Oversight and Policy

- a. Oversee the functional system for identifying, monitoring, measuring, controlling, and reporting RPTs.
- b. Conduct periodic reviews of RPT policies and procedures to ensure they remain effective and compliant with evolving regulations.

4. MEETINGS AND REPORTING

a) Frequency

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

b) Board Reporting

Report to the Board of Directors on a regular basis regarding the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties.

c) Self-Evaluation

Regularly evaluate the Committee's own performance and report findings to the Board

5. AMENDMENT

This Charter shall be reviewed and assessed by the Committee annually. Any proposed changes shall be submitted to the Board of Directors for approval.

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