RELATED PARTY TRANSACTIONS COMMITTEE CHARTER
ACESITE (PHILS.) HOTEL CORPORATION

ARTICLE I. ESTABLISHMENT AND PURPOSE

Section 1. Establishment.

The Related Party Transactions Committee (the "Committee" or "RPT Committee") is hereby established by the Board of Directors (the "Board") to assist the Board in overseeing the Corporation's related party transactions (RPTs) and ensuring that such transactions are conducted in accordance with applicable laws, regulations, corporate governance principles, and the Corporation's policies and procedures.

Section 2. Purpose.

The primary purpose of the Committee is to review and evaluate all material related party transactions of the Corporation to ensure that these are undertaken on fair, reasonable, and commercially acceptable terms and conditions, and that they are in the best interests of the Corporation and its stakeholders.

The Committee shall likewise oversee the implementation of an effective system for identifying, monitoring, measuring, controlling, and reporting related party transactions to ensure transparency, accountability, and proper management of potential conflicts of interest.

ARTICLE II. COMPOSITION AND QUALIFICATIONS

Section 1. Composition.

The Committee shall be composed of at least three (3) directors, at least two (2) of whom shall be Independent Directors, including the Chairperson.

The members of the Committee shall be appointed or designated by the Board from among its members.

Section 2. Chairperson.

The Chairperson of the Committee shall be an Independent Director designated by the Board from among the Committee members.

The Chairperson shall preside over Committee meetings, oversee the performance of the Committee's functions and responsibilities, and report the Committee's findings and recommendations to the Board.

Section 3. Term of Office.

The members of the Committee shall serve for such term as may be determined by the Board and shall continue to serve until their respective successors have been designated, unless earlier replaced or removed by the Board.

Any vacancy in the Committee shall be filled by the Board.

ARTICLE III. POWERS, FUNCTIONS AND RESPONSIBILITIES

Section 1. General Responsibilities.

The Committee shall assist the Board in reviewing and overseeing the Corporation's material related party transactions and ensuring that appropriate policies, procedures, and controls are established and implemented.

In the discharge of its functions, the Committee shall have the following duties and responsibilities:

A. Identification and Monitoring of Related Party Relationships

a. Evaluate, on an ongoing basis, existing relationships between and among businesses and counterparties to ensure that all related parties are continuously identified and that related party transactions are monitored;

b. Ensure that changes in relationships with counterparties, including changes from related to non-related and vice versa, are properly captured, documented, and reflected in the relevant reports submitted to the Board and appropriate regulatory authorities;

c. Ensure that the Corporation maintains an updated record or database of its related parties and their respective relationships with the Corporation.

B. Evaluation and Review of Related Party Transactions

a. Evaluate all material related party transactions to ensure that these are not undertaken on more favorable economic terms, such as price, commissions, interest rates, fees, tenor, and collateral requirements, in favor of related parties than similar transactions with non-related parties under comparable circumstances;

b. Ensure that no corporate or business resources of the Corporation are misappropriated or misapplied and that potential reputational risks arising from or in connection with related party transactions are properly identified and addressed;

c. In evaluating related party transactions, take into account, among others, the following:
    i. The related party's relationship with the Corporation and interest in the transaction;
    ii. The material facts of the proposed related party transaction, including the proposed aggregate value of such transaction;
    iii. The benefits to the Corporation of the proposed related party transaction;
    iv. The availability of other sources of comparable products or services; and
    v. An assessment of whether the proposed related party transaction is on terms and conditions comparable to those generally available to an unrelated party under similar circumstances.

The Committee shall ensure that the Corporation has an effective price discovery system in place and exercises due diligence in determining a fair price for related party transactions.

C. Disclosure and Management of Conflicts of Interest

a. Ensure that appropriate disclosures are made and/or information is provided to regulatory and supervising authorities concerning the Corporation's RPT exposures and policies on conflicts of interest or potential conflicts of interest;

b. Ensure that disclosures include information on the Corporation's approach to managing material conflicts of interest that are inconsistent with its policies and

conflicts that could arise as a result of the Corporation's affiliations or transactions with other related parties;

c. Review the adequacy and effectiveness of the Corporation's policies and procedures for identifying, disclosing, and managing actual, potential, or perceived conflicts of interest involving related party transactions.

D. Reporting and Monitoring of RPT Exposures

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

b. Ensure that material related party transactions and aggregate exposures are properly documented, monitored, and reported to the Board and, when required, to the appropriate regulatory authorities.

E. Independent Review and Audit

a. Ensure that transactions with related parties, including write-off of exposures, are subject to periodic independent review or audit processes;

b. Review the findings and recommendations arising from independent reviews or audits of related party transactions and recommend appropriate corrective measures to the Board and Management, as necessary.

F. RPT Policies, Procedures and Internal Controls

a. Oversee the implementation of the system for identifying, monitoring, measuring, controlling, and reporting related party transactions;

b. Conduct a periodic review of the Corporation's RPT policies and procedures to ensure their continuing adequacy, effectiveness, and consistency with applicable laws, regulations, and corporate governance requirements;

c. Recommend improvements to the Corporation's RPT policies, procedures, and internal control mechanisms to address identified deficiencies and emerging risks.

Section 2. Additional Responsibilities.

The Committee shall perform such other functions and responsibilities as may be delegated or assigned to it by the Board, provided that such functions are consistent with its purpose and applicable laws, rules, regulations, and corporate governance requirements.

ARTICLE IV. AUTHORITY OF THE COMMITTEE

Section 1. Access to Information.

The Committee shall have access to the Corporation's books, records, documents, reports, and other information necessary for the proper performance of its functions.

The Committee may require Management, corporate officers, employees, and other concerned persons to provide information, explanations, and supporting documents relating to any related party transaction under its review.

Section 2. Engagement of Independent Advisers.

The Committee may recommend to the Board the engagement of independent external advisers, consultants, or other professionals whenever necessary to assist in the evaluation of material related party transactions, subject to the approval of the Board and the Corporation's applicable policies and procedures.

Section 3. Recommendation to the Board.

The Committee shall review and evaluate material related party transactions and submit its findings and recommendations to the Board for appropriate action.

The Committee shall recommend measures to ensure that related party transactions are conducted on fair and reasonable terms and that potential conflicts of interest are appropriately addressed.

ARTICLE V. MEETINGS AND PROCEEDINGS

Section 1. Meetings.

The Committee shall meet regularly and whenever necessary to effectively discharge its functions and responsibilities.

Special meetings may be called by the Chairperson or upon the request of any Committee member whenever circumstances require immediate consideration of matters within the Committee's authority.

Section 2. Notice of Meetings.

Notice of each meeting shall be given to all Committee members within a reasonable period before the scheduled meeting, specifying the date, time, place, and matters to be considered.

Section 3. Quorum and Voting.

A majority of the members of the Committee shall constitute a quorum necessary to transact business.

All matters considered by the Committee shall be decided by the affirmative vote of a majority of the members present at a meeting where a quorum exists, unless a higher voting requirement is prescribed by applicable law, the By-Laws, or a Board resolution.

A Committee member who has an interest in a related party transaction under consideration shall disclose such interest and observe the applicable requirements concerning participation and voting.

Section 4. Attendance and Participation.

The Committee may invite the President, Chief Executive Officer, Chief Financial Officer, Compliance Officer, relevant officers, employees, external auditors, independent advisers, or other concerned persons to attend its meetings and provide information or assistance whenever necessary.

Persons invited to attend meetings who are not members of the Committee shall not have voting rights.

ARTICLE VI. REPORTING AND DOCUMENTATION

Section 1. Reporting to the Board.

The Committee shall regularly report to the Board on its activities, findings, evaluations, recommendations, and other significant matters arising from the performance of its functions.

The Committee shall promptly elevate to the Board material related party transactions, significant RPT exposures, potential conflicts of interest, and other matters requiring Board consideration or approval.

Section 2. Minutes and Records.

The Corporate Secretary or a designated Committee Secretary shall maintain the minutes of all Committee meetings and proceedings.

The minutes shall include the matters discussed, related party transactions reviewed, findings and recommendations made, resolutions adopted, disclosures of conflicts of interest, and other relevant matters.

All minutes, reports, and supporting documents relating to related party transactions shall be properly maintained as part of the official records of the Corporation.

ARTICLE VII. PERFORMANCE EVALUATION

Section 1. Annual Performance Evaluation.

The Committee shall conduct an annual review and evaluation of its performance with respect to the fulfilment of its functions and responsibilities as mandated under this Charter.

The evaluation shall include an assessment of the effectiveness of the Committee in reviewing material related party transactions, overseeing RPT exposures, and monitoring the implementation of the Corporation's RPT policies and procedures.

The results of the evaluation, including identified areas for improvement and corresponding recommendations, shall be reported to the Board.

ARTICLE VIII. AMENDMENTS AND EFFECTIVITY

Section 1. Amendments.

This Charter may be amended, modified, or supplemented by the Board whenever necessary to ensure its continuing relevance and effectiveness and consistency with applicable laws, rules, regulations, and corporate governance requirements.

Section 2. Effectivity.

This Charter shall take effect upon its approval by the Board of Directors and shall remain in force unless amended, modified, or revoked by the Board.