

**POLICY
STATEMENT**

The Company is committed to conduct business according to the highest ethical and legal standards. In line with this commitment, we encourage employees and business partners to raise concerns about any aspect of the business operation.

OBJECTIVES

1. To encourage employees, business partners and other stakeholders to report concerns involving actual or suspected violations of Company policies, its code of conduct, criminal or unlawful acts or omissions, and instances when an act or omission endangers the health and safety of the employees.
2. To provide clear procedures for reporting any actual or suspected violation of Company policies, misconduct, malpractice, irregularities or risks against the Company.
3. To protect the Whistleblower against any form of retaliation.

**SCOPE AND
COVERAGE**

1. The policy shall apply to all employees of the Company, employees of third party service providers, on the job trainees, business partners and other stakeholders of the Company, its subsidiaries and affiliates.
2. Whistleblowing refers to the act of filing a written complaint/report, by an employee, a business partner of the Company or other stakeholder who, in good faith, reasonably believes that an employee or business partner or stakeholder violated Company policies, or committed any unlawful act or omission or one that is similar to or in the nature of a corrupt practice, unethical behavior, malpractice, misconduct, irregularity or any risk affecting the Company or is aware of any irregularity or circumstances that may have an adverse effect on the Company.
3. The Whistleblowing Policy (WBP) shall include, but is not limited to complaints, reports or disclosure of information for acts involving actual or suspected violations of Company code of conduct (*i.e.* Offenses Subject to Disciplinary Actions - OSDA), Company policies, criminal or unlawful acts or omissions, and instances when an act or omission endangers the health and safety of the employees.
4. This policy shall apply to serious concerns already brought to the attention of the immediate superior, but not acted upon in accordance with the Company's standard reporting procedures.

**DEFINITION OF
TERMS**

1. Complaint – refers to the written document containing the disclosure or allegation of violation against Company policy, or any act or omission that is similar to or in the nature of a corrupt practice or unethical behavior resulting to misconduct, malpractice, irregularity or a risk affecting the Company.
2. Conflicts of Interest Committee (CICOM) – refers to the group designated by the Company tasked to receive, perform preliminary evaluation and endorsing the Complaint to the Investigation Team.
3. Investigation Team – refers to the group composed of Corporate Resources Group (CRG), Corporate Internal Audit Department (CIAD) and the General Counsel Group (GCG), designated by the Company to conduct the investigation and to provide a

report on the results thereof.

4. Reporting Channels – refer to the persons or groups listed in Appendix 2 of this policy to whom a whistleblower may report his complaint or concern.
5. Respondent – refers to the employee of the Company who is the subject of the Complaint.
6. Retaliation - refers to an act of retribution, discrimination, harassment, intimidation or adverse action by Company officers, executives, supervisors, or employees against a Whistleblower or a Witness.
7. Whistleblower – refers to an employee, business partner or other stakeholder who in good faith discloses or files the complaint.
8. Whistleblowing - refers to the act of filing a written complaint/report, by an employee, a business partner of the Company or other stakeholder who, in good faith, reasonably believes that an employee or business partner or stakeholder violated Company policies, or committed any unlawful act or omission or one that is similar to or in the nature of a corrupt practice, unethical behavior, malpractice, misconduct, irregularity or any risk affecting the Company or is aware of any irregularity or circumstances that may have an adverse effect on the Company.
9. Witness – refers to an employee, business partner or other stakeholder of the Company or any third party other than a whistleblower who has personal knowledge of the violation committed and is willing to participate or cooperate in the investigations or proceedings pertaining to a Complaint.

**GENERAL
POLICIES**

***Procedure in
Reporting and
Evaluation/
Investigation***

1. Employees, business partners and other stakeholders are encouraged to report any actual or suspected irregularity, unethical behavior, misconduct, malpractice, irregularity or a risk either verbally or in writing to any of the following officers of their choice:
 - 1.1. Immediate Superior (IS);
 - 1.2. Conflicts of Interest Committee (CICOM);
 - 1.3. Corporate Resources Group (CRG);
 - 1.4. Corporate Internal Audit Department (CIAD); and
 - 1.5. General Counsel Group (GCG)
2. Upon receipt of any report/complaint, the Reporting Channels shall:
 - 2.1. Acknowledge receipt of the report and update the informant/employee on the status and manner the report/concern is being handled;
 - 2.2. Utilize the Company’s resources from its various Groups in investigating the veracity of the report, coordinating with the relevant Groups with respect to the conduct of administrative investigations and/or the filing/prosecuting the necessary cases in relation to said report; and

- 2.3. Oversee the implementation of this Policy.
3. The Receiving Party shall refer the report to the CICOM for further investigation.
4. Further, the Conflicts of Interest Committee (CICOM) shall:
 - 4.1. Receive and conduct a preliminary evaluation and endorse the Reports to the Investigation Team for further handling, investigation or examination;
 - 4.2. Update the informant/employee on the status and manner his/her report/concern is being handled;
 - 4.3. Oversee the implementation of this policy, monitor and maintain records of the receipt, disposition and resolution of all reports/concerns and ensure the appropriate monthly reporting thereof to the Audit Committee.
5. The Investigation Team shall convene within three (3) days from receipt of an endorsement from CICOM as described above.
6. Upon endorsement, the Investigation Team shall proceed to examining and investigating the report/complaint filed.
7. The Investigation Team shall:
 - 7.1. Coordinate and collaborate with the relevant people/groups needed in conducting the investigation (including coordination with the concerned employee's immediate superior, conduct administrative investigations, etc.);
 - 7.2. Arrange for interviews with relevant witnesses or individuals;
 - 7.3. Establish the facts, obtain statements and collect evidence;
 - 7.4. Maintain records of the investigation process and ensure compliance with due process procedures;
 - 7.5. Delegate actions and elevate matters as may be necessary, including recommending the conduct of an external investigation; and
 - 7.6. Provide its recommendations to the CICOM, Audit Committee.
8. All investigations shall be conducted in accordance with applicable Company policies and in accordance with the requirements of due process.
9. The Investigation Committee shall submit an Investigation Report on its findings and recommendations to CICOM, which in turn shall ensure that the same is reported to the Audit Committee of the Company.
10. All Reports/Complaints, including the identity of the Whistleblower who reported and all the parties involved in the report shall be treated as confidential.
 - 10.1. The identity of the Whistleblower shall not be revealed without his/her consent, unless the Company is otherwise required by law to disclose the information, or if his testimony is required to further investigate or prosecute the matter.
 - 10.2. The Company shall ensure that the Whistleblower is protected from harassment,

***Confidentiality
And Malicious
Reporting***

***Retaliation and
Harassment***

retaliation, or punishment for whistleblowing, which includes, but is not limited to, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases or poor work assignments and/or threats of physical harm.

11. The right of the Whistleblower to protection under the Policy against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated. Hence, baseless, simulated, fabricated, false or malicious allegations or reports intended only to cause anger, irritation or distress, as may be determined by CICOM or the Investigation Team, shall be dealt with in accordance with pertinent Company code of conduct, policies and rules and/or applicable laws.

APPENDICES

APP 1 Responsibilities
APP 2 Reporting Channels Contact Details

EXHIBIT

EXH 1 Complaint and Disclosure Form

**POLICY
VIOLATION**

Any Violation of this policy shall be dealt with in accordance with the appropriate provision of Offenses Subject to Disciplinary Action (OSDA).

**EFFECTIVITY
CLAUSE**

This policy shall take effect upon approval and shall continue to be in full force unless superseded by new policies and guidelines.

The CICOM and Investigation Team shall formulate and finalize their respective internal rules of procedure for acting on matters and endorsements arising from this Policy. Failure of said units to finalize said rules of procedure shall not suspend the effectivity of this Policy.

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