



CHAPTER
SECTION
SUBJECT

CORPORATE GOVERNANCE
ANTI-CORRUPTION PROGRAM
CONFLICT OF INTEREST POLICY

POLICY STATEMENT

1. This Policy provides for the disclosure, review, resolution, and for the exercise of necessary oversight of conflicts of interest. This Policy also provides for the sanctions that may be applied when this Policy is violated.
2. This Policy applies to supervisory and management employees, consultants and other employees deemed covered by Management of JG Summit Holdings, Inc. and its subsidiaries and affiliates.

DEFINITION OF TERMS

1. A Conflict of Interest exists if our judgment and discretion, in the course of our employment, could be influenced or is influenced by considerations of personal gain or benefit. We must ensure that our business decisions always reflect our independent judgment and discretion, and are based on the best interests of JG Summit. We must avoid situations where our personal interest conflicts with the interests of JG Summit.
 - 1.1. Potential conflicts of interest are stated in our Code of Business Conduct.
2. Our employees that recommend, endorse, or approve the procurement / sale of goods and services should make a conscious effort to avoid any conflict of interest situation in transactions that they are involved in.
3. A conflict of interest may also occur because of the actions, employment or investments of an immediate family member. Therefore, we must consider the impact of our immediate family on our compliance with this policy. For this purpose, *“immediate family” includes our spouse, parents, children, brothers, and sisters, as well as the spouses of our children, brothers, and sisters.*

POLICIES

Orientation

1. BU HR must ensure that all new employees are oriented with the Code of Business Conduct and Conflict of Interest Policy upon their employment as part of the employee-orientation program.

Disclosure as Key Mechanism

2. Many potential conflicts of interest do not constitute actual conflicts or may be acceptable with proper oversight and safeguards. **Proper disclosure is the key mechanism to bring potential conflicts of interest to light for further evaluation, and for oversight, when necessary.**

Required Annual Disclosure

3. Supervisory and management employees and consultants are required to



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	<p>submit handwritten Self-Disclosure Forms (SDFs) to BU HR within fifteen (15) days after the end of the calendar year.</p> <p>3.1. Randomly selected supervisory employees (at least 10% of supervisors per BU/CCU) and all management employees and consultants are required to submit their respective SDFs covering the past calendar year.</p> <p>4. Conflicts of Interest Committee (CICOM) in coordination with BU HR, implements the annual disclosure activity enterprise-wide.</p>
<p><i>Disclosure as Deemed Necessary by Employee</i></p>	<p>5. At any time of the year, supervisory or management employees and consultants may submit a new SDF to BU HR if they would like to disclose new information to avoid potential conflicts of interest.</p>
<p><i>Required Disclosure from New Supervisory and Management Employees & Consultants</i></p>	<p>6. Newly-hired employees with supervisory and management positions and newly-contracted consultants are required to submit to BU HR their SDFs prior to their actual start of employment.</p>
<p><i>Required Disclosure from Employees Promoted to Supervisory and Management Positions</i></p>	<p>7. Employees promoted to supervisory and management positions are required to submit their SDFs to BU HR prior occupying their new positions.</p> <p>7.1. Employees on developmental assignment to supervisory or management positions are likewise required to submit their SDFs to BU HR prior occupying their new assignments.</p>
<p><i>Project Based Disclosure</i></p>	<p>8. As deemed necessary by the JG Chairman/CEO, JG President/COO, Company President, Group BU GM, BU GM or CCU Head or Project Head, project team members involved in a project may be required to make disclosures concerning potential conflict of interest.</p> <p>8.1. Required disclosure activities shall be coursed through BU HR.</p>
<p><i>Disclosure by Subcontractors and External Collaborators</i></p>	<p>9. As appropriate, subcontractors and other external collaborators shall also comply with this Policy unless their institution / company provides adequate assurances that they are in compliance.</p>
<p><i>SDF Accomplishment</i></p>	<p>10. The employee shall personally accomplish and submit the SDF to BU HR on or before due date.</p> <p>11. The SDF must be signed by the concerned employee.</p>
<p><i>Submission of SDFs to CICOM</i></p>	<p>12. For annual disclosures, photocopies of SDFs with disclosures (i.e., with YES responses) shall be submitted by BU HR to CICOM on or before</p>



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January 31, together with the list of employees required to submit with notations on submission and non-submission.

12.1. For other disclosures, BU HR shall submit photocopies of the SDFs to CICOM within one (1) calendar week from accomplishment.

Confidentiality of Disclosures

13. All records or information that are provided in the employee's SDF are confidential information, and subsequently filed by BU HR in employee's 201 file. Any information disclosed as required in this Policy shall be used solely for administering this policy and may not be used for any other purpose required by law.

14. Unauthorized use of disclosed information aside from administering this Policy shall be deemed unethical and shall be sanctioned following the BU's Employee Handbook (i.e., OSDA).

Non-Submission of SDF

15. Covered employees that do not submit their SDF as per Policy shall be sanctioned following the provisions of the BU's Employee Handbook.

Non-Disclosure

16. In the event of failure or intentional non-disclosure of information as required in this Policy and the Code of Business Conduct but later determined that the employee is involved in a situation of conflict of interest, the employee shall be sanctioned following the BU's Employee Handbook.

Conflicts of Interest Committee (CICOM)

17. The CICOM is a standing committee whose members are appointed by the JG Executive Committee. A quorum consists of over half of all the members.

17.1. The CICOM shall serve as an advisory body to the JG Executive Committee on conflicts of interest issues enterprise-wide, as provided in this Policy.

17.2. The CICOM will review relevant SDF information provided by BU HR and will make determinations as to the proper level of management of conflicts. As necessary, the CICOM may require additional information to be furnished by the concerned employee, Corporate Internal Audit, BU HR or concerned organizational units.

17.3. The CICOM must ensure that due process has been undertaken in a review of a conflict or potential conflict of interest situation.

18. A CICOM member shall be excused from discussion of a particular case if
 The CICOM member has a personal interest because of inter-



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CICOM Recommendation

- departmental relationships, such as collaboration with the employee whose case is under consideration; or
- The CICOM member has a fiscal interest in the case under discussion
19. CICOM recommendation shall be the unanimous vote or agreement of the quorum attending the meeting. CICOM recommendation on conflicts of interest situations may be, but not limited, to the following:
- Allow the activity to go forward without modification
 - Require some specific type of administrative oversight or management
 - Ensure withdrawal or reduction of involvement of the concerned from the activity
 - Require divestiture of relevant personal interest
 - Suspend the project activity
 - Endorse the concerned employee to proper law authorities
 - Other courses of action as deemed necessary

Disposition of Potential Conflicts of Interest

20. Decision on the course of action to be taken in situations of conflicts of interest, taking into consideration the recommendations of the CICOM, shall be made by the JG Executive Committee.

Appeal

21. Any appeal by an employee shall be directed to the CICOM who shall review the appeal and make recommendations to the JG Executive Committee. An appeal can only be made once, within fifteen (15) days from receipt of notice from the CICOM.
- 21.1. The decision on the appeal made by the JG Executive Committee is deemed final.