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Document Control

This document shall be reviewed annually by the Legal, Governance and Compliance Unit and by the Human Resources Corporate Functional Unit.

This document together with any amendments or revisions thereto will be maintained live on the Company’s website which shall be the control version.

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**1. Policy Statement and Objectives**

Pursuant to ACEN CORPORATION's (the "Company") Policy on Zero Tolerance against Bribery and Corruption, and Policy on Business Gifts and Gratuities, as provided in its Code of Conduct, the Company hereby adopts this set of Guidelines with the following objectives:

- 1.1. Ensure that all its business activities, either with the public or private sectors, are conducted in a legally compliant and ethical manner;
- 1.2. Prevent and avoid any act that might adversely affect Company's integrity and reputation; and
- 1.3. Confirm its commitment in upholding all the relevant laws relative to anti-bribery and anti-corruption in the Philippines and in other countries where the Company operates.

This set of Guidelines must be strictly observed in all transactions and dealings with the government, Company's counterparties including but not limited to its contractors, sub-contractors, service providers, suppliers, consultants, customers, shareholders, business partners, competitors, creditors or other persons that are doing, or seeking to do, business with the Company.

This set of Guidelines may be revised and amended from time to time, as may be required by any change of laws, Company rules, regulations and policies, and other circumstances. This set of Guidelines and its updates will be posted in the Company's website and will be communicated to the employees through the employees' email addresses or employee portal.

Capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the Code of Conduct, as applicable.


**2. Scope**

This set of Guidelines applies to all employees, officers and directors of the Company and of its affiliates and subsidiaries. Its application extends to the Company's contractors, sub-contractors, service providers, suppliers, consultants, or any person acting on behalf of the Company, collectively referred to as the "Covered Persons".

If the Company does not have control over a joint venture or partnership, it shall inform such joint venture or partnership of this set of Guidelines and the fact that the Company and its personnel will abide by this set of Guidelines.

The Company's Legal, Governance and Compliance Unit (LGC) together with the Human Resources Corporate Functional Unit (HRC) shall be responsible for the administration of these Guidelines.

Any uncertainty on the applicability of these Guidelines must be immediately clarified with the LGC and HRC.

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**3. Applicable Laws**

All Covered Persons must strictly comply with the provisions of the following laws and their amendments<sup>1</sup>:

- 3.1. The 1987 Philippine Constitution (Article XI - Accountability of Public Officials);
- 3.2. The Revised Penal Code (Articles 210 to 212);
- 3.3. Republic Act No. 3019 or The Anti-Graft and Corrupt Practices Act;
- 3.4. Republic Act No. 6713 or The Code of Conduct and Ethical Standards for Public Officials and Employees;
- 3.5. Republic Act No. 9485 or the Anti-Red Tape Act of 2007 (as amended by Republic Act No. 11032);
- 3.6. Batas Pambansa Bilang 881 or The Omnibus Election Code of the Philippines;
- 3.7. Republic Act No. 9160 or the Anti-Money Laundering Act of 2001;
- 3.8. Republic Act No. 7080 of the Plunder Law; and
- 3.9. Other relevant laws and regulations that may be enacted intended to prevent and/or punish bribery and corruption.

LGC shall update the above list as it deems necessary.

**4. Responsibilities**

Immediate Supervisors must ensure that employees under their supervision understand their responsibilities to comply with these guidelines. All Covered Persons must comply with these guidelines, and failure to do so may result in disciplinary action.


All Covered Persons must attend all training programs on this matter and be familiar with the significant provisions on the Code of Conduct.

There are five (5) provisions in the Code of Conduct significant to this set of Guidelines, namely:

- 4.1. *Anti-Bribery and Anti-Corruption*;
- 4.2. *Avoidance and Disclosure of Conflict-of-Interest Situation*;
- 4.3. *Business Gifts and Gratuities*;
- 4.4. *Concealing or Withholding Information*; and
- 4.5. *Whistle Blower Policy*.

*Anti-Bribery and Anti-Corruption* provides that employees should not offer, promise or give bribes to obtain, retain or facilitate business or any transaction of the Company; and not request, agree to, accept or take bribes from any person or organization. “*Bribes*” include anything of value, which may be in the form of favors, fee, commission, reward, improper gifts or contributions, or other form of advantage, financial or otherwise. Generally, “*Gratuities*” are payments made after an act is performed.

<sup>1</sup> A different set of laws will apply to countries other than the Philippines where the Company or its Affiliates operate. A supplement will be issued in this regard.

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*Avoidance and Disclosure of Conflict-of-Interest Situation* requires employees to fully disclose any pecuniary interest on any enterprise where the Company has an existing or intended transaction. A conflict of interest exists if an employee acquires financial or any other personal interest in any business or transaction divergent with, or in conflict with, an employee’s professional obligation, or where financial or other personal considerations may compromise or appear to compromise his/her judgement in the discharge of his/her official function or ability to objectively exercise and perform his/her responsibilities in the best interest of the Company.

Such personal interest may be acquired directly or indirectly through the employee’s *Family Relationship* or *Close Personal Relationship* with the business or transaction. For clarity, “*Family Relationship*” shall mean relationships between spouses or with relatives by consanguinity or affinity up to the fourth degree. “*Close Personal Relationship*” shall include close personal friendship or social and fraternal connections.

Sections 5 and 6 hereof, further provide clarity on handling of *Gifts and Gratuities*.

The *Whistle Blower Policy* encourages employees to report any perceived wrongdoing, malpractice and/or violation of the provisions of the Guidelines, the Code of Conduct or the Company’s rules and regulations and policies. Whistleblowers are protected from reprisals, harassment, or victimization for whistleblowing.

The whistleblower may send or communicate a report to the dedicated external channel identified below:

Website : <https://secure.conductwatch.com/acenspeakupsafely>  
Email : [acenspeakupsafely@tipoffs.asia](mailto:acenspeakupsafely@tipoffs.asia)


All reports shall be treated in confidence and the identity of the whistleblower will not be disclosed if the whistleblower so prefers and to the extent allowed by law or regulation

Further, employees must report to HRC or to their Immediate Superior any information that they may have about any offense which has been committed, is being committed, or is about to be committed, otherwise, they may be subjected to a disciplinary action under *Concealing or Withholding Information*.

On the other hand, for the contractors, sub-contractors, service providers, consultants, suppliers, or any person acting on behalf of the Company, it is strictly required that their officers or any of their authorized representatives must execute the Acknowledgment Form attesting that they have read and fully understood these Guidelines and that they will strictly comply with the same.

**5. Prohibitions**

All Covered Persons must refrain from any activity or dealing with any person or entity, either from public or private sector, that may cause damage or injury to the reputation and image of the Company.

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The following is a non-exclusive list of activities that should be avoided:

- 5.1. Directly or indirectly offering, giving, requesting or receiving money, gifts, facilitation payment, or anything of value for himself or herself or for any other person for the purpose of influencing decisions or gaining unfair advantage in any transaction of the Company;
- 5.2. Persuading, inducing, or influencing a public officer to perform an act constituting a violation of the law, rules, and regulations, or an offense in connection with official duties, or to grant any improper advantage in relation to the performance of official duties;
- 5.3. Misappropriating, diverting, or using Company funds or property for an employee’s own of self-benefit or for the benefit of another person;
- 5.4. Performing or neglecting to perform any function in exchange of receiving favors or benefits;
- 5.5. Engaging in any activity analogous to the foregoing that may lead to a breach of the Company’s zero-tolerance policy against bribery and corruption;
- 5.6. Engaging the services of any entity or person without going through the accreditation process of the Company subject to agreed exceptions;
- 5.7. Engaging the services of any entity or person which is or has been involved in corrupt practices;
- 5.8. Giving of commissions, bonuses or payments to contractors, sub-contractors, service providers, suppliers and consultants, which are not commensurate to the services provided;
- 5.9. Making payments made without proper paper trail or in excess of the contractual amounts;
- 5.10. Unexplained or undocumented preferences for certain contractors, sub-contractors, service providers, suppliers and consultants; and
- 5.11. Any activity that may raise suspicion of corruption.

**6. Standards**

All Covered Persons must exercise great care when interacting with public officials and private individuals and act with the highest level of integrity. They, including their *Family Relationship* or *Close Personal Relationship*, must not give or accept gifts and gratuities, or offer the same, that may conflict with the Company’s business interest. Thus, they must ensure that the gift or gratuity is:

- 6.1. Not given with any intention or expectation to influence any director, officer or employee of the Company or any member of his or her family;

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- 6.2. Not given during any stage of tender or bidding, which the Company conducts or participates in;
- 6.3. Not given on a regular basis;
- 6.4. Not given with the purpose to obtain or retain business, or any business advantage, or as a reward for the provision or retention of business or a business advantage;
- 6.5. Not in violation of any law;
- 6.6. Within the appropriate value as determined by the Company; and
- 6.7. Considered as appropriate by an independent third-party bystander acting reasonably.

Covered Persons should not accept gifts or gratuities, of any form, from Company’s contractors, sub-contractors, service providers, suppliers, consultants, customers, shareholders, business partners, competitors, creditors or from companies that are or seeking to do business with the Company, except when the gift or invitation is:


- Directly attributable to purely familial or personal relationship;
- Only of nominal value or worth less than PhP2,000.00 or such other amount that may be so determined by the Company in the future;
- Simple promotional item or part of supplier’s public relations program; or
- Part of business meetings and discussions.

When the gift does not fall under any of the above-mentioned conditions, the employee must, as much as possible politely decline the gift or gratuity or, if not practicable to decline, turn over the gift to HRC for appropriate disposition.

In no case shall any Covered Person accept any gift in the form of cash regardless of value.

Covered Persons must immediately report to the HRC any gift given or offered to them or to their *Family Relationship* or *Close Personal Relationship*, especially those that were given with the view to get favor or to influence business recommendations, proposal or decisions affecting the Company.

For proper governance and control, any exception shall be subject to approval of the Group Chief Human Resource Officer or Corporate HR Head, and of the Group Compliance Officer.

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**7. Training and Compliance**

The LGC and HRC shall conduct regular anti-bribery and anti-corruption trainings for all employees of the Company. An enhanced program shall be provided to employees who regularly interact and deal with government agencies.

Also, a training program, if deemed necessary, will be provided to customers, contractors, sub-contractors, service providers, suppliers, consultants and other third parties that the Company has any relationship with.

**8. Registry**

All gifts and gratuities offered, provided, received and even those that have been declined must be properly recorded in the Company’s Gifts Register which shall be maintained by the Head of Corporate Services.

The LGC and HRC shall develop, implement, monitor, and maintain a system of internal controls to facilitate compliance with the Guidelines.


**9. Reporting and Investigation**

Any violation of this set of Guidelines will be handled and investigated in accordance with the procedure provided in the Company’s Code of Conduct.



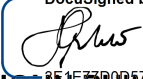
Any violation may lead to serious consequences, including disciplinary action, termination of employment in accordance with the Code of Conduct, without prejudice to the possible filing of civil and/or criminal penalties.


**10. Implementing Rules and Regulations**

Affiliate companies may adopt further guidelines peculiar to the business they are engaged in provided that the same will not contravene this set of Guidelines.

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1. APPROVALS

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**ACKNOWLEDGMENT**

I, the undersigned, acknowledge that I have read, understood, and agree to strictly comply at all times with the Guidelines on Anti-Bribery, Anti-Corruption and on Gifts and Gratuities.

Signature : \_\_\_\_\_

Employee's Name : \_\_\_\_\_

Date Signed : \_\_\_\_\_