



Anti-bribery and Anti-corruption Policy

I. Introduction

Megaworld Corporation (the "Company") has no tolerance for any form of corruption or bribery. It encourages employees to report corrupt practices, and combat, resist and stop these practices. The Company endeavors to mitigate corrupt practices such as, but not limited to, bribery, fraud, extortion, collusion, conflict of interest, and money laundering.

This document summarizes the policy of the Company in observing and upholding its position on bribery and corruption. This document is intended to be a statement of principles through which the Company seeks to prevent bribery and corruption in its business activities.

II. Scope

All employees, officers, and directors, as well as business partners and other stakeholders shall comply with this Policy.

This Policy covers all dealings and transaction in all business activities of the Company.

III. Definition of Terms

A. Corruption

Corruption is the abuse of power or position for personal gain.

B. Bribery

Refers to agreeing to giving or receiving of anything of value to influence the behavior of someone to gain improper benefit.

C. Committee

Refers to the Megaworld Ethics Committee.

IV. Governance

Any demand for or offer of a bribe must be rejected immediately and reported to the Megaworld Ethics Committee through the Human Resources Division (HRD).

The Committee shall be composed of three (3) members, each member coming from the HRD, Internal Audit Department (IAD), and Opportunity and Risk Management Department. The HRD representative shall be the chairman of this Committee.

Further, the Committee may invite a representative from the Corporate Advisory and Compliance Division (CACD) to provide legal advice as the need arises.

V. General Guidelines

A. Policy Provision

This Policy requires covered persons:

1. Not to offer or make any bribe or unauthorized payment or inducement of any kind to anyone;
2. Not to solicit business by offering any bribe or unofficial payment to customers or potential customers;
3. Not to accept any bribe or unofficial payment or inducement that would not be authorized by the Company in the ordinary course of its business activities;
4. To refuse any bribe or payment in a manner that is not open to any misunderstanding or giving rise to false expectations;
5. Not to solicit or accept gifts or entertainment from any supplier, contractor, or business partners that could raise concerns about an employee's personal integrity or the Company's integrity including all kinds of advantages not limited to gifts. However, if it is not practical to return the gift, such gift must be turned over to the Office of the President proper disposition. Employees are required to accomplish the Acceptance of Gift Disclosure Form and submitted by email to ethicscommittee@megaworldcorp.com or mail to Megaworld Ethics Committee, c/o Chairman/HR Head, 20F Alliance Global Tower, Uptown Bonifacio, Taguig City. Perishable/edible items

including food coming from business partners shall also be covered by the Acceptance of Gift Disclosure Form.

B. Reporting

Employees, business partners, and stakeholders may report bribery and corruption concerns directly to their immediate head or to the Human Resources Division through face to face discussion, emails to ethicscommittee@megaworldcorp.com or mail to Megaworld Ethics Committee, c/o Chairman / HR Head (e.g. Rafael Antonio S. Perez), 20F Alliance Global Tower, Uptown Bonifacio, Taguig City, or any communication methods available to employees.

C. Sanctions

In cases where bribery or other corruption activity is deliberately concealed or continues after it is discovered, disciplinary action may be invoked in accordance with the provisions of the Company's Code of Discipline.

D. Training

The Company shall conduct regular training and orientation for new and existing employees to ensure continuous relevance, awareness, and compliance of this Policy. Business partners and other stakeholders shall, likewise, be made aware of this Policy whenever they have dealings with the Company.

E. Monitoring

The HRD is responsible for overseeing the successful implementation of this Policy.

F. Annual Declaration

The HRD will require all employees to sign an annual declaration acknowledging that they understand their obligations under this Policy (See Annex A – Anti-bribery and Anti-corruption Policy Acknowledgment Form).

G. Policy Review

The Committee shall periodically review and assess the adequacy of this Policy for the consideration and approval of the Board of Directors.

The Company shall disseminate any and all amendments to this Policy to all employees.

VI. Effectivity

This Policy shall take effect immediately upon approval of the Company's Board of Directors and shall be posted in the Company's website upon approval.

- Signature page follows -

MEGAWORLD CORPORATION


ANDREW L. TAN
Chairman 


FRANCISCO C. CANUTO
Compliance Officer

Annex A: Anti-bribery and Anti-corruption Policy Acknowledgment Form

ACKNOWLEDGEMENT

I (print name) _____ acknowledge that I have read, understood, and agreed to comply with the Anti-Bribery & Anti-Corruption Policy.

I have not violated the provisions of this Policy as of the date hereof and I understand that non-submission, non-declaration, and any misrepresentation of information on this form may be grounds for disciplinary action.

Signature: _____

Employee Number: _____

Date: _____