



## **Conflict of Interest Policy**

### **I. Introduction**

The purpose of this Conflict of Interest Policy (the "Policy") is to protect the interests of Megaworld Corporation (the "Company") and its stakeholders. It is the policy of the Company that fair and impartial transactions are concluded for the benefit of the Company and all its stakeholders.

In the regular course of business, the Company's employees, officers, and directors have a duty and obligation to act in the best interests of the Company, and as such, they are not allowed to compete with the Company' and shall not allow dealings on behalf of the Company to be influenced by personal self-interest, family interests, and personal business interests. Further, they should not use their positions to profit or gain some benefit or advantage for themselves and/or their related interest.

This Policy should be read in conjunction with the Related Party Transactions Policy of the Company.

### **II. Scope**

This Policy applies to all employees, officers, and directors of Megaworld Corporation and its subsidiaries.

### **III. Definition of Terms**

**Conflict of Interest Disclosure form** - a document filled out by employees to disclose details about potential conflicts of interest situations in the conduct of his/her job functions;

**Committee** – Megaworld Ethics Committee;

**Conflict of interest** - this situation arises when a situation in which an employee's financial or other personal considerations may lead them to actions, transactions, and relationships that compromise their professional judgment and may place the Company at a disadvantage;

**HRD** - Human Resources Division;

**IAD** - Internal Audit Department;

**ORM** – Opportunity and Risk Management; and

**Vested interest** - refers to an employee's special interest in a project, transaction, or situation where he has the opportunity to benefit from such project, transaction, or situation.

#### **IV. Governance**

The Committee shall be composed of three (3) members, each member coming from the HRD, IAD, ORM. 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.

The HRD shall be primarily responsible in reviewing and summarizing the Conflict of Interest Disclosure Form submitted by employees whenever there are situations or instances wherein conflict of interest may arise in their personal or official dealings.

The Committee shall review declarations and decide on conflict of interest cases elevated to it by the HRD. The HRD shall provide the final response to the declarant on the decision of the Committee.

If an actual or potential conflict of interest may arise on the part of a director, he should fully and immediately disclose it and should not participate in the decision-making process.

#### **I. General Guidelines**

**A. Disclosures against possible or perceived conflict of interest, may include, but not limited to the following:**

1. Interest in businesses:

- a) Personal or business involvement with the Company's customers, contractors, suppliers and any other third parties that the Company is dealing with;
- b) Vested interest with company suppliers and customers;
- c) Business involvement or vested interests with the Company's competitors;
- d) Business transaction for the Company with family and relatives;

- e) Any business transaction that may potentially involve using one's authority for personal advantage;
- 2. Employment or engagement of services
  - a) Engagement by a supplier, contractor, business partners, or customers as a director, officer, employee or consultant;
  - b) Engagement in another occupation or holding concurrent position in a private or public sector;
- 3. Relatives / Next of kin
  - a) Disclosure should be made when a director or employee has a relative in the Company;
  - b) Next-of-kin relationship should also be disclosed when it begins to exist with another employee within the Company;
- 4. Political activity
  - a) Active involvement in any political party, including running for public office, should be disclosed and requires permission from the Company.

## **B. Reporting Requirements**

All employees are required to disclose real or potential conflicts as they arise. In case an apparent conflict of interest develops, employees are required to disclose the facts promptly to their immediate superior and to the HRD via the Conflict of Interest Disclosure form which may be accessed at the Megaworld's Employee portal. Filled up forms should be sent to the HRD through snail mail to Megaworld Ethics Committee, c/o The Chairman / HR Head (ex. Rafael Antonio S. Perez), 20F Alliance Global Tower, Uptown Bonifacio, Taguig City or via email to [ethicscommittee@megaworldcorp.com](mailto:ethicscommittee@megaworldcorp.com) and addressed to the Committee Chairman.

## **C. Sanctions**

Deliberate concealment or failure to disclose such relationships is a violation of this Policy and is subject to disciplinary actions, ranging from a written warning to dismissal, depending on the frequency, seriousness, and surrounding circumstances, consistent with the Company's Code of Discipline.

Further, activities pursued by employees, officers, and directors that clearly fall within the identified conflict of interest areas, will be a ground for dismissal 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 and awareness 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. Policy Review**

The Megaworld Ethics Committee shall periodically review and assess the adequacy of this Policy for the consideration and approval of the Audit Committee and Related Party Transactions Committee.

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

**II. 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.

*- Signature page follows -*

**MEGAWORLD CORPORATION**

  
**ANDREW L. TAM**  
Chairman

  
**FRANCISCO C. CANUTO**  
Compliance Officer

### **Conflict of Interest Disclosure Form**

All employees are required to read, acknowledge and provide the required information relevant to possible areas of conflict of interest as stated below.

I understand that I have a duty and obligation to act in the best interests of the Company and I am not allowed to compete with Megaworld Corporation and shall not allow dealings on behalf of the Company to be influenced by my personal self-interest, family interests, and personal business interests.

As such, I understand that I must disclose any personal or business relationship I may have with anyone whom I may have to transact with on behalf of Megaworld Corporation prior to such transactions.

#### **Disclosures on possible conflict of interest**

Please mark and describe as applicable or indicate "N/A" if not applicable.

<b>Please check if applicable</b>	<b>Areas of possible conflict of interest</b>	<b>Description</b>
	A. Interest in businesses	
	B. Employment or engagement of services	
	C. Relatives / next of kin	
	D. Political activity	
	E. Others	

I hereby declare that the information I have provided above is true to the best of my knowledge and I understand that any misrepresentation of information on this form may be grounds for disciplinary action.

Submitted by: _____ Signature Over Printed Name of Employee Date Signed: _____	Noted by: _____ Signature Over Printed Name of Immediate Head Date Signed: _____
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Reviewed by:

Human Resources Group	
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