

## **PRIME ORION PHILIPPINES, INC.**

### **WHISTLE-BLOWING POLICY**

#### **1. Statement of Policy**

It is the policy of the Company to achieve and maintain the highest standards of professionalism and ethical conduct in its operations, corporate reporting, and business practices. The Company upholds its core value of Integrity by striving to do things right with integrity and honesty at all times and all situations.

To this end, the Company adopts this Whistle-blowing Policy (the "Policy") to encourage directors, officers, employees, suppliers, business partners, contractors and subcontractors to come forward and report serious concerns about any suspected misconduct, malpractice, irregularity or a risk involving the Company.

This Policy is intended to assist individuals (the "Whistle-blower") to disclose information relevant to suspected misconduct, malpractice or irregularity through a formal and confidential reporting mechanism, with the assurance that the person who will raise a concern will be given fair treatment.

#### **2. General Guidelines**

##### **2.1 Concerns Covered**

Whistle-blowing matters may include but are not confined to:

- a) misuse or misappropriation of Company's assets;
- b) malpractice or fraud relating to internal controls, accounting, financial reporting, auditing and other practices;
- c) violation of policies and procedures on employee conduct;
- d) breach of legal or regulatory requirements;
- e) conflict of interest situation and/or unethical behaviour likely to prejudice the standing of the Company;
- f) any conduct that poses a serious risk to public safety, health, or the environment;
- g) any criminal offense and/or unethical or illegal conduct;
- h) any other conduct similar or related to the foregoing; and
- i) deliberate concealment of any of the foregoing

##### **2.2 Protection and Confidentiality**

The Whistle-blower will be protected from reprisals, harassment, victimization, or unwarranted disciplinary action, unfair dismissal even if the

concerns raised turned out to be unsubstantiated, as long as the report is made in good faith believing the disclosure to be true and is not made maliciously or for personal gain.

The Company reserves the right to take appropriate actions against anyone who initiates or threatens to retaliate against those who have raised concerns under this Policy.

All Reports will be treated in confidence and the identity of the Whistle-blower will not be disclosed if the Whistle-blower so prefers, unless the Whistle-blower will be required to stand as a witness in court. The Company is not accountable for maintaining anonymity where the Whistle-blower has told others of the Report or the subject concern.

### 2.3 Reporting Channels

Reports or disclosures can be made in writing or by email to any member of the Disclosure Committee composed of one representative each from Group Compliance, Group Human Resources, and Group Legal at the following contact details.

Group HR: 20/F LKG Tower, 6801 Ayala Ave., Makati City  
+632 884 1134  
esilang@primeorion.com

Group Legal: 20/F LKG Tower, 6801 Ayala Ave., Makati City  
+ 632 884 1450  
dparker@primeorion.com

Group Compliance: 16/F Pearlbank Centre, 146 Valero Street,  
Salcedo Village, Makati City  
+632 892 2826  
jlim@primeorion.com

Where a member of the Disclosure Committee is not available or is the subject of the investigation, an alternate member from Group Finance will be nominated by the two remaining members.

The report should show reasons for the concerns and full disclosure of any relevant details and supporting documentation.

The disclosure must be sent in a sealed envelope clearly marked "Strictly Private and Confidential – To Be Opened by Addressee Only" to ensure confidentiality. Reports sent through email should have passwords in order to ensure confidentiality.

## 2.4 Anonymous Allegations

Concerns reported anonymously will be considered as far as practicable and investigated appropriately subject to the gravity and credibility of the concern raised and the probability of validating the concern from reliable sources.

## 2.5 False Report

Should it be determined by the Committee that a Whistle-blower knowingly and maliciously (a) submitted a Report containing false allegations with an ulterior motive or for personal gain or (b) presented fabricated evidence, the Whistle-blower may face disciplinary or legal action (including dismissal), pursuant to the policies and procedures of the Company, where appropriate.

## 2.6 Investigation

- a) If an employee or officer is the subject of a Report, the Report shall be endorsed to the Committee for evaluation. If it is determined by the Committee that an investigation is warranted, the Committee through Group Compliance, shall discreetly conduct a fact-finding investigation. Group Compliance shall then endorse its findings to the Disclosure Committee. Upon determination by Disclosure Committee that there is reasonable ground to believe that the employee or officer (the "Respondent") is committing or has committed the concern reported or disclosed, a formal administrative investigation shall then be conducted by Group Human Resources in accordance with the Policies and Procedures on Employee Conduct.
- b) Where a member of the Disclosure Committee is the subject of a Report, said Disclosure Committee member shall not participate in the evaluation and investigation of the concern reported or disclosed.
- c) If a supplier, business partner, contractor or sub-contractor is the subject of a Report, the existing Contract between the Company and supplier, etc. shall apply.

## 3. Implementation and Review of Policy

The Disclosure Committee has the overall responsibility for implementation, monitoring, and periodic review of this policy.