

BUSINESS INTEGRITY PROGRAM

Document Information

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1. COVERAGE

All directors, officers, employees, third-party business partners, and other stakeholders of AyalaLand Logistics Holdings Corp. ("ALLHC"/the "Company") and its subsidiaries (collectively referred to as "ALLHC Group")

2. STATEMENT OF POLICY

All directors, officers, employees, third-party business partners, and other stakeholders of the ALLHC Group are expected to observe and uphold the ALLHC Group's Business Integrity Program (BIP).

3. OBJECTIVES AND SCOPE

- 3.1 As part of fostering an open environment, ALLHC created the ALLHC Group's BIP to advocate honesty and communication between the ALLHC Ethics Committee and allied enterprises.
- 3.2 ALLHC Group's BIP scope includes implementing its Whistleblowing Policy, Anti-Bribery and Corruption Policy, Vendor Audit Program, Code of Ethics, Employee Investigation Policy, and other related policies.
- 3.3 ALLHC Group can identify and rectify all unethical practices and remain a stalwart example of honest corporate governance through the program.

4. DEFINITIONS

- 4.1 **Business Integrity Channels** - refer to the whistleblowing channels that can be any of the following: (1) Website; (2) E-mail; (3) Mobile Phone; (4) Management Reporting as provided in **Section 5.2** of the Company's Whistleblowing Policy.
- 4.2 **Director** - a member of the Company's Board of Directors or any of its Subsidiaries.
- 4.3 **Officer** - those who execute organizational activities and are listed or appointed following the Company's Bylaws.
- 4.4 **Reportable Condition** - covers any of the following concerns: (1) Misconduct or Policy Violations; (2) Corruption; (3) Asset Misappropriation; (4) Financial Reporting Fraud and (5) Retaliation Complaints as provided in **Section 5.1** of the Company's Whistleblowing Policy.
- 4.5 **Subsidiary or Subsidiaries** - a corporation or a partnership or an unincorporated joint venture owned or controlled, directly or indirectly, through one or more intermediaries, by ALLHC whether by ownership of more than fifty percent (50%) of the voting stock or equity interest or by contract.

- 4.6 **Third-Party Business Partner** - refers to potential or existing suppliers of goods or services, buyer, customer, or any other business partner who has current or intended business dealings with ALLHC and its Subsidiaries.
- 4.7 **Whistleblower** - an Employee, Third-Party Business Partner, or other stakeholders who report alleged Reportable Conditions using the Business Integrity Channels.
- 4.8 **Whistleblowing Report** - refers to a complaint filed by a Whistleblower about a Reportable Condition.

5. ROLES AND RESPONSIBILITIES

The following bodies provide oversight and lead the ALLHC Group's BIP implementation.

5.1 ALLHC ETHICS COMMITTEE

- 5.1.1 The ALLHC Ethics Committee spearheads the implementation of the ALLHC Group's Business Integrity Program, which includes providing oversight on the implementation of the Business Integrity Channels and conduct of all investigations, including but not limited to employee investigations and vendor audits. It reports directly to the ALLHC Audit Committee.
- 5.1.2 ALLHC's Human Resources Head shall chair the ALLHC Ethics Committee, composed of three members: (1) the Legal Counsel, (2) the Chief Audit Executive (CAE), and (3) the Chief Finance Officer (CFO)/ Compliance Officer (CO) e.
 - 5.1.2.1 The ALLHC Human Resources Head shall ensure that all reports concerning employees' potential company policy violations, including those received through the Business Integrity Channels, and vendor audit results are processed following the defined scope of the ALLHC BIP.
 - 5.1.2.2 The ALLHC Legal Counsel shall provide the necessary legal advice.
 - 5.1.2.3 The ALLHC CAE shall aid in understanding the existing internal control design and provide advice as to the needed control improvements.
 - 5.1.2.4 The ALLHC CFO/CO shall use the final investigations reports as inputs to enhance overall governance and risk management.
- 5.1.3 The ALLHC Ethics Committee shall convene at least once every quarter to discuss, among others, the following items:
 - 5.1.3.1 Nature and status of all reports received by HR concerning employees' potential violation of the Company policies, including whistleblowing reports received via the ALLHC Business Integrity Channels as discussed in the Whistleblowing Policy;
 - 5.1.3.2 Status and final resolution of all investigations carried out by the Employee Investigation Committees as described in the Employee Investigation Policy;

5.1.3.3 Status and final resolution of Vendor Audits conducted in accordance to the Vendor Audit Program; and

5.1.3.4 Needed improvements to the ALLHC BIP policies and processes, if any.

5.1.4 ALLHC Ethics Committee shall consolidate and maintain a complete BIP Masterfile, which will record the above items. Such BIP Masterfile shall become the basis of the ALLHC Ethics Committee Chairman's biannual reporting to the ALLHC Audit Committee.

5.1.5 Reports received that do not involve employees' potential violation of the Company policies or whistleblowing reports that do not fall under any of the reportable conditions defined in Section 5 of the Whistleblowing Policy shall be excluded from the scope of the ALLHC Ethics Committee.

5.2 EMPLOYEE INVESTIGATION COMMITTEE

5.2.1 The Employee Investigation Committee ("Investigation Committee") shall be responsible for initiating, conducting, and monitoring Preliminary Investigations on cases involving employees of ALLHC Group. It is expected to exercise confidentiality and impartiality and consider previous cases and decisions.

5.2.2 The Investigation Committee shall be chaired by the ALLHC HR Head, who is also responsible for forming the committee if an investigation is warranted. Two members shall support the Chair, namely, the representatives from the Risk Management/Compliance (if one is existing, otherwise, the role is usually vested upon the company CFO) and Legal (i.e., should be a different person from the Legal Officer who is the member of the ALLHC Ethics Committee). The Chairman shall determine the need to involve resource persons such as the employee's Immediate Supervisor and Subject Matter Experts (i.e., CFOs for related financial matters; engineers/architects for related technical matters; lawyers for legal matters; DPO for data privacy matters; Internal Audit for internal control related matters, among others) from other groups or externally, if applicable.

5.2.3 The Investigation Committee shall also lead the periodic reporting of the status and final resolution of Preliminary Investigations to the ALLHC Ethics Committee .

5.2.4 The activities of the Investigation Committee shall be governed by the provisions of the company's Employee Investigation Policy.

5.3 CONSTRUCTION OR CORPORATE BIDDING COMMITTEES (BIDCOM)

5.3.1 As a subsidiary of Ayala Land, Inc. ("ALI"), ALLHC shall avail of the services of ALI's Construction or Corporate Bidding Committees.

5.3.2 Notwithstanding its defined roles and responsibilities, the BIDCOM shall act as a decision-making body for business integrity-related cases involving vendors.

5.3.3 The ALI BIDCOM shall also lead the periodic reporting of vendor audits' status and final resolution to the ALLHC Ethics Committee through ALLHC's Chief Audit Executive.

5.3.4 The ALI BIDCOM shall be guided by the provisions of the Vendor Audit Program.

6. ADMINISTRATION

The ALLHC Group's BIP administration shall consider the Whistleblowing Policy, Anti-Bribery and Corruption Policy, Insider Trading Policy, Vendor Audit Program, Related Party Transactions Policy and Employee Investigation Policy, and other related policies.

7. EFFECTIVITY OF THE POLICY

The Business Integrity Program, approved by the Board of Directors, shall be effective immediately.

Approved on 14 December 2023.


ANNA MA. MARGARITA B. DY
Chairman


FRANCIS M. MONTOJO
Compliance Officer