




CONFLICT OF INTEREST POLICY

Contents

Page

1. Coverage	1
2. Statement of policy	1
3. Policy provisions	1
4. Sanctions	4
5. Administration	4

 LOGISTICS HOLDINGS CORP. CONFLICT OF INTEREST POLICY		INITIAL ISSUE DATE DECEMBER 10, 2012
		REVISION DATE MAY 25, 2019
VERSION NO. 2	REVISION NO. 1	PAGE NO. 1 of 4

1. COVERAGE

All employees and directors

2. STATEMENT OF POLICY

Employees and directors of AyalaLand Logistics Holdings Corp. (ALLHC) and its subsidiaries are expected to promote primarily ALLHC's interests. No employee or director shall compete with ALLHC and its subsidiaries or affiliates, nor shall he or she allow business dealing on behalf of ALLHC to be influenced, and or even appear to be influenced, by personal or family interests.

Employees and directors of ALLHC and its subsidiaries are required to promptly disclose any business and family-related transactions to the company to ensure that potential conflicts of interests surfaced and brought to attention of the management.

3. POLICY PROVISIONS

3.1 DISCLOSURE

All employees and directors shall avoid conflict of interest. In case an apparent conflict of interest develops, employees shall disclose the facts promptly to their Unit Manager and the Compliance Officer, who, when appropriate, will inform the President regarding the proper action.


3.2 AREAS OF CONFLICT OF INTEREST

3.2.1 ABUSE OF AUTHORITY FOR PERSONAL ADVANTAGE

All employees and directors are to exercise sound judgment guided by the highest personal standards of honesty and integrity in all matters affecting ALLHC and its subsidiaries/affiliates. No employee or director may abuse a corporate position for personal advantage or to promote any action contrary to ALLHC's ethical standards.

3.2.2 PERSONAL OR BUSINESS INVOLVEMENT WITH ALLHC OR ITS COMPETITORS/ CUSTOMERS/ SUPPLIERS

No employee or director shall engage or continue to be engaged in business with ALLHC or any of its subsidiaries/affiliates, its competitor, customer or supplier and their subsidiaries/affiliates.

 LOGISTICS HOLDINGS CORP. CONFLICT OF INTEREST POLICY		INITIAL ISSUE DATE DECEMBER 10, 2012
		REVISION DATE MAY 25, 2019
VERSION NO. 2	REVISION NO. 1	PAGE NO. 2 of 4

Likewise, no employee who is in a position to influence ALLHC business decisions or who is privy to confidential information, or in a position to cause undue preferential treatment in favor of a broker, customer or supplier, shall accept any donation from any of the same. Borrowing of money or solicitation and/or acceptance of other favors is likewise not allowed.

Should there be situations or circumstances that appear to have conflict of interest but serving a specific business interest for the benefit of the company, prior written approval of the President must be obtained.

3.2.3 VESTED INTEREST WITH COMPANY SUPPLIERS/ COMPETITORS/ CUSTOMERS


No employee or director having any influence on ALLHC business decisions, and no member of such an employee’s immediate family, may have financial interest in a non-publicly owned enterprise if the employee deals in behalf of ALLHC with the enterprise or if that enterprise is a competitor, customer, or supplier of ALLHC or any of its subsidiaries/affiliates, without prior written approval of the President.

3.2.4 BUSINESS TRANSACTIONS FOR THE COMPANY WITH RELATIVES OR PERSONAL FRIENDS

All employees shall disclose in writing (using the Business Interest/Related Party Disclosure Form) to his/her immediate superior and Human Resource Department (HRD) any family or personal relationships they may have with anyone whom they may have to transact with on behalf of ALLHC or any of its subsidiaries/affiliates. This is in consideration of a possibility that such relationship may give rise to an appearance of influencing the employee’s judgment that could lead to recommendation or decision.

3.2.5 DISCLOSURE OF BUSINESS ACTIVITIES AND PRACTICE OF PROFESSION OUTSIDE THE COMPANY

Employees and directors shall declare their business activities outside ALLHC, regardless of the nature, using the Business Interest/Related Party Disclosure Form. Such disclosure shall be reviewed to assess whether conflict of interest exists or such business may affect the productivity of employees in performing their work responsibilities to ALLHC and/or its subsidiaries or affiliates.

 LOGISTICS HOLDINGS CORP. CONFLICT OF INTEREST POLICY		INITIAL ISSUE DATE DECEMBER 10, 2012
		REVISION DATE MAY 25, 2019
VERSION NO. 2	REVISION NO. 1	PAGE NO. 3 of 4

Executives, managerial, professional, and technical employees engaged in any non-ALLHC business shall fully disclose the relevant facts including the names of their business partners or associates. Employees and directors with professional licenses (e.g., lawyers, architects, engineers, certified public accountants, real estate brokers, professors, etc.) engaged in any non-ALLHC business shall remain confidential except when necessary to evaluate or to prevent conflict of interest or impropriety.

3.2.6 UNAUTHORIZED DISBURSEMENT OF FUNDS

No employee or director shall take or approve action resulting in incurring, or paying, the cost of anything from corporate funds if such expenditure is not authorized or reimbursable under Company policy.

3.2.7 USE OF COMPANY RESOURCES, INFORMATION AND DATA FOR PERSONAL GAIN

No employee or director shall disclose or use confidential information gained in the course of employment for personal purposes or that of a third party without prior consent of the employee's Unit Manager or the Board of Directors.

3.2.8 GIVING OUT CONFIDENTIAL INFORMATION FOR PERSONAL GAIN


No employee or director shall disclose or use any confidential information gained in the course of employment or directorship for his personal profit/advantage or advantage of any other person. The prohibition includes speculation or investments in securities.

3.2.9 ACCEPTANCE OF GIFTS AND BRIBES

All employees shall report to their Unit Managers any offer or gift of any value given to them or their immediate family member by clients or suppliers and the like. This shall be implemented in accordance with the provisions on the policy on Business Gifts and Gratuities.

3.2.10 EXERCISE OF DUE DILIGENCE

Should a situation occur not specifically provided in this policy in which a possible conflict of interest arises in relation to the preceding paragraphs, employees are expected to exercise sound judgment and disclose promptly the incident with their superior for proper disposition.

 LOGISTICS HOLDINGS CORP. CONFLICT OF INTEREST POLICY		INITIAL ISSUE DATE DECEMBER 10, 2012
		REVISION DATE MAY 25, 2019
VERSION NO. 2	REVISION NO. 1	PAGE NO. 4 of 4

3.3. Every January of each year, all ALLHC employees are required to complete the mandatory form on “Business Interest/Related Party Disclosure” (see Annex A). This is duly noted by employees’ Group Head, and submitted to the HRD which collates them in a file and monitors compliance thereof. In addition, employees are expected to perform such disclosure immediately in the event that a situation occurs in which a possible conflict of interest arises.

4. SANCTIONS

Violation of this policy, once proven and after due process may constitute grounds for termination of employment for cause in reference with the provisions of the Chart of Offenses and Penalties.

5. ADMINISTRATION

All managers and employees with responsibilities for transacting business with other firms and customers are responsible for the strict observance of this policy.

The HRD shall be primarily responsible in reviewing and summarizing the annual declaration of Business Interest/Related Party Disclosure submitted by employees as mentioned in Provision 3.3 of this Policy. The report shall likewise include the consolidated report submitted by the subsidiary companies. The same report shall be submitted to the Compliance Officer of ALLHC.

-end-

Approved By:

(Sgd.)
FRANCIS M. MONTOJO
Human Resources Department Head



BUSINESS INTEREST AND RELATED PARTY DISCLOSURE FORM

Guidelines:

- Completion of this form is mandatory for all employees of AyalaLand Logistics Holdings Corp. (ALLHC).
- Please disclose below your business or source of income other than your employment in ALLHC.
- Please indicate “not applicable” if there is nothing to report.

Name	Rank and Position	Group/Department

Business or Source of Income other than your employment in ALLHC			
Company Name	Nature of Business	Business Partner/s	% Interest
Doing Business with ALLHC? (If yes, indicate nature)			

Related Party Transactions				
Name of Family Member or Related Party	Nature of Relationship	of Company Name	Nature of Business	Nature of transaction with ALLHC and/or its subsidiaries

I hereby certify that the information provided and reported above is complete and accurate.

PRINTED NAME& SIGNATURE

DATE