



AN AFFILIATE OF AYALA LAND, INC.

7th Floor Cebu Holdings Center  
Cardinal Rosales Avenue  
Cebu Business Park, Cebu City  
Cebu 6000 Philippines

Telephone 63(32) 2315301  
facsimile 63(32) 2315300  
Website: www.cebuholdings.com

<b>POLICY TITLE</b>	<b>Chapter: RULES AND REGULATION</b>
<b><i>CONFLICT OF INTEREST</i></b>	<b>Section: 14</b>
	<b>Date Issued: December 1999</b>
	<b>Reissued on : December, 2011</b>

## COVERAGE

All senior and non-senior personnel of Cebu Holdings Inc, including its subsidiaries and affiliates.

## STATEMENT OF POLICY

This policy serves as a guide in the manner by which all employees of the Company, its subsidiaries and affiliates are to conduct themselves in going about their jobs in pursuit of the business of the Company. This policy provides the parameters by which the employees are guided in the propriety of their actions, decisions and business practices.

## POLICY PROVISIONS/PROCEDURES

### 1. DISCLOSURE

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

1.1. All disclosures or reports required in this policy from all employees involving conflict of interest situations must be done in writing addressed to their Department Head and copy furnish the HRD Manager.

1.1.1. On an annual basis, the HR and Admin. Department shall require all employees to accomplish the Disclosure Statement form (*HR Form 13*).

### 2. AREAS OF CONFLICT OF INTEREST

#### 2.1. ABUSE OF AUTHORITY FOR PERSONAL ADVANTAGE

All employees are to exercise judgment guided by the highest standards of honesty and personal integrity in all matters affecting the Company. No

employee may abuse a corporate position for personal advantage or to promote any action contrary to the Company's ethical standards.

**2.2. PERSONAL BUSINESS INVOLVEMENT WITH COMPETITORS/  
CUSTOMERS/ SUPPLIERS OF THE COMPANY**

No employee shall engage or continue to be engaged in business with a competitor, customer or supplier of the Company without the prior written approval of the President. Likewise, no employee who is in a position to influence the Company's business decision or who is privy to confidential information, or in a position to cause to undue preferential treatment in favor of a broker, customer or supplier shall borrow money or accept any donation from any of the same, without the prior written approval of the President.

**2.3. VESTED INTEREST WITH COMPANY SUPPLIERS/  
COMPETITORS/CUSTOMERS**

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

**2.4. BUSINESS TRANSACTIONS FOR THE COMPANY WITH  
RELATIVES OR PERSONAL FRIENDS**

All employees shall disclose any family or personal relationships they may have with anyone whom they may have to transact with in behalf of the Company, when such relationships may give rise to an appearance of influencing the employee's judgment that could lead to a recommendation or decision.

**2.5. DISCLOSURE OF BUSINESS ACTIVITIES OUTSIDE THE  
COMPANY AND BUSINESS ASSOCIATES**

All employees engaged in any non-CHI business shall fully disclose the relevant facts including the names of their business partners or associates. Employees with professional licenses (e.g. lawyers, architects, certified public accountants, etc.) engaged in any non-CHI business should also fully disclose relevant facts about their businesses. Such disclosure shall remain confidential except when necessary to evaluate or to prevent conflict of interest or impropriety.

**2.6. UNAUTHORIZED DISBURSEMENT OF FUNDS**

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

**2.7. USE OF COMPANY RESOURCES FOR PERSONAL GAIN**

No employee shall use the Company's facilities, material or intellectual properties and/or equipment/supplies for personal purposes or that of a third party without prior consent of the Department Head.

**2.8. GIVING OUT CONFIDENTIAL INFORMATION FOR PERSONAL GAIN**

No employee shall disclose or use any confidential information gained in the course of employment for the personal profit or advantage of the employee or if any of other persona. This prohibition includes speculation or investments in securities.

**2.9. ACCEPTANCE OF GIFTS OR BRIBES**


All employees shall report immediately to their superiors any offer or gift of any value given to them or their immediate family meant to either get favors in return or influence their recommendation or decision on certain proposals or issues affecting the Company.

3. Violation of this policy may constitute grounds for termination of employment for cause.

**ADMINISTRATION**

All Department Heads and other personnel, especially those with responsibilities for transacting business with other firms and customers are responsible for the strict observance of this policy.

By:

  
**FRANCIS O. MONERA**  
President