



WHISTLEBLOWING POLICY

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1. COVERAGE

This Whistleblowing Policy is applicable to Employees of Alviera Country Club, Inc. (ACCI), Third-Party Business Partners, and other stakeholders.

2. STATEMENT POLICY

It is of primary importance that a business, in all of its activities, must operate in full compliance with applicable laws, rules, and regulations. Therefore, all Employees must exemplify the behavior and professional demeanor consistent with such laws, rules, and regulations, as well as the Company's applicable policies and procedures. Also, Third-Party Business Partners must share and embrace the spirit of commitment to these sets of standards.

All Employees, Third-Party Business Partners, or other stakeholders are encouraged and empowered to report their concerns should they suspect or become aware of any illegal or unethical activities. This can be done through the ACCI Business Integrity Channels.

3. DEFINITIONS

ACCI – refers to Alviera Country Club, Inc.

ALI Audit and ALI Risk Committee – assists the ACCI Board of Directors in the fulfillment of its oversight responsibility relating to the accuracy of ACCI's financial statements and the soundness of its financial reporting process, the robustness of its internal control and risk management systems and processes, internal audit activities, the annual independent audit of the financial statements, and compliance with legal and regulatory matters.¹

Employee – refers to any person who works in the service of the Company under an express or implied contract of hire.²

Operator – can refer to the Third-Party Service Provider, ALI Internal Audit Division (ALI IAD), Colleagues, or Management, depending on the Reporting Channel that the Whistleblower used to file a Reportable Condition, in accordance with **Section 10.2**.

Reportable Condition – covers any of the following concerns: (1) Conflicts of Interest; (2) Misconduct or Policy Violations; (3) Theft, Fraud or Misappropriation; (4) Falsification of Documents; (5) Financial Reporting Concerns, and; (6) Retaliation Complaints.

Reporting Channel – can be any of the following: (1) Website; (2) Face-to-face meetings; (3) E-mail; (4) Chat venue and/or sites which includes but not limited to SMS, Viber, Whatsup, messenger

- Using the number (917-311-8510) to send through viber, whatsup and messenger not just words/statements but also if need be pictures as evidence.
- Chat sites can also be used to identify who is sending the message. As compared to SMS/Txt the number is not identified unless registered in the phones contact details

Respondent – the person who is the subject of the complaint in the Whistleblowing Report.



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Third-Party Business Partner – refers to a potential or existing supplier, contractor, buyer, customer, or any other business partner who has existing and/or intended business dealings with the Company and its Subsidiaries.

Third-Party Service Provider – refers to an independent company that ACCI shall engage to handle the operations of the ACCI Business Integrity Channels.

Whistleblower – an Employee, Third-Party Business Partner, or other stakeholder who tells about alleged Reportable Conditions using the ALI Business Integrity Channels.

Whistleblowing Report – refers to a complaint filed by a Whistleblower about a Reportable Condition.

4. ACCI BUSINESS INTEGRITY CHANNELS

The ACCI Business Integrity Channels are communication facilities that enable individuals to freely report fraud, violations of laws, rules and regulations, or misconduct to people of authority³ without fear of Retaliation.

The ultimate goal is to give Employees, Third-Party Business Partners and other stakeholders every possible means for coming forward, so that they report information to top management or to the Board of Directors, rather than turning to the media.⁴

The ACCI Business Integrity Channels shall be spearheaded by the ACCI Ethics Committee (the “Committee”).

5. THE COMMITTEE

The Committee shall be chaired by the ACCI Human Resources Division (“ACCI HRD”) in coordination with ALI HRD, and will be composed of the ALI Internal Audit Division (“ALI IAD”), ALI Risk Management Division (“ALI RMD”), and Ayala Group Legal (“AG Legal”).

The Committee shall investigate Whistleblowing Reports through ALI IAD. AG Legal, as the Committee’s prosecution arm, shall coordinate with ALI IAD. It shall provide legal advice to aid the Committee during the investigation process.

ACCI HRD, as the administrator of justice, shall ensure that the decisions made by the Committee on every investigation are enforced. It shall coordinate with AG Legal.

The Compliance Officer and ALI RMD shall use final reports of investigations as inputs during their implementation of improvements in ALI’s control processes.

The Committee shall report to ALI Audit and Risk Committee in accordance with the provisions of **Section 10.10.2**.

6. SCOPE

6.1. Reportable Conditions

The ACCI Business Integrity Channels shall receive all reports from Whistleblowers about the following:

a. Conflicts of Interest

Conflicts of interest, subject to the Company and its Subsidiaries' policies, may refer to situations which may impair the objectivity of a person because of the possible incompatibility of the person's self-interest and professional or public interest (e.g., inappropriate relations or questionable transactions with clients or suppliers, misuse of client/company information, etc.).

b. Misconduct or Policy Violations

Misconduct or policy violations refer to acts that violate moral or civil law, Code of Ethics, policies of the Company/Subsidiary, and/or contractual agreements (e.g., violation of Code of Ethics, control overrides, acting under false/insufficient authority, etc.).

c. Theft, Fraud, or Misappropriation

Theft, fraud, or misappropriation refers to fraudulent appropriation of funds or properties entrusted to the Employee's care but actually owned by the employer or someone else in the organization (e.g., stealing, misappropriation of funds, false representation, etc.).

d. Falsification of Documents

Falsification of documents refers to counterfeiting, forging, falsifying or making fraudulent changes to any document (e.g., forgery, alteration, tampering, etc.).

e. Financial Reporting Concerns

Financial Reporting Concerns refer to deliberate misstatements in recording and/or reporting business transactions or result of operations (e.g., incorrect recording of financial transactions, irregularities in application of accounting standards, misleading reports, etc.).

f. Retaliation Complaints

Retaliation complaints are those filed by a Whistleblower due to any undesirable action taken against him — and in direct response to the Whistleblowing — because he reported wrongdoing (e.g., job harassment, ostracism, unemployment, threat to security, etc.).

Any concern not relating to the above conditions shall be filed with the appropriate unit designated by ACCI.

6.2. Reporting Channels

The following are dedicated reporting channels which the Whistleblower can use to file any Reportable Condition:

Reporting Channel	Operator
Text Message	(0917) 311 8510
Website	https://services.punongbayan-araullo.com/extdata/proactive.nsf/goto/aligroup
Face-to-face Meetings	Meeting with any manager for Internal Audit, Legal, HR or any other employees of ACCI at the option of the whistleblower
Email	myreport@ayalaland.com.ph



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Telephone	(02) 988-2208
Fax	(02) 886-5506 local 208
Mail	Makati City PO Box Number 1375 Attention to: ALI Business Integrity Channel

6.3. Anonymous Reporting

The ACCI Business Integrity Channels shall accept reports made anonymously. The Whistleblower who files a report may choose to provide a manner by which he can be contacted without jeopardizing his anonymity. Such means shall include, but is not limited to using an e-mail address, a prepaid mobile number, etc.

If the Whistleblower chooses to identify himself, the recipient of the report from any of the Reporting Channels shall ask the Whistleblower if he is willing to be identified in the course of the investigation.

6.4. Withdrawal of Report by the Whistleblower

In the event that the Whistleblower withdraws his report, the investigation shall continue provided that the evidence gathered is sufficient in accordance with the provisions of **Section 10.3**.

6.5. Resignation of the Respondent Pending Completion of the Investigation

In the event that the Respondent resigns prior to the final resolution of the case, the investigation shall still continue provided that the evidence gathered is sufficient in accordance with the provisions of **Section 10.3**.

7. CONFIDENTIALITY

The Operators and the Committee shall ensure confidentiality of information. It shall treat all reports, including the identity of the Whistleblower and the Respondent, in a confidential and sensitive manner. The identity of the Whistleblower will be kept confidential, unless compelled by law to be revealed.

8. PROTECTION OF A WHISTLEBLOWER AGAINST RETALIATION

By reporting through any of the ACCI Business Integrity Channels, a Whistleblower is protected from any Retaliation against him, provided that the report is made in good faith.

Cases of Retaliation against any Whistleblower may be reported through any of the ACCI Business Integrity Channels.

The Retaliation Complaint shall be dealt with in accordance with this Policy, or other relevant Company policies and procedures, and any applicable laws.

9. UNTRUE ALLEGATIONS

If a Whistleblower makes allegations that are determined to be fabricated or malicious and persists in making them, a possible disciplinary or legal action may be taken against him, subject to relevant Company policies and procedures, and any applicable laws.

10. SPECIFIC PROCEDURES ON HANDLING WHISTLEBLOWING REPORTS

10.1. Submission/Receipt of Reports

Any report must be made through the appropriate reporting channels referred to in **Section 6.2**. The Whistleblower may choose to identify himself or remain anonymous, in accordance with **Section 6.3**.

In submitting a report, the Whistleblower shall disclose his relationship with the Company (e.g., Employee, Customer, Supplier, Concerned Citizen, Other). In addition, the Whistleblower shall state if the information has been reported to anyone outside the Company and provide details if it was. To support his report, the Whistleblower shall provide any information and any files or evidence (e.g., pictures, documents, etc.) that he thinks are relevant for the report.

10.2. Handling Initial Receipt of Whistleblowing Reports

The following Operators will handle initial receipt of Whistleblowing Reports from the different reporting channels:

Reporting Channel	Operator
Text Message	(0917) 311 8510
Website	https://services.punongbayan-araullo.com/extdata/proactive.nsf/goto/aligroup
Face-to-face Meetings	Meeting with any manager for Internal Audit, Legal, HR or any other employees of ALI at the option of the whistleblower
Email	myreport@ayalaland.com.ph
Telephone	(02) 988-2208
Fax	(02) 886-5506 local 208
Mail	Makati City PO Box Number 1375 Attention to: ALI Business Integrity Channel

It is the responsibility of the Operator of face-to-face meetings to refer and fully disclose the Whistleblowing Report to ALI IAD. The Operator of a face-to-face meeting shall ask the Whistleblower if he is willing to sign the transcript of discussions between them.

10.3. Preliminary Evaluation of Whistleblowing Reports

The Operator shall evaluate whether the information provided by the Whistleblower is sufficient and within scope.

The information in a report, whether anonymously filed or not, shall be considered sufficient if:

- The Respondent is identified by his full name and position, and;
- Charges are specified, including the relevant and material facts (e.g., nature of the incident, time and places of the incident, persons involved, evidence, if any, and other important matters necessary to establish a case);

In case of insufficient information, the Operator shall notify the Whistleblower, if he is identified or can be communicated with in accordance with **Section 6.3 paragraph 1**, about such insufficiency. If the Whistleblower fails to provide additional information, the Operator may recommend to close the case and not take further action.

10.4. Logging of Whistleblowing Reports in the Website

All Whistleblowing Reports shall be logged in the Website identified in **Section 6.2**. Whistleblowing Reports made through other channels (i.e., e-mail, mail, telephone, fax) shall be logged directly by the Third-Party Service Provider in the Website. For reports received through face-to-face meetings, it is the responsibility of ALI IAD to log in the Website all reports it received directly and those referred to it by other Operators as discussed in **Section 10.2**.

10.5. Communicating with Whistleblowers

A unique Ticket Number and link shall be generated by the Website per report logged. Such Ticket Number and link can be used by a Whistleblower to see the status of his report (e.g., Open/no actions taken yet, under investigation/corrective action being done, closed).

10.6. Submission of Reports to the Committee

The Operator shall inform the ALI IAD:

- Whistleblowing Reports that can be escalated to the Committee based on sufficiency and scope, and;
- Whistleblowing Reports that are recommended to be Closed, including the justification

ALI IAD shall profile all Whistleblowing Reports received and recommend the appropriate Investigating Unit to conduct the Preliminary Investigation. Reporting to the Committee shall be done in a reasonable period, depending on the nature and urgency of the Whistleblowing Reports received.

10.7. Preliminary Investigation

ALI IAD shall conduct Preliminary Investigation in a discreet manner and in accordance with existing laws, rules, and regulations, applicable policies and procedures of the Company and its Subsidiaries. During the preliminary investigation, ALI IAD shall search for evidence or probable cause that would support the case against the Respondent.

Nevertheless, the Committee may assign any of its members or any other Investigating Committees existing in the Group (e.g., Ombudsman for seller's complaints against co-sellers, Sales Ethics Committee for complaints of clients against sellers, Subsidiary HRD for Subsidiary Employees, etc.) the task of further investigating the reports escalated to them. Such classifications may depend on the nature of the report.

In the event that a report involves an Employee who is a member of the Committee or his/her subordinate, the said member shall not be allowed to directly handle the investigation in order to avoid the appearance of bias and conflict of interest.

10.8. Full Investigation

After the investigation has been completed, and the report is substantiated, the Committee shall inform the Respondent's Company HRD about the report for appropriate action. The Respondent's Company HRD shall coordinate with the Committee in conducting full investigation in accordance with applicable Company policies and procedures.



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10.9. Reporting

The Respondent's Company HRD and other Investigating Committees shall provide the Committee a report of the findings and resolution of the case.

Upon approval of the final resolution, the case records, including the Ticket Number in the Website, shall be closed and the Whistleblower shall be notified of the update.

10.10. Monitoring

10.10.1. Visibility of Reports

ALI IAD shall have visibility of reports from all channels, as long as they have been entered into the Website by the Whistleblower, or by the Operator itself. In order to ensure that reports from such channels are not overlooked or mishandled, dual dissemination shall be employed. Every time a Ticket is generated by the Website, an e-mail notification shall be sent to ALI IAD Manager and ALI's Chief Audit Executive as Primary and Secondary recipients, respectively.

10.10.2. Quarterly Reporting to the ALI Audit and Risk Committee

ALI IAD shall maintain a log of all reports received and shall submit a quarterly report to the ALI Audit and Risk Committee on:

- All reports received;
- Status of outstanding reports, and;
- Final resolution of reports.

10.10.3. Archiving

ALI IAD shall log and maintain a case file for each of the reports. ACCI HRD shall maintain a copy of the final resolution of each case. Those cases entailing disciplinary actions must be filed in the 201 Files of the Respondents.

Reports, including case files shall be retained in accordance with the archiving policies of the Company and its Subsidiaries.

11. RESOLUTION PERIOD

All cases within the scope of the ACCI Business Integrity Channels must be resolved within a reasonable time as determined by the Company and its Subsidiaries from the time all relevant documents have been obtained.

12. Document History

Revision Level	Reason for Revision	Description of Change	Effective Date
00		First release	February 18, 2020



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13. Review and Approval

Prepared by

Approved by

Human Resource
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Leonard H. Grape
GENERAL MANAGER

Date :

Date :