

 AyalaLand	MANUAL OF PERSONNEL POLICIES	
POLICY TITLE:	EMPLOYEE RELATIONS	
CONFLICT OF INTEREST	CHAPTER 4 Section 16	ER 16
	DATE ISSUED:	January 1, 1998
	DATE REVISED:	October 1, 2015

1. COVERAGE

All employees

2. STATEMENT OF POLICY

ALI employees are expected to promote primarily the Company's interests. No employee shall compete with ALI, nor shall he or she allow business dealing on behalf of ALI to be influenced, and or even appear to be influenced, by personal or family interests.

ALI employees are required to promptly disclose any business and family-related transactions to the company to ensure that potential conflicts of interest are surfaced and brought to the attention of the management.

3. POLICY PROVISIONS

3.1. DISCLOSURE

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

All disclosure or reports required in this policy from all employees involving conflict of interest situations must be done in writing addressed to their Unit Manager and copy furnished the Employee Relations Manager.

3.2. AREAS OF CONFLICT OF INTEREST

3.2.1. ABUSE OF AUTHORITY FOR PERSONAL ADVANTAGE

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



3.2.2. PERSONAL OR BUSINESS INVOLVEMENT WITH ALI OR ITS COMPETITORS/ CUSTOMERS/ SUPPLIERS

No employee shall engage or continue to be engaged in business with ALI or any of its subsidiaries/affiliates, its competitor, customer, or supplier and their subsidiaries/affiliates. Likewise, no employee who is in a position to influence ALI 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, written approval of the Business Head must be obtained.

3.2.3. VESTED INTEREST WITH COMPANY SUPPLIERS/ COMPETITORS/CUSTOMERS

No employee having any influence on ALI 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 ALI with the enterprise or if that enterprise is a competitor, customer, or supplier of ALI 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 immediate superior and HRD any family or personal relationships they may have with anyone whom they may have to transact with on behalf of ALI 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 a recommendation or decision.



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

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

Executives, managerial, professional, and technical employees engaged in any non-ALI business shall fully disclose the relevant facts including the names of their business partners or associates. Employees with professional licenses (e.g., lawyers, architects, engineers, certified public accountants, real estate brokers, professors, etc.) engaged in any non-ALI business shall 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.

3.2.6. 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 reimbursable under Company policy.

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

No employee 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 his Unit Manager.

3.2.8. 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 any other person. The prohibition includes speculation or investments in securities.



3.2.9. ACCEPTANCE OF GIFTS OR BRIBES

All employees shall report to their immediate supervisors 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. Failure of the employee to comply may result to possible disciplinary sanction after due process.

- 3.3.** Every January of each year, all ALI employees are required to complete the mandatory form on "Business Interest/Related Party Disclosure." This is duly noted by employees' SBU or Group Head, and submitted to the Human Resources Group which collates them in 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. SANCTION

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 ALI Human Resources Division 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 Chief Compliance Officer of Ayala Land, Inc.

AYALA LAND, INC.

By:



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Group Head

Human Resources and Public Affairs