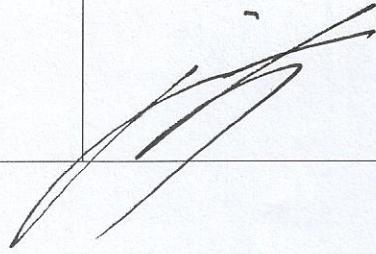


 <b>INVESTMENTS</b> <b>CORPORATION</b>	<b>POLICIES AND PROCEDURES</b>			
	<b>ANTI-BRIBERY AND ANTI-CORRUPTION POLICY</b>			
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### Document Approval

Version	Name and Position	Signature	Date
1.0	Prepared by:  Noel T. Ang		
	Reviewed by:  Wellington Palmero		
	Approved by:  Frederic DyBuncio		

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## 1. POLICY STATEMENT

SM Investments Corporation (SMIC) is committed to conducting business in an ethical and honest manner, and is committed to implementing and enforcing systems that ensure bribery is prevented. We are committed to acting professionally, fairly, and with integrity in all business dealings and relationships.

## 2. OBJECTIVES

- 2.1 This anti-bribery policy exists to set out the responsibilities of SMIC and those who work for us in regards to observing and upholding our position on zero tolerance on bribery and corruption.
- 2.2 It also exists to act as a source of information and guidance for those working for SMIC. It helps them recognize and deal with bribery and corruption issues, as well as understand their responsibilities.

## 3. COVERAGE

This policy applies to all employees (whether probationary or regular), consultants, contractors, trainees, agency staff, agents, sponsors, or any other person or persons associated with us, or any of our subsidiaries or their employees. The policy also applies to Officers and Board members.

## 4. DEFINITION OF BRIBERY

- 4.1 Bribery refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decision.
- 4.2 A bribe refers to any inducement, reward, or object/item of value offered to another individual in order to gain commercial, contractual, regulatory, or personal advantage.
- 4.3 Bribery is not limited to the act of offering a bribe. If an individual is on the receiving end of a bribe and they accept it, they are also breaking the law.

## 5. GUIDELINES

This section of the policy refers to 2 areas:

- Gifts and hospitality.
- Kickbacks

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### Gifts and Hospitality

Please refer to a separate *Policy and Guidelines on Gifts and Entertainment* in the Company's website.

### Kickbacks

SMIC does not allow kickbacks to be made or accepted. We recognize that kickbacks are typically made in exchange for a business favor or advantage.

## **6. EMPLOYEE RESPONSIBILITIES**

- 6.1 All employees must ensure that they have read, understood, and complied with the information contained within this policy.
- 6.2 All employees and those under our control are equally responsible for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this policy.
- 6.3 If there is any reason to believe or suspect that an instance of bribery or corruption has occurred or will occur in the future that breaches this policy, the employee must notify the Compliance Officer.
- 6.4 If any employee breaches this policy, they will face disciplinary action and could face dismissal for gross misconduct.

## **7. RAISE A CONCERN AND PROTECTION**

- 7.1 If there is any suspect that there is an instance of bribery or corrupt activities occurring in relation to SMIC, the employees are encouraged to raise their concerns at as early a stage as possible. If there is uncertainty about whether a certain action or behavior can be considered bribery or corruption, the employee shall speak to his Immediate Superior, the Compliance Officer or the Head of Human Resource Department or Legal.
- 7.2 SMIC will orient all employees with its whistleblowing procedures so employees can vocalize their concerns swiftly and confidentially. Please refer to a separate *Policy on Whistleblowing* in the Company Website.
- 7.3 The Company will support anyone who raises concerns in good faith under this policy, even if investigation finds that they were mistaken.

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- 7.4 SMIC will ensure that no one suffers any detrimental treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a concern relating to potential act of bribery or corruption.
- 7.5 Detrimental treatment refers to dismissal, disciplinary action, treats, or unfavorable treatment in relation to the concern the individual raised.

## **8. TRAINING AND COMMUNICATION AND RECORD KEEPING**

- 8.1 SMIC will provide training on this policy as part of the induction process for all new employees.
- 8.2 SMIC's anti-bribery and corruption policy and zero-tolerance attitude will be clearly communicated to all suppliers, contractors, business partners, and any third parties at the outset of business relations, and as appropriate thereafter.
- 8.3 SMIC will provide relevant anti-bribery and corruption training to employees etc. where we feel their knowledge of how to comply with this policy needs to be enhanced. As good practice, all businesses should provide their employees with antibribery training where there is a potential risk of facing bribery or corruption during work activities.

## **9. MONITORING AND REVIEWING**

- 9.1 SMIC's Compliance Officer, together with the HR Department is responsible for monitoring the effectiveness of this policy and will review the implementation of it on a regular basis. They will assess its suitability, adequacy, and effectiveness.
- 9.2 Internal control systems and procedures designed to prevent bribery and corruption are subject to regular audits to ensure that they are effective in practice.