




Corporate Governance

CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS


Version 3.0
February 27, 2023

SENSITIVITY CLASSIFICATION: [Confidential]

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 2 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

Revision History

Revision Number	Revision Date	Nature of Revision	Approved By
0	September 12, 2012	Initial Release- Suppliers' Business Conduct (SBC) Policy	Board of Directors
1	May 31, 2016	Amended SBC Policy	Board of Directors
2	February 27, 2023	Code of Business Conduct and Ethics for Vendors	Board of Directors

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 3 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

Approval Sheet

We have reviewed the contents of this document described as **Code of Business Conduct and Ethics for Vendors** and hereby approve its implementation effective February 27, 2023.

Reviewed by:

Sgd. ATTY. RAY C. ESPINOSA
President and CEO

Endorsed by NOMINATION AND GOVERNANCE COMMITTEE:

Sgd. Mr. PEDRO EMILIO O. ROXAS
Chairman


Approved by BOARD OF DIRECTORS:

Sgd. Mr. MANUEL V. PANGILINAN
Chairman

Prepared by:

Corporate Governance Office

Supply Chain Management

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 4 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

1. Policy Statement


- 1.1 Manila Electric Company ("MERALCO" or the "Company") promotes a culture of good corporate governance and upholds the fundamental principles of fairness, accountability, integrity, transparency, and honesty in the conduct of its business. Accordingly, the Company enjoins all its Directors, Officers, and Employees to observe the highest degree of business conduct and ethics and adhere to the Code of Business Conduct and Ethics ("Code") when performing their respective duties and responsibilities to the Company and in their relationships among themselves, or with the Company's customers, suppliers, business partners, competitors, government, regulators, creditors, stockholders and the general public.
- 1.2 Consistent with this, the Company necessarily expects its Vendors to commit to high standards of business conduct and ethics in their transactions with the Company, its Directors, Officers, and Employees as well as with its Consultants, other Vendors and Third-Party Business Partners. Aptly, the Company shall only engage the services of Vendors who shall adhere to the governance policies and ethical principles espoused by the Company including those embodied in this Code of Business Conduct and Ethics for Vendors ("Code").
- 1.3 This Code, however, neither confers rights to any vendor nor imposes any obligations to the Company.

2. Scope


- 2.1 This Code shall serve as a general guide to acceptable and appropriate conduct and behavior expected from Vendors of the Company and does not purport to .
- 2.2 The term "Vendors" shall be used in its generic sense and shall include suppliers and vendors providing services and goods to the Company, consultants, advisors, financial institutions, and any person or institution who has potential or existing business transactions with the Company.

3. Definition of Terms

- 3.1 Affiliated Party – any person, natural or juridical, other than the Company, with which a director, employee, or officer of the Company has a financial, professional or personal relationship or interest. This includes, among others:


 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 5 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

- 3.1.1 Relatives as defined in this Code;
 - 3.1.2 Corporations or firms other than the Company where a Director, Officer, Employee and/or his relative holds a position as director, officer, executive, employee or consultant;
 - 3.1.3 Corporations, other than the Company, owned by the Directors, Officers, or Employees of the Company, or their relatives, which hold, either singly or collectively, more than ten percent (10%) of the subscribed capital or equity of such corporations.
 - 3.1.4 Partnerships in which a Director, Officer, Employee or an Affiliated Party is a partner; Co-ownership wherein a Director, Officer, Employee, or his affiliated Party is a part owner of the property sold, assigned or leased to the Company; and
 - 3.1.5 Relationship by reason of wedding, baptismal or sponsorship (i.e. the godparents; goddaughter; godson; or "*kumpare/kumare*") of the Employee or of his spouse or children.
- 3.2 Company premises – all landholdings, buildings and all other properties owned by or rented by the Company. It also covers the working area occupied by employees assigned on the field including Company vehicles.
- 3.3 Consultants – includes professional consultants, advisors, firms, partnerships, counsels, or such other professional entities or individuals rendering professional or specialized expert services to the Company as well as advisors of the Company who may be appointed by the Board of Directors or management.
- 3.4 Confidential Information – all non-public information that might be useful to competitors or harmful to the Company or its customers if disclosed. This includes but is not limited to business plans, products, technical data, specifications, documentation, rules and procedures, contracts, presentations, know-how, product plans, business methods, product functionality, services, data (including customer and employee data), markets, competitive analysis, databases, formats, methodologies, applications, developments, inventions, processes, payment, delivery and inspection procedures, designs, drawings, algorithms, formulas, or information related to engineering, marketing, or finance and any other information that may be reasonably construed as confidential to the Company.
- 3.5 Conflict of Interest Situation – situation where financial or business interest, professional, or other personal considerations or interests may influence, jeopardize or compromise, or have the appearance, tendency or propensity of influencing, jeopardizing or compromising, the ability of directors, officers or

	MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 6 of 20
POLICY: POL-RCR-CGO-2022-01		CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

employees to effectively and impartially or objectively exercise independent judgment in the performance of their duties, responsibilities or professional activities in the Company.

- 3.6** Gifts – may be a right or thing of value, like cash or cash equivalent, loan, fee, reward, commission, allowance, employment, travel and benefits. The following are examples of gifts referred to on this document:
- 3.6.1** Entertainment – any form of hospitality such as meals for Directors, Officers, Employees, or Consultants given by Third-Party Business Partners. It also covers spectator and participative activities (i.e., parties, shows, concert, golf, fishing, and other similar activities).
 - 3.6.2** Expensive Gifts – gifts with equivalent money value or market price above the nominal value.
 - 3.6.3** Perishable Gift – items such as food, flowers or other similar items subject to decay, spoilage and expiration within a month.
 - 3.6.4** Non-perishable Gift – includes non-food or non-beverage item, as well as any food or beverage that does not fall under the scope of perishable gifts, such as, but not limited to, gift baskets with bottled/preserved food, packed biscuits/cookies, canned goods or liquor.
 - 3.6.5** Personal Gift – gifts solicited or received from friends, relatives, co-employees and entities with no existing or expected transactions with the receiver and are not considered Third-Party Business Partners of the Company.
 - 3.6.6** Sponsored Travel – any travel, accommodation and/or attendance/participation in conferences, conventions, seminar, trainings, international or domestic, whether for personal or business purposes, the costs of which are fully or partially paid for by Third-Party Business Partners.
 - 3.6.7** Token Gifts – gifts of nominal value (regardless of whether it is perishable or non-perishable).
- 3.7** Material Information – information that a reasonable investor would consider important in making an investment decision.
- 3.8** Relatives – persons related up to the fourth (4th) degree, by consanguinity, affinity or legal adoption, including the spouse, parents, children (and their spouses) siblings, (and their spouses), nieces and nephews (limited to children of brothers or sisters) [and their spouses], grandparents, and aunts and uncles (limited to sisters or brothers of parents); and the common-law spouse and/or his relatives of up to the 4th degree, by consanguinity, affinity or legal adoption.

	MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 7 of 20
POLICY: POL-RCR-CGO-2022-01		CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

- 3.9 Third-Party Business Partners – individuals, entities, organizations and/or their representatives, including MERALCO subsidiaries or affiliates, that have existing and/or intended business dealings with the Company. This shall include but not limited to prospective or existing suppliers, contractors, buyers, government agencies, content providers, media, agencies, dealers, customers, or all other business partners who are or may be similarly situated.
- 3.10 Vendors – Third-Party Business Partners who/which provide the needed goods or services to the Company including Consultants.
- 3.11 Weapon – firearm, ammunition, explosive, or any other device or object that can be used to cause physical injuries or death to persons and/or damage to property.

4. Principles

All the decisions, actions and interactions of Vendors with MERALCO Directors, Officers and Employees as well as with its Consultants, other Vendors and Third-Party Business Partners must, at all times, be consistent with the following governance principles:


- 4.1 Fairness— uphold the value of justice and fair play
- 4.2 Accountability— taking full responsibility for all business decisions, actions/inactions, and conduct;
- 4.3 Integrity— act righteously, morally and legally
- 4.4 Transparency— promote openness when engaging or communicating with stakeholders
- 4.5 Honesty— uphold the value of truthfulness

5. Standards

5.1 Environment, Safety, and Health

5.1.1 Occupational, Health and Safety

- 5.1.1.1 Vendors shall perform their company-related work in a safe manner, free from the influence of alcohol, illegal drugs or controlled substance. Vendors shall assist and encourage others to work safely.

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 8 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	


5.1.1.2 Vendors shall at all times ensure compliance with all applicable environmental and workplace safety and health rules and regulations, by:

- 5.1.1.2.1 Immediately reporting to the Company business contact person/ organization such as Meralco Contracting Office and Supply Chain Management-Vendor Relationship Management (SCM-VRM) all accidents, occupational injuries and illnesses, and any unsafe equipment, practices or conditions that it cannot conditionally correct.
- 5.1.1.2.2 Being mentally and physically fit to perform the services expected of them.
- 5.1.1.2.3 Not committing and tolerating any kind of violence and other illegal acts.
- 5.1.1.2.4 Prohibiting the entry, carriage, possession, storage, or use of any type of weapon such as firearm, ammunition, explosive, or any other device or object that can be used to cause physical injuries or death to persons and/or damage to property, and prohibited drugs, or controlled substances within Company premises or Company-assigned work areas.

5.1.2 Sustainability

Vendors shall endeavor to commit to sustainability standards and principles adhered to by the Company, as well as to implement and embed sustainable business practices and strategies in its operations. Accordingly, Vendors shall conduct their businesses in an environmentally-responsible manner and comply fully with all the applicable environmental laws and regulations.

- 5.1.2.1 Vendors shall endeavor to commit to a ban on Single-Use Plastic Products by implementing sustainable packaging strategies, use of eco-friendly packaging supplies and processes, and raise awareness to use renewable or recyclable materials as substitutes to single-use plastics.
- 5.1.2.2 Vendors shall commit to incorporate environmental responsibility into their business operations by developing energy and water efficiency, as well as waste management programs.

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 9 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

5.1.3 Emergency Prevention, Preparedness, and Response

5.1.3.1 Whenever applicable, Vendors shall anticipate, identify, and assess emergency situations and events and minimize their impact by implementing emergency plans and response procedures, including emergency reporting, worker notification and evacuation procedures, worker training and drills, appropriate first-aid supplies, appropriate fire detection and suppression equipment, adequate exit facilities, and recovery plans.

5.1.3.2 Vendors that support the Company's real-time operation and financial functions shall have its Business Continuity plans in advance and regularly tested to sustain the supply and/or delivery of its services despite the occurrence of an emergency, crisis situation, natural disaster or security related event. Vendors may be asked to provide the Company with copies of their plans, exercise and training records.

5.2 Business Ethics


5.2.1 Anti-bribery and Corruption

5.2.1.1 Vendors shall not take part in an illegal or unethical collusion or any other arrangement or agreement with any MERALCO Director, Officer, Employee, or Consultant, or with Third-Party Business Partners.

5.2.1.2 Vendors shall not engage in corporate gift-giving to public and private individuals or entities when it constitutes bribery or corruption. Vendors shall not offer, accept, promise, pay, permit or authorize bribes and kickbacks, which include giving gifts to the Company's directors, officers, employees or consultants or other means to obtain an undue or improper advantage. Corruption, extortion and embezzlement, in any form or manner, are strictly prohibited.

5.2.1.3 Vendors shall comply at all times with all applicable anti-bribery and anti-corruption laws, policies and regulations including the Anti-Bribery and Corruption Policy of the Company.

5.2.1.4 Vendors shall ensure that their business records including all requests for payments, fully and accurately reflect transactions, expenditures and/or services performed.

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 10 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

5.2.2 Gifts Policy

5.2.2.1 Vendors shall strictly comply with the Gifts Policy of the Company. and shall be prohibited from giving gifts to Directors, Officers, Employees, or Consultants of the Company. In particular:

5.2.2.1.1 Gifts in cash, gift certificates or other cash equivalents of any amount shall not be allowed;

5.2.2.1.2 Gifts with value that exceeds Four Thousand Pesos (P4,000.00) shall not also be allowed, except in cases provided under the Gifts Policy such as token gifts given during seminars, conventions, or on occasions of rejoicing or celebrations like Christmas or birthdays.


5.2.2.2 Vendors shall not offer or give Entertainment or any form of hospitality, including the use of property of Vendor whether for personal benefit or company purpose; and sponsorship for Company activities, non-company supported charitable works and personal events such as birthdays, weddings, baptisms, and the like.

5.2.2.3 Vendors shall not offer or sponsor travel, accommodation and/or registration expenses unless expressly allowed herein or duly approved by MERALCO's Chairman or the President, as the case may be.

5.2.2.3.1 Complimentary travel and accommodation for trainings if part of an approved/existing contract and deemed beneficial to the Company are allowable;

5.2.2.3.2 Sponsored travel to local and/or international business/industrial site to demonstrate actual performance of their products/systems (i.e. Proof of Concept) is allowable, provided the purpose of the travel is business in nature and has a direct benefit to the Company and knowledge of the participants for the travel would be valuable to the evaluation of the system and directly related to his job function.

5.2.2.4 Vendors shall seek clearance from their business contacts in the Company and CGO, prior to undertaking actions that are covered

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 11 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

by or have implications on the provisions of Gift Policy in order to avoid violations. Concealment of gift-giving activity may be considered as an indication that such act was impelled by an improper motive.

5.2.3 Conflict of Interest

5.2.3.1 The Company expects its Vendors to conduct their business in a manner that excludes consideration of personal advantage and avoid situations or events which may give rise to or result in a Conflict of Interest Situation.

5.2.3.2 Vendors are required to declare any material/personal interest which may affect or be seen to affect the work they are contracted to perform. As soon as a Vendor becomes aware of an actual or potential a Conflict of Interest Situation, said Vendor must declare this in a **Conflict of Interest Disclosure Form** to be submitted to the business contacts in the Company and CGO.

5.2.4 Disclosure of Information


Vendors shall accurately record and disclose information regarding their business activities, structure, financial situation and performance in accordance with applicable laws and regulations and prevailing industry practices.

5.2.5 Whistleblower Protection and Anonymous Complaints

Vendors shall create appropriate program/s that will protect and ensure the confidentiality of whistleblowers and prevent retaliation against those who participate in such programs. Vendors shall provide an anonymous complaint mechanism to report workplace grievances in accordance with local laws and regulations.

5.2.6 Customer Relations

The Company values the satisfaction and loyalty of its customers. Vendors charged with serving these customers shall ensure that services rendered are delivered timely, adequately and with the highest degree of quality.

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 12 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

Proper decorum and good customer relations are to be observed at all times.

5.2.7 Labor and Human Rights

5.2.7.1 Vendors shall provide equal opportunity in all aspects of employment and shall not tolerate any illegal discrimination or harassment based on color, race, religion, nationality, origin, age, gender, marital status, sexual orientation, disability, or political affiliation.

5.2.7.2 Vendors shall commit to safeguarding and championing human rights and integrating human rights principles and standards into their business operations and dealings. Accordingly, vendors shall:

5.2.7.2.1 provide adequate security safeguards, especially in relation to privacy and human dignity.

5.2.7.2.2 prohibit the hiring of individuals who are under eighteen (18) years old, especially for positions and undertakings in which hazardous work is required.

5.2.7.2.3 prohibit the use of all forms of forced labor and human trafficking.


5.2.7.2.4 recognize and respect their employees' freedom of association, including the right to strike.

5.2.7.2.5 comply with appropriate labor standards on wages and benefits (including parental protection and other conditions of labor such as working hours) and provide a safe and healthy working environment that is compliant with applicable laws and regulations pertaining to the well-being of their employees and the prevention and mitigation of work-related hazards.

5.2.7.2.6 strive to integrate human rights in their business processes, training, communication, and management systems.

5.2.8 Legal Compliance

All Vendors shall respect and comply with all applicable laws, rules, regulations and local ordinances, including those relating to taxation,

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 13 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

employment, human rights, the environment, health and safety where they operate.

5.3 Use of Company Assets

The Company's assets such as computers, telephones and cell phones, fax machines, copy machines, conference rooms, vehicles, construction equipment, tools, and similar assets, which are within the disposal of the Vendor, shall be used solely and exclusively for the Company's business.

5.3.1 Computer and System Security


Vendors who have access to the Company's information systems are fully responsible and accountable for the security of those systems and shall strictly comply with the Company's information security policies and standards.

5.3.2 Confidential Information

5.3.2.1 Vendors shall not be given access to proprietary and/or confidential information of the Company unless authorized under a non-disclosure agreement, as such Vendors are prohibited from copying, sharing, disseminating or using these information to discredit the Company or to gain personal advantage or benefit.

For this reason, Vendors with authorized access shall:

- 5.3.2.1.1 Maintain the confidentiality of information entrusted to them and on the Company's customers, except when disclosure is properly authorized or legally mandated. This includes any information about a specific customer such as but not limited to the customer's name, address, Social Security number, phone numbers, contact names, and billing data.
- 5.3.2.1.2 Not share confidential information with Affiliated Parties, related parties or other entities without appropriate approval from the Company.
- 5.3.2.1.3 Not take undue advantage of material non-public information by dealing in the securities of MERALCO while in possession of such information or disclose

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 14 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

these information to third parties without appropriate clearance. The Company's Insider Trading (Blackout) Policy prohibits trading while in possession of material non-public information and prohibits sharing this information with others to enable them to buy, sell, trade, or otherwise dispose the shares of Meralco during the Blackout period.

5.3.2.1.4 Be subject to the Company's right to access, monitor and review usage of resources including but not limited to Company-issue devices, e-mail accounts, and other electronic or internet resources.

5.3.2.2 Vendor's commitment on the treatment of the Company's confidential information shall be binding even after the termination or expiration of Vendors' engagement with the Company.

5.3.3 Company Records and Disclosures


5.3.3.1 Accurate records and disclosures are critical to the Company in meeting its legal, financial, regulatory, and management obligations. Vendors shall ensure that all records, disclosures, and communications to the Company are full, fair, accurate, timely and understandable.

5.3.3.2 Vendors shall not hide, alter, falsify, or disguise the true nature of any transaction, nor forge endorsements, approvals, or authorizing signatures for any payment. If a record or disclosure is known to be misleading or false, this shall not be submitted, encoded, possessed, or approved and shall be reported immediately to its business contact in the Company.

5.3.4 Retention of Records

Vendors shall implement document retention periods as may be reasonably prescribed by the Company.

5.3.5 Endorsements

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 15 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

Vendors shall not use the Company's name or trademarks in advertising, publicity, articles, catalogs, testimonials or product endorsements unless duly authorized in writing by the Company.

5.3.6 News Media Inquiries

Vendors shall not make any representation or statement to the media or to anyone on behalf of the Company unless they are expressly authorized to do so by the Company. All inquiries from media or anybody shall be referred to Corporate Communications- Public Relations Office of the Company.

5.3.7 Social Media Use

5.3.7.1 When using social media, Vendors shall act responsibly and with utmost due diligence with the information, privileges, and resources of MERALCO they are entrusted with or have access to by virtue of their contract.


5.3.7.2 Vendor's social media accounts or profiles should not bear the name of MERALCO, its logo, or any MERALCO -related branding in a manner that would create an impression that said accounts or profiles are official accounts belonging to, or being managed by, the Company.

5.3.7.3 Vendors shall avoid posting, without authority, any content that would make the appearance that MERALCO is endorsing their products and services.

5.3.7.4 Vendors shall:

5.3.7.4.1 Avoid sharing posts or other content about Meralco or its subsidiaries that are unverified and shall not share communications that are false, defamatory, or vexatious, or remarks that may induce or contribute to a hostile environment or discredit another person or institution, impute the commission of a crime or violation of law even before trial and judgment, and violate the privacy of another person or entity.

5.3.7.4.2 Comply with the established rules on attribution and avoid infringement of copyright, trademark, and other intellectual property rights.

	MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 16 of 20
POLICY: POL-RCR-CGO-2022-01		CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

5.3.7.4.3 Refrain from publishing or posting messages or comments related to the Meralco's financial information, management changes or initiatives, lawsuits, shareholder affairs, human resource practices, and contracts with business partners, customers, suppliers, and other stakeholders unless authorized to do so or the Company information being posted had been previously disclosed to the public by proper authorized Company representative.

5.3.7.4.4 Comply with the provisions of Philippine data privacy laws and the internal policies of Meralco, and to refrain from using personal data within the control of Meralco for unauthorized purposes, including but not limited to their own personal use.

5.3.7.5 Vendors shall observe due diligence in monitoring or addressing any content published, shared, or posted in social media by their Directors, Officers, or Employees about or involving Meralco and its subsidiaries that is in violation of existing laws or internal policies, standards, and procedures of MERALCO.

5.4 Products and Service Standards

5.4.1 Vendors that seek to do business with the Company shall demonstrate the ability to add value, and provide high-quality goods and services that are competitively priced, reliable, and aligned with its superior level of service.

5.4.2 Vendors shall abide with the following:


5.4.2.1 Comply with all rules, regulations and statutory requirements relating to the provision of the products/services to the Company;

5.4.2.2 Not act in collusion or connivance with any other suppliers or agents when participating in a bid;

5.4.2.3 Supply only the products that are certified to be of good quality;

5.4.2.4 Possess the necessary capabilities, equipment and suitable place of business to perform its obligations

5.4.2.5 Not contract out, subcontract or outsource any portion of the products or services except with prior written consent of the Company;

	MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 17 of 20
POLICY: POL-RCR-CGO-2022-01		CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

5.4.2.6 Maintain the highest standards of integrity and quality of work at all times;


5.4.2.7 Supports fair competition based on quality, service and price.

6. Vendor Engagement and Grievance

- 6.1 Vendors are enjoined to protect the best interest of the Company by raising any concern about any aspect of the Company's business operation or reporting any malpractice or improper conduct by Directors, Officers, Employees, Consultants, Vendors and other Third-Party Business Partners of the Company.
- 6.2 Report shall be made to the Corporate Governance Office through the different media/ communication channels available using the REPORT ON CORPORATE GOVERNANCE VIOLATION FORM. However, Reports filed using other forms shall be received, evaluated, and resolved in the same manner and to the same extent as those filed using the standard Form.
- 6.3 Reports must be made in good faith. Any information or allegation must be substantially true and must not be intended primarily and solely for one's personal gain. When a report is done in good faith and later on is found unmeritorious, no adverse action will be taken against the Vendor who made the report.

7. Roles and Responsibilities

- 7.1 Board of Directors, Nomination and Governance Committee and Corporate Governance Office (CGO)
 - 7.1.1 Oversee compliance of this Code and address non-compliance through proper controls and compliance mechanisms;
 - 7.1.2 Review and recommend amendments to this Code whenever necessary.
- 7.2 Supply Chain Management-Vendor Relationship Management Office, Finance (for Financial Institutions) and Human Resources (for Consultants):
 - 7.2.1 Inform Vendors of the Code and ensure their commitment by facilitating the signing of the appropriate commitment form;
 - 7.2.2 Review and validate the accuracy of the disclosed information by the Vendor;
 - 7.2.3 Conduct random checking of Suppliers' compliance with the Code;

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 18 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	


- 7.2.4 Report in good faith any suspected Corporate Governance Concern involving Vendors;
- 7.2.5 Cooperate in the investigation, including making available for examination all necessary records and information;
- 7.2.6 Recommend appropriate disciplinary action, without prejudice to any civil or criminal action which the Company may pursue, against the responsible parties who violate the Code; and
- 7.2.7 Adopt measures to prevent recurrence of such violation.

7.3 Vendors

- 7.3.1 Faithfully commit to Principles and Standards set out in this Code and comply the policies and procedures set by the Company in relation to the accreditation, bidding, and contract execution;
- 7.3.2 Ensure the same commitment from their Directors, Officers, Employees and Consultants;
- 7.3.3 Provide accurate, timely, and complete and information, commitment and disclosure required under this Code. For this purpose, Vendors shall annually sign a Statement of Commitment to the General Corporate Governance Guidelines, confirming that they have read, among others, this Code and agree to comply with the behavioral standards and norms set forth therein including the signing of a Conflict of Interest Disclosure Form and Anti-Bribery and Corruption Questionnaire (e.g. **Annexes "A," "B," "C," and "D"** as maybe amended).
- 7.3.4 Report in good faith any suspected Corporate Governance Concern involving the Company, its Directors, Officers, Employees, Consultants, and other Vendors or Third-Party Business Partners;
- 7.3.5 Provide truthful information and cooperate fully with the Company in the investigation of pertinent Corporate Governance Concern.

8. Communication and Training Process

- 8.1 Vendor Management Office, Finance (for Financial Institutions) and Human Resources (for Consultants) are tasked to ensure dissemination of this Code to Vendors, and to likewise enjoin compliance in the process. All existing Vendors should be given a copy of the Code which revisions shall apply to them once their existing contract is renewed.

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 19 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

- 8.2 Vendor Management Office, Finance (for Financial Institutions) and Human Resources (for Consultants) shall ensure awareness by the Vendors of the following reporting channels in case of Corporate Governance Concerns:

- 8.2.1 Letter correspondence addressed to:

Corporate Governance Office (CGO)

8F Lopez Building, Ortigas Avenue, Brgy. Ugong, Pasig City

- 8.2.2 Telephone/Fax:

CGO Hotlines

Local calls — BRYT (2798)

Outside call — 1622-BRYT (1622-2798)

Fax No. 632-8943

- 8.2.3 SMS Cellphone Number: (63) 9209484787


Email — cgo.staff@meralco.com.ph

- 8.3 Vendor Management Office shall assist CGO in conducting appropriate training and provide learning development tools to ensure understanding of the Code by Vendors.

9. Penalties

- 9.1 Any Consultant, Vendor or Third-Party Business Partner who fails to comply with this Code, shall, upon due process, be subjected to applicable penalties and sanctions as stated in the contract which may include the termination thereof.
- 9.2 The recommended penalty shall be reviewed and approved by the following approving authority:

Respondent	Approving Authority
Consultant, Vendor or Third-Party Business Partner	Pertinent organizations in charge with the execution of contract with Consultant, Vendor or Third-Party Business Partner


 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 20 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

10. Amendment

This Code shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by resolutions of the Board of Directors.

11. Effectivity

This Code was approved by the Board of Directors on _____. It supersedes the previous SBC Policy that was approved by the Board on May 31, 2016 and September 24, 2012. In the event of inconsistencies of this Code with other existing Company policies, this Code shall prevail.

	MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 21 of 20
POLICY: POL-RCR-CGO-2022-01		CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

Annex “A”



GENERAL CORPORATE GOVERNANCE (CG) GUIDELINES FOR THIRD-PARTY BUSINESS PARTNERS OF MERALCO


The Corporate Governance (CG) Guidelines for Third-Party Business Partners of MERALCO (“CG Guidelines”) outlines the standards of corporate governance that MERALCO expects from all its existing and prospective third-party business partners (hereinafter collectively referred to as, the “Business Partners”). It aims to promote a culture of good corporate governance by ensuring that its Business Partners observe and maintain Meralco’s core business principles of fairness, accountability, integrity, transparency, and honesty in all its relationships with MERALCO while faithfully complying with their contractual obligations and relevant laws, regulations and Company policies.

For purposes of the CG Guidelines, “third-party business partners” of MERALCO pertain to individuals, entities, organizations and/or their representatives, including MERALCO subsidiaries or affiliates, that have existing and/or intended business dealings with MERALCO. This shall include but not limited to prospective or existing suppliers, contractors, buyers, government agencies, content providers, media, agencies, dealers, customers, or all other business partners who are or may be similarly situated.

A. Compliance with Laws, Regulations, Contracts and MERALCO Standards

1. Business Partners shall abide with all applicable laws, regulations and MERALCO standards (as set forth in the applicable contracts or similar documents provided by MERALCO to the Business Partner), including without limitation, those pertaining to labor and industrial relations obligations, environment, health and safety, intellectual property rights and all other applicable laws, regulations and MERALCO standards.
2. Business Partners shall allow all business transactions with MERALCO (i.e., negotiations, contracts, payments, etc.) be documented accurately and promptly.
3. Business Partners shall honor and comply in good faith with the: (i) bidding procedures that may be issued by MERALCO; and (ii) terms of contract/s they may enter into with MERALCO.
4. Business Partners shall not take part in an illegal or unethical collusion or any other arrangement or agreement with any MERALCO director, officer, employee, or consultant, or with other Business Partners.

B. Conflict of Interest

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 22 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

1. Business Partners shall avoid situations or events which may give rise to or result in a Conflict of Interest Situation¹.
2. As soon as Business Partners become aware of an actual or potential a Conflict of Interest Situation with MERALCO director, officer, employee or consultant, Business Partner must declare this in a **Conflict of Interest Disclosure Form** to be submitted to the Corporate Governance Office at 8F Lopez Building, Ortigas Avenue, Brgy. Ugong, Pasig City, or through cgo.staff@meralco.com.ph.
3. Business Partners who is a MERALCO vendor should declare relationships and/or affiliations with any MERALCO director, officer, employee, or consultant, or their Relatives² 1. prior to vendor accreditation and every renewal thereafter; 2. prior to the execution of the contract; or 3. as soon as the Business Partner is made aware of such conflict.

C. Gifts³, Entertainment⁴ and Sponsored Travel⁵

1. Business Partners shall not offer or give Gifts, Entertainment or Sponsored Travel to a MERALCO director, officer, employee, or consultant, or their Relatives, which may or may appear to influence his/her objectivity.
2. Business Partners shall respect MERALCO Policy on Solicitation and Acceptance of Gifts. In particular:
 - i. Gifts in cash, gift certificates or other cash equivalents of any amount shall not be allowed;
 - ii. Gifts with value that exceeds Four Thousand Pesos (P4,000.00) shall not also be allowed, except for: (i) donations to MERALCO-sponsored corporate social responsibility (CSR) programs, (ii) courtesy discounts given to MERALCO Directors, Officers, and Employees by Business Partner due to personal purchases of products and services from Business Partner, (iii) raffle prizes for attendance in open conferences or product presentations where other


¹ *Conflict of Interest Situation* refers to a situation where financial or business interest, professional, or other personal considerations or interests may influence, jeopardize or compromise, or have the appearance, tendency or propensity of influencing, jeopardizing or compromising, the ability of Directors, Officers or Employees to effectively and impartially or objectively exercise independent judgment in the performance of their duties, responsibilities or professional activities in the Company.

² "Relatives" as used herein shall mean relatives of up to third degree, by consanguinity, affinity or legal adoption, including, the director's, officer's, employee's, or consultant's spouse, parents, children (and their spouses), siblings (and their spouses), nieces and nephews (limited to children of a brother or sister) [and their spouses], grandparents, and aunts and uncles (limited to brothers or sisters of a parent); and a domestic partner and his relatives of up to third degree, by consanguinity or affinity or legal adoption.

³ "Gifts" as used herein shall mean a thing(s), present, sponsorships, or any other personal benefit given by a Business Partner to a MERALCO director, officer, employee, consultants, or any of their Relatives with whom they transact, whether directly or indirectly, in relation to MERALCO business dealings, and regardless of the place where such Gifts are offered to or received by a director, officer, employee or consultant.

⁴ "Entertainment" as used herein shall mean refers to any form of hospitality such as meals for MERALCO directors, employees and consultants given by a Business Partner. It also covers spectator and participative activities (i.e., golf, music, sailing, and other similar activities).

⁵ "Sponsored Travel" as used herein shall mean any travel, accommodation and/or attendance/participation in conferences/conventions/seminars, international or domestic, whether for personal or business purposes, the costs of which are fully or partially paid for by a Business Partner.


	MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 23 of 20
POLICY: POL-RCR-CGO-2022-01		CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

- participants are given equal opportunity to win such prizes; (iv) gifts given in connection with actual participation as speaker or facilitator in conferences or seminars, provided similar gifts are given to the other speakers or facilitators; and (v) token gifts given during seminars, conventions, or on occasions of rejoicing or celebrations like Christmas or birthdays;
3. Unless allowed as an exception herein, Business Partners shall not offer or give MERALCO directors, officers, employees, or consultants Entertainment or any form of hospitality such as: (i) meals and spectator or participative activities such as golf, music, sailing and other similar activities; (ii) the use of property of Business Partner (or that of its employees, agents and/or representatives) such as, but not limited to, vehicles, beach houses, resorts and vacation hours whether for personal benefit or company purpose; and (iii) sponsorship for company activities, non-company supported charitable works and personal events such as birthdays, weddings, baptisms, etc.
 - a. Meals during business meetings are acceptable;
 - b. Invitations to theater, concerts or social/sports events may be accepted provided such invitations are generally available to others in the same community, category or industry.
 4. Business Partners shall not sponsor the travel, accommodation and/or registration expenses of any director, officer, employee, or consultant of MERALCO unless expressly allowed herein or duly approved by MERALCO's Chairman or the President, as the case may be.
 - a. Complimentary travel and accommodation for trainings if part of an approved/existing contract and deemed beneficial to MERALCO are allowable;
 - b. Sponsored travel to local and/or international business/industrial site to demonstrate actual performance of their products/systems (i.e. Proof of Concept) is allowable, provided the purpose of the travel is business in nature and has a direct benefit to MERALCO and knowledge of the participants for the travel would be valuable to the evaluation of the system and directly related to his job function.

D. Anti-Bribery and Corruption⁶

1. Business Partners shall comply at all times with all applicable anti-bribery and anti-corruption laws.
2. Business Partners shall not engage in corporate gift-giving to public and private individuals or entities when it constitutes bribery or corruption. Business Partners shall not offer, accept, promise, pay, permit or authorize bribes and kickbacks, which include giving gifts to the Company's directors, officers, employees or consultants or other means to obtain an undue or improper advantage.
3. At the Company's discretion, Business Partners may be invited to participate in an interview with a MERALCO or its authorized representative to discuss its policies and programs against bribery

⁶ Bribery and corruption is committed by offering or receiving an undue reward by, or to, any government office, officer or employee or to any director, officer or employee of a private entity with which the Company has potential or existing business transaction, designed to influence him/her in the exercise of his/her duty, or to induce him/her to act contrary to law or to accepted standards of fairness, integrity and honesty, or to secure any improper business advantage. Acts defined under applicable laws⁶ as bribery or corruption are likewise covered by this Policy.

	MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 24 of 20
POLICY: POL-RCR-CGO-2022-01		CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

and corruption, awareness on these policies, expectations, anti-bribery laws, compliance program, and related matters.

E. Human Rights

Business partners shall commit to safeguarding and championing human rights and integrating human rights principles and standards—including all applicable legal and regulatory requirements and best practices related to employee welfare, health and safety, fair conditions of labor, human dignity, and freedom of association—into their business operations and dealings.

F. Corporate Governance Commitment


Business Partners shall signify their commitment to uphold the standards of corporate governance outlined in the guidelines provided herewith by signing the CG Guidelines Commitment Form. Violations of this CG Guidelines for Business Partners shall be subject to appropriate corrective actions and sanctions in accordance with existing company policies and/or contractual relationships.

G. Report of Corporate Governance Violations

1. Business Partners are encouraged to report any activity or transaction that appears to be fraudulent or illegal or otherwise in violation of Company rules, regulations, and policies by sending a complaint to the Corporate Governance Office at 8F Lopez Building, Ortigas Avenue, Brgy. Ugong, Pasig City, or through cgo.staff@meralco.com.ph. Business Partners shall be protected from retaliation occasioned by the filing of the whistleblowing report.
2. Reports must be made in good faith. Any information or allegation must be substantially true and must not be intended primarily and solely for one's personal gain. When a report is done in good faith and later on is found unmeritorious, no adverse action that will be taken against the reporting person. However, this assurance shall not apply to malicious reporting or when the reporting person is also found to have been involved in the violation.
3. The identity of the reporting person and his contact information are encouraged to be disclosed. The identity of the whistleblower, the witnesses and the information disclosed, shall be treated confidential except under any of the following: a) the Whistleblower waives his right to confidentiality, or b) identification is required by law or when essential to an investigation. In either case, the Company shall inform the Whistleblower or the witnesses of the need to reveal their identities and/or information.

H. Effectivity and Amendment

The CG Guidelines took effect/shall take effect upon approval of the specific CG Policies on the matter. MERALCO may amend or supplement this CG Guidelines, subject to prior notice to the Business Partners.

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 25 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

Annex "B"



STATEMENT OF COMMITMENT TO GENERAL CORPORATE GOVERNANCE (CG) GUIDELINES FOR THIRD-PARTY BUSINESS PARTNERS OF MERALCO

I understand that Manila Electric Company (MERALCO or the "Company") is committed to uphold the fundamental corporate governance principles of fairness, accountability, integrity, transparency, and honesty and accordingly, expects its Third-Party Business Partners⁷ to adhere to these principles and observe the highest standard of business ethics.


I have been given an orientation on the Company's Corporate Governance policies and programs and/or have read the relevant Corporate Governance policies, including the General Corporate Governance (CG) Guidelines for Third-Party Business Partners of MERALCO, and I fully understand that these policies and guidelines shall serve as my guiding principles in any of my transactions with MERALCO, its directors, officers, employees and representatives.

Having fully read and understood the CG Guidelines, I therefore commit to:

- A.** Personally exhibit and promote the highest standards of honesty and ethical conduct, including personal compliance with these Guidelines. This Commitment shall extend to our Affiliated Parties⁸ as well as our Directors, Officers, Employees and Consultants insofar as their decisions, actions and interactions relate to the performance of the contract or engagement with, or affect the business, data or reputation of MERALCO;

⁷ Third-Party Business Partners of MERALCO pertain to individuals, entities, organizations and/or their representatives, including MERALCO subsidiaries or affiliates, that have existing and/or intended business dealings with MERALCO. This shall include but not limited to prospective or existing suppliers, contractors, buyers, government agencies, content providers, media, agencies, dealers, customers, or all other business partners who are or may be similarly situated.

⁸ Affiliated Party refers to any person, natural or juridical, other than the Company, with which a Director, Employee, or Officer of the Company has a financial, professional or personal relationship or interest. (Refer to Meralco Conflict of Interest Policy for details of Affiliated Party)

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 26 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

- B.** Avoid engaging in any activity and/or situation that may violate the said Guidelines, or give rise to a Conflict of Interest involving myself or any of my Affiliated Parties;
- C.** Inform, seek consultation and/or clearance from MERALCO Corporate Governance Office for guidance on activities that may lead to Conflict of Interest situations;
- D.** Comply with disclosure requirements of the Company and ensure that the same is timely, complete and accurate; and
- E.** Promptly report to MERALCO Corporate Governance Office⁹, situations or events committed by any director, officer, employee, representative or Third-Party Business Partners of the Company that may result to violation of the Guidelines and other relevant Company policies and procedures.

I understand that non-compliance with these Guidelines shall result in appropriate sanctions by the Company.

I hereby represent that I authorized to sign and accept this document and warrant that this commitment applies with the same force and effect to the Third-Party Business Partner I represent.

Signed on this ____ day of _____. 20 ____.

Third-Party Business Partner Name: _____

Address: _____

Representative: _____


Printed Name and Signature Date Signed _____

Position Title: _____

⁹ Reporting Channels

- a. Letter correspondence addressed to **Corporate Governance Office (CGO)**
8F Lopez Building, Ortigas Avenue, Brgy. Ugong, Pasig City
- b. Hotlines: Local calls — BRYT (2798); Outside call — 1622-BRYT (1622-2798)
- c. SMS Cellphone Number: (63) 9209484787
- d. Email — cgo.staff@meralco.com.ph

SENSITIVITY CLASSIFICATION: Confidential

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 27 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

Annex "C"



CONFLICT OF INTEREST DISCLOSURE FORM

Policy Statement:

Pursuant to the Conflict of Interest Policy (COI Policy) of MERALCO, all directors, officers, employees and consultants of the Company are required to observe at all times the highest degree of fairness, accountability, transparency and integrity in the performance of their duties and responsibilities to the Company, free from any form of conflict or contradiction with their own personal interest. Consistent with this, MERALCO transacts with and engages the services only of Third-Party Business Partners who/which meet the Company's highest standards of business ethics and strictly observe its governance policies and standards such as the COI Policy.


To ensure compliance with the COI Policy, Third-Party Business Partners are required to accomplish this **Conflict of Interest Disclosure Form** as part of the vendor accreditation process and to update the same whenever a **Conflict of Interest Situation** arise while its contract with MERALCO subsists. Failure to submit and update this Disclosure Form may result in a delay of payment, the termination of contract and/or suspension of status as a responsive and responsible provider of goods or services to the Company.

Conflict of Interest Situation¹⁰

Conflict of Interest Situation involving Third-Party Business Partners refers to a situation where financial or business interest, professional, or other personal considerations or interests of the

¹⁰ The following are examples of situations or events which may give rise to or result in a Conflict of Interest Situation.

1. The Third-Party Business Partner or its director, partner or officer is a director, officer or employee of MERALCO or is an Affiliated Party of a MERALCO director, officer or employee, having a part in recommending, decision-making or approving business transaction; or in influencing decisions in the granting of awards; in selling or leasing Company property; or in establishing prices and discounts, with respect to, or in favor of the Third-Party Business Partner.
2. The Third-Party Business Partner provide gifts in any form to a MERALCO director, officer or employee in consideration of any act or omission affecting, or transaction involving the Company, or in violation of the Company's Policy on Solicitation and Acceptance of Gifts.
3. The director, officer or employee of the Third-Party Business Partner accepts a position or employment in MERALCO where a Conflict of Interest or loyalty may arise and which may significantly affect the director's, officer's, or employee's efficiency in the performance of duties and obligations or otherwise adversely affects one's work.

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 28 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

Third-Party Business Partners¹¹ may influence, jeopardize or compromise, or have the appearance, tendency or propensity of influencing, jeopardizing or compromising, the ability of MERALCO directors, officers or employees to effectively and impartially or objectively exercise independent judgment in the performance of their duties, responsibilities or professional activities in the Company.

Disclosure:

I have read and understood the disclosure requirements under MERALCO Conflict of Interest Policy and hereby declare that:


☐

I or any of our director, officer or employee is an Affiliated Party of a MERALCO director, officer or employee.

Name of the MERALCO director, officer or employee	Nature of relationship with such director, officer or employee including degree of relation whether by consanguinity or affinity or by reason of wedding, baptismal, or sponsorship	Yes or No: Is such MERALCO officer or employee part of a team or office that refers, evaluates, recommends, and approves purchase or supply of materials, equipment, facilities, and other products or supply services to MERALCO

¹¹ *Affiliated Party* refers to any person, natural or juridical, other than the Company, with which a director, officer, or employee of the Company has a financial, professional or personal relationship or interest. This includes, among others:

1. Relatives which refer to persons related up to the third degree, by consanguinity, affinity or legal adoption, including the spouse, parents, children (and their spouses) siblings, (and their spouses), nieces and nephews (limited to children of brothers or sisters) [and their spouses], grandparents, and aunts and uncles (limited to sisters or brothers of parents); and the common-law spouse and/or his relatives of up to the third degree, by consanguinity, affinity or legal adoption. For purposes hereof, Relatives shall include first cousins;
2. Corporations or firms other than the Company where a director, officer, employee and/or his relative holds a position as director, officer, executive, employee or consultant; or
3. Corporations, other than the Company, owned by the Directors, Officers, Employees of the Company, or their relatives, which holds, either singly or collectively, more than ten percent (10%) of the subscribed capital or equity of such corporations.
4. Partnerships in which a Director/ Officer/Employee or an Affiliated Party is a partner;
5. Co-ownership wherein a Director, Officer, Employee, or his Affiliated Party is a part owner of the property sold, assigned or leased to the Company; and
6. Relationship by reason of wedding, baptismal or sponsorship (i.e. the godparents; goddaughter; godson; or "kumpare/kumare") of the Employee or of his spouse or children.


 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 29 of 20
	POLICY: POL-RCR-CGO-2022-01	
CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS		

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☐ **The Third-Party Business Partner I represent is an Affiliated Party of a MERALCO director, officer or employee.**

Name of the MERALCO director, officer or employee	Nature of relationship of your company/partnership with such MERALCO director, officer or employee: a. Such MERALCO director, officer or employee holds a position in your company/partnership as director, officer, partner, executive, employee or consultant; b. B. 10% of the subscribed capital or equity of your Company is held by such MERALCO director, officer or employee or his/her relative/s;	Yes or No: Is such MERALCO officer or employee part of a team or office that refers, evaluates, recommends, and approves purchase or supply of materials, equipment, facilities, and other products or supply services to MERALCO

☐ **I, the Third-Party Business Partner I represent, or any of its director, partner, officer or employee has other potential conflict of interest situations:**

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 30 of 20
	POLICY: POL-RCR-CGO-2022-01	
CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS		


☐

I, the Third-Party Business Partner I represent, or any of its director, partner, officer or employee has NO potential conflict of interest situations to disclose.

By signing below, I hereby represent and affirm that I have proper authority to act on behalf of our company and that the foregoing statements are true and correct based on my personal knowledge or on authentic documents. I hereby commit to immediately disclose any Conflict of Interest that may arise while our contract with MERALCO is in effect.

Signature Date

Printed Name and Title

	MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 31 of 20
POLICY: POL-RCR-CGO-2022-01		CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

Annex “D”



BUSINESS INTEGRITY QUESTIONNAIRE FOR THIRD-PARTY BUSINESS PARTNERS

INTRODUCTION


Manila Electric Company (MERALCO or the “Company”) is committed to uphold the fundamental corporate governance principles of fairness, accountability, integrity, transparency, and honesty in all aspects of its business. Accordingly, the Company enforces a policy of zero tolerance against all forms of corruption and coercion and assumes its responsibility to engage with business partners that share its ethical approach and adhere to established standards and best practices. As such, the Company expects its Third-Party Business Partners (“Business Partners”) to adhere to the Company’s corporate governance principles and observe the highest standard of business ethics; thereby ensuring their strict compliance with the Company’s governance policies, principles and practices including those related to prohibitions against bribery and corrupt practices.

For purposes of this Questionnaire, Third-Party Business Partners of MERALCO pertain to individuals, entities, organizations and/or their representatives, including MERALCO subsidiaries or affiliates, that have existing and/or intended business dealings with MERALCO including, but not limited to, prospective or existing suppliers, contractors, content providers, agencies, dealers, and any other business partners who are or may be similarly situated.

INSTRUCTION

Please answer this Questionnaire as complete, truthful, and accurate as possible, attaching additional documents as necessary and as requested. Some answers may simply consist of a “Yes or No”. Please do not omit any question. If a question is not applicable, check/write “N/A” in the space provided. If the space provided for a question is insufficient, you may attach additional pages.

By submitting this, you 1. understand that the Company may be entering into the business relationship in reliance upon the answers in this Questionnaire; 2. represent and warrant that the answers given in this Questionnaire are complete, true, and accurate as of the date of signing and commit to inform the Company in case of supervening material changes in the answers given;

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 32 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

and 3. agree that upon signing this Questionnaire, it shall become integral to the agreement with the Company.

CONFIDENTIALITY AND DATA PRIVACY

The information you provide as well as those which we may obtain from third parties or from the publicly available sources will only be processed and used to determine whether your organization or company satisfies the General Corporate Governance Guidelines for Third-Party Business Partners. Personal data which we collect shall be processed only for legitimate purpose and shall be kept securely and confidentially. For concerns, you may reach out to our data privacy officer. Email: cdpo@meralco.com.ph.


1. ORGANIZATION/ COMPANY CONTACT DETAILS

Full legal name of organization/company	Enter Response here
Business/ Trade name	Enter Response here
Registered address	Enter Response here
Web page address	Enter Response here
Business Representative	Enter Response here
Business Representative's e-mail address and contact number	Enter Response here

2. ETHICAL CONDUCT

In the last five (5) years, has your Organization/Company or have any of its directors, significant shareholders (owning at least 10% of the total voting shares) or owners of your Organization/Company:

- 2.1 Been investigated for, charged with, convicted, or otherwise involved in a criminal investigation, regulatory action, enforcement action or proceeding related to bribery and/or corruption, money laundering, human rights violations, human trafficking, tax evasion, fraud, or any other criminal offenses involving fraud, corruption, or moral turpitude? ☐ Yes ☐ No [Enter Remarks here](#)

	MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 33 of 20
POLICY: POL-RCR-CGO-2022-01		CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

2.2 Subjected to debarments or professional suspensions that were related to bribery and/or corruption, money-laundering, fraud, or another criminal offense? ☐ Yes ☐ No [Enter Remarks here](#)

2.3 Voluntarily disclosed to any regulatory and/or law enforcement agency any activity that may constitute bribery and/or corruption, money-laundering, fraud, or another criminal offense involving fraud, corruption, or moral turpitude? ☐ Yes ☐ No [Enter Remarks here](#)

2.4 Had cancelled, revoked, or failed to hold a license or membership of an organization required by law? ☐ Yes ☐ No [Enter Remarks here](#)


3. GOVERNANCE AND BRIBERY AND CORRUPTION PREVENTION

Please answer the following questions regarding policies and procedures of your organization/company:


3.1 Does your organization/ Company have a:

- | | | | |
|-------|--|--|------------------------------------|
| 3.1.1 | Code of Ethics? | <input type="checkbox"/> Yes <input type="checkbox"/> No | Enter Remarks here |
| 3.1.2 | Gifts Policy? | <input type="checkbox"/> Yes <input type="checkbox"/> No | Enter Remarks here |
| 3.1.3 | Conflict of Interest Policy? | <input type="checkbox"/> Yes <input type="checkbox"/> No | Enter Remarks here |
| 3.1.4 | Anti-Sexual Harassment Policy? | <input type="checkbox"/> Yes <input type="checkbox"/> No | Enter Remarks here |
| 3.1.5 | Human Rights Policy? | <input type="checkbox"/> Yes <input type="checkbox"/> No | Enter Remarks here |
| 3.1.6 | Environment, Safety, and Health Policy? | <input type="checkbox"/> Yes <input type="checkbox"/> No | Enter Remarks here |
| 3.1.7 | Procedure in place to allow reporting of any misconduct committed by your director, officer or employee (whistleblowing policy)? | <input type="checkbox"/> Yes <input type="checkbox"/> No | Enter Remarks here |

3.2 During the last five (5) years, have there been any cases of violations of the above policies that were legally sanctioned? ☐ Yes ☐ No [Enter Remarks here](#)

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 34 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

- 3.3 Does your organization/company have its own Anti-Bribery and Corruption Policy or compliance program for anti-bribery and corruption? ☐ Yes ☐ No [Enter Remarks here](#)
- 3.4 If yes, then please provide details (what are the key policies, approach on anti-bribery and corruption audits, anti-bribery and corruption training, due diligence on business partners, consequences for employees found to have engaged in bribery or corruption; If not, then please explain how you will identify and mitigate anti-bribery and corruption risks as part of your contract with MERALCO? [Enter Remarks here](#)
- 3.5 If there is no such Anti-Bribery and Corruption Policy or compliance program for anti-bribery and corruption, have there been any investigations or allegations of bribery or corruption in relation to your organization or company or any of its staff or representatives and what actions did the organization or company take? What was the outcome, if any? [Enter Remarks here](#)
- 3.6 If there is no such Anti-Bribery and Corruption Policy or compliance program for anti-bribery and corruption, how would Company deal with a situation where an employee or contractor was suspected of paying bribes or facilitation payments; [Enter Remarks here](#)
- 3.7 Have you reviewed MERALCO's General Corporate Governance Guidelines for Third-Party Business Partners? ☐ Yes ☐ No [Enter Remarks here](#)

 MERALCO LEGAL-CORPORATE GOVERNANCE AND COMPLIANCE	EFFECTIVITY DATE:	PAGE: 35 of 20
POLICY: POL-RCR-CGO-2022-01	CORPORATE GOVERNANCE CODE OF BUSINESS CONDUCT AND ETHICS FOR VENDORS	

- 3.8 Do you understand that MERALCO expects ☐ Yes ☐ No [Enter Remarks here](#)
you to adhere to these policies in the
performance of your agreement with
MERALCO?

4. CERTIFICATION

The undersigned, who represents to be duly authorized and with full legal capacity to complete this Questionnaire, certifies as to the matters set forth in this Questionnaire, signs and certifies this document as follows: a) to the best of my knowledge, all information set forth in this response is accurate and complete; b) I have read and understood the Data Privacy statement above and expressly consent to the collections, use, processing, storage and transfer of data, including the data about my organization/company, my personally data, in the manner and for the purposes described in this Questionnaire and in the Data Privacy statement; c) I acknowledge and understand that the provision of false or misleading information may result in the termination of any relationship that may be entered into in the future between me and/or my organization/company and MERALCO.

Further, I understand that MERALCO reserves the right to avail of such other remedies as may be appropriate in the event of such termination.

Do you certify to the above statements?

☐ Yes ☐ No

Name:	Position:
Signature:	Date: