

VENDOR'S

Code of Ethics

OCLP Holdings, Inc.

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Credit: EMPLOYEE CODE OF DISCIPLINE/CODE OF DISCIPLINE

Corporate Resources Division

OCLP Holdings Inc.

9th Floor, Ortigas Building. Ortigas Avenue, Pasig City 1600 Philippines

Telephone: (632) 631.1231| Fax: (632) 631.6517

<http://www.ortigas.com.ph/>

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Letter from OCLP Holdings, Inc. Officials

Dear Vendors:

This year 2016, Ortigas is celebrating its 85 years. Our company OCLP Holdings, Inc. is grateful for being a part of this milestone. Over the years, Ortigas, our mother company, has shown unprecedented faith to its Values. It is with the same effort that we in OCLP Holdings, Inc. commit ourselves to doing things the right way.

This Vendor's Code of Ethics' Manual is one of our concrete efforts to advance our Values at OCLP Holdings, Inc. We expect that as one of our partners, you too will share and embrace the spirit of our commitment to these sets of standards and principles. We hope that within our conduct of business, we shall be guided by high standard of quality and business integrity.

We thank you for making Ortigas a part of your business.

Complete acknowledgements

should be returned to:

FINANCE DIVISION

9th Floor, Ortigas Building. Ortigas Avenue, Pasig City 1600 Philippines

Acknowledgement of Vendor's Code of Ethics

Having carefully examined the Vendor's Code of Ethics, the undersigned agrees to conform to, respect and uphold the values, principles and guidelines so stated therein.

VENDOR NAME _____

ADDRESS _____

CITY, MUNICIPALITY, ZIP _____

TELEPHONE NUMBER _____

FAX NUMBER _____

E- MAIL ADDRESS _____

AUTHORIZED SIGNATORY _____

PRINTED NAME _____

POSITION IN COMPANY _____

Please return this accomplished slip to OCLP Holdings, Inc.

Overview

Values have been the foundation of Ortigas Group of Companies over the last 85 years. Beyond strategic, operational or financial success, Ortigas has been defined by its continued commitment and fidelity to doing things the right way even in the face of uncertainty. To that end, OCLP Holdings, Inc. (“OHI” or the Company) has established a Code of Ethical Behavior for all employees.

OHI expects that its vendors will share and embrace the letter and spirit of our commitment to these sets of standards and principles. While the Company understands that vendors are independent entities, their business practice and actions may significantly impact and reflect on its valued reputation and brand. Hence, OHI expects all vendors and their employees, agents and subcontractors to adhere to this Vendor’s Code of Ethics (the “Code”) during the conduct of business with and/or on behalf of OHI. All vendors should educate their representatives to ensure they understand and comply with the Code.

OHI is committed to the highest standards of quality and business integrity in its dealings with the vendors and ensuring that working conditions in its sites are safe, that workers are also treated with respect and dignity, and that its real estate projects and properties are environmentally and socially responsible.

As OHI endorses this Code, it enjoins all vendors to support this Code.

Compliance with the Code of Ethics

OHI expects compliance with all standards and provisions set in this code from all vendors.

Vendors are expected to do what is necessary to comply with this Code. Vendors are expected to be familiar with the business practices of their own vendors and sub – contractors and ensure that they operate consistent with the guidelines contained in and the provisions of this code. Failure of a vendor to comply with this Code may result in the discontinuance of its business relationship with OHI.

At the outset, it is imperative to understand that a business, in all of its activities, must operate in full compliance with applicable laws, rules and regulations. This Code encourages vendors to go beyond legal compliance and draws upon internationally recognized standards, in order to advance social and environmental responsibility.

Compliance with Client's Codes of Ethics

The Company expects that a vendor that it engages on behalf of client, will comply with all the applicable rules, policies, procedures, or codes of conduct maintained by such client, even if they are more restrictive than the provisions of this Code. If a vendor believes that a client rule conflicts with any provision of the Code and the vendor is unsure of what to do as a result, the vendor is expected to resolve the situation in a mutually satisfactory manner with his/her primary contacts with OHI and the client in order to resolve the situation in a mutually satisfactory manner.

Self- monitoring by Vendors

The vendor is responsible for ensuring that its representatives understand and comply with this Code and to inform its OHI contact (or a member of the Company's management) if any situation develops or arises that may cause or causes the vendor to operate in violation of this Code. OHI vendors are expected to self- monitor their compliance with this Code. In addition to any other rights OHI may have under its agreement with the vendor, OHI may also request the immediate removal of any representative of a vendor who behaves in a manner that is unlawful or inconsistent with this Code or any Company policy.

Vendor's Code of Ethics

This Code is divided into five (5) sections. Section 1, 2 and 3 outline standard for Labor, Health and Safety, and the Environment, respectively. Section 4 outlines the elements of a minimally acceptable system to manage conformity to this Code. Section 5 pertains to standards relation to business ethics.

For the purposes of the Code, "Vendor" shall mean any individual firm, company or corporation that sells, or seeks to sell goods or services, to OHI including such Vendor's employees, agents and other authorized representatives.

1. LABOR

Vendors shall recognize, and shall commit to upholding, the human rights of workers. They shall at all times treat workers with dignity and respect.

1.1 Freely Chosen Employment

Forced, bonded or indentured labor shall not be used. Employment shall always be voluntary, and workers should be free to leave upon reasonable notice and upon compliance with the requirements of applicable labor laws, rules and regulations. OHI expects its Vendors to prohibit any use of forced, bonded or indentured labor.

1.2 Child Labor

OHI shall not engage with or support a Vendor that engages in child labor. Vendors are expected to comply with applicable child labor laws and standards (local and international) and employ only worker who meet the applicable minimum legal age requirement.

Child labor shall not be practiced in any way. However, the use of the workplace for apprenticeship programs which comply with the applicable laws and regulations is supported. The term "child" refers to any person under the age of 18. Workers under the age of 18 shall not perform

hazardous work and may be restricted from night work with consideration given to educational needs.

1.3 *Discrimination*

OHI supported diversity and equal opportunity in employment. Unlawful discrimination in the workplace shall not be tolerated. Vendors are expected to comply with all applicable local laws and international standards concerning discrimination in hiring and in employment practices.

There shall be no discrimination based on race, color, age, gender, sexual orientation, ethnicity, disability, religion, political affiliation union membership or marital status in hiring and in employment practices such as promotions, rewards and access to training.

1.4 *Harsh or Inhumane Treatment*

There shall be no harsh and inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers. The use of force or threat shall not be allowed and countenanced.

1.5 *Freedom of Association and Collective Bargaining*

OHI expects its Vendors to recognize and respect the right of employees to freely associate, organize and bargain collectively in accordance with applicable labor, laws, rules and regulations. OHI recognize the importance of open communication and direct engagement between workers and management, and the Vendors should respect the rights of worker to associate freely and communicate openly with management regarding working conditions without fear and harassment, intimidation, penalty, interference or reprisal.

1.6 *Wages and Benefits*

OHI expects its Vendors to comply, at a minimum, with all applicable laws and regulations relating to wages and hours of work particularly those that

govern minimum wages and overtime pays and to provide legally mandated benefits.

Work weeks shall not exceed the maximum set by law. Further, a work week should not be more than 60 hours per week, including overtime, except in times of emergencies, unusual situations or such analogous situations recognized by applicable laws and rules and regulations. Workers shall be allowed at least one day off per seven – day work.

Workers shall be paid on time, and the basis for such payment should be properly communicated to them in a timely and orderly manner.

1.7 Human Rights

OHI expects its Vendors to support, respect and protect the internationally proclaimed human rights of workers and to ensure that they are not in complicity with human right abuses.

2. HEALTH AND SAFETY

OHI is committed to the safety and health of its employees and it conducts its operations in compliance with applicable laws and regulations. Vendors are expected to provide a safe working environment that supports accident prevention and minimizes exposure to health risks. Vendors are expected to comply with all applicable safety and health laws and regulations and they shall take adequate steps to minimize the risk and danger inherent in the working environment. While working or operating within an OHI-owned, leased or managed property, Vendors shall comply with all rules and regulations concerning the operation and use of the property and the interaction with other individuals with access to the property, be they OHI and/or its employees, its clients and guests or other Vendors.

2.1 Occupational Safety

Every Vendor shall commit to the safety and health of its employees, and shall ensure that required training of personnel has been completed prior

to initiating any work or activity. Vendors should have or subscribe to a written safety and health program and they should be responsible in addressing and controlling worker exposure to potential safety hazards in conformity with all applicable laws, standards and/or regulations and by utilizing suitable means, e.g., design, engineering and administrative controls, preventive maintenance, training, work procedures, and appropriate personal protective equipment.

2.2 *Emergency Preparedness*

Vendors shall have emergency plans and response procedures that conform to and implement the requirements of all applicable laws and regulations regarding emergency preparedness, reporting, notification and evacuation procedures, training and drills, appropriate hazard detection and suppression equipment, and adequate exit facilities from job sites.

2.3 *Occupational Injury, Illness and Accidental Death*

Vendors shall have procedures and systems to manage, track and report occupational injuries and illnesses, accidental death, exposure of workers to chemical, biological and physical agents, and motor vehicle incidents. Such procedures and systems shall conform to and implement the requirements of all applicable laws and regulations, and shall include provisions that: a) encourage worker reporting; b) classify and record injury and illness cases; c) require the conduct of investigation of cases of injuries or illnesses and the implementation of corrective actions. Vendors should provide their workers with the appropriate medical coverage and insurance (for disability and accidental death) for this purpose.

3 ENVIRONMENT

OHI respects the environment and it conducts its operations in compliance with applicable laws and regulations. Vendors are expected to conduct their operations in a way that protects and safeguards the

environment. Vendors are expected to comply with all applicable environmental laws and regulations pertaining to the following: a) chemical and hazardous materials; b) wastewater and solid wastes; c) air emissions and d) waste disposal (minimize waste, maximize recycling).

4 MANAGEMENT SYSTEM

Vendors must manifest their commitment to the implementation of the principles of this code by having or establish an appropriate management system to address compliance with these principles and to detect and correct any non – compliance.

Where appropriate, Vendors shall establish a management system, the scope of which should be in line with the principles of this Code.

The management system shall be designed to ensure the following:

- (a) Compliance with applicable laws, regulations and customer requirements related to the Vendor's operations and products;
- (b) Conformance with this Code;
- (c) Identification and mitigation of operational risks related to this Code;
- (d) Focus on continuing improvement

OHI also encourages the Vendors' management system to contain elements to ensure, among others: company commitment and policy towards corporate social and environmental responsibilities; identification of the management accountability and responsibility; performance objectives with implementation plan and measures; adequacy of training programs; presence of compliance assessments; and proper documentation and records.

5 ETHICS

The highest standards of integrity shall be expected from Vendors at all times in all business interactions.

Any and all forms of corruption, extortion and embezzlement and similar illegal and unethical practices are strictly prohibited and no Vendor shall offer bribers, kickbacks, bartering arrangement for goods or services and/or any other incentive to an OHI officer or employee in exchange for any business favors.

5.1 Disclosure and Privacy of Information

Means to effectively safeguard customer information regarding business activities, structures, financial situations, performances, and/or any other information deemed confidential shall be disclosed only in accordance with the guidelines specified in the non – disclosure agreement between the Vendor and OHI and pursuant to the requirements and guidelines under applicable laws and regulations.

Vendors shall comply with all OHI requirements for the maintenance of passwords, confidentiality, security and privacy procedures as a condition to receiving access to OHI's internal corporate network, systems and buildings.

5.2 No Improper Advantage

OHI expects Vendors to adhere to the highest standards of morality and ethical conduct, to respect local laws, rules and regulations and not to engage in any form of corrupt practices, including extortion, fraud, or bribery or any other similar conduct. Bribes or other means of obtaining undue or improper advantage shall not be offered or accepted and are expressly prohibited. No vendor, its representatives or employees, shall offer to any OHI officer or employee any kickback, favor, gratuity, entertainment or anything of value to obtain favorable treatment. This prohibition extends to the immediate family members of both the Vendors and the OHI officers and employees.

5.3 Protection of physical and Intellectual Property

Intellectual property right shall be respected and transfer of technology and know – how shall be done in a manner that is in accordance with all applicable laws, rules and regulations and which protects intellectual property rights. Vendors should handle confidential or proprietary information with due care and proper consideration for governmental regulations and ethical and legal ramifications.

Vendors shall protect and responsibly use both the physical and intellectual assets of OHI. Vendors shall use OHI – provided information, technology and systems (including email) exclusively for authorized business and legitimate related purposes. OHI strictly prohibits Vendors from using Company – provided technology and systems to create, access, store, print, solicit and send any material that may intimidate, harass, threaten, abuse or is sexually explicit or is otherwise offensive or inappropriate, derogatory or malicious.

5.4 Monitoring and Evaluation

OHI may conduct on – site evaluations and inspections of its Vendor's facilities and those of its subcontractors to review their progress in view of the provisions of this Code. It is the expectation of OHI that Vendors, at a minimum, shall establish clear goals toward meeting the standards set forth in this Code.

OHI reserves the right to assess and monitor on an ongoing basis the Vendor's practices regarding this Code. OHI or a third party designated by it shall have the right to conduct on – site audits of selected Vendor facilities. On – site visits and audits may include a review of the relevant records, policies and work practices of Vendors, as well as inspection of their facilities.

In case OHI observes a Vendor's non – compliance with this Code, such Vendor shall take all reasonable measures to meet the standards set forth in this Code.

5.5 Conflict of Interest

Vendors shall not engage in improprieties or conflicts of interests and they shall avoid engaging in activities that gives such appearance or impression. Vendors shall not deal directly with any OHI officer or employee whose spouse, domestic partner or other family members or relatives hold a significant position or financial interest in the Vendor. Vendors shall avoid any personal business or professional activity that would create a conflict between two personal interests and the interests of OHI. Vendors are expected to disclose to OHI any situation that may appear as a conflict of interest and to inform OHI any officer or professional under contract with OHI, who may have an interest of any kind in the Vendor's business or any kind of economic ties with the Vendor. Moreover, Vendors shall not deal, directly or indirectly with a spouse, domestic partner or other family members or relatives of an OHI officer or employee in the course of negotiating the contract or agreement with the Vendor, or during the performance of the Vendor's obligations.

5.6 Gifts, Tokens and Hospitality

It is OHI's policy not to accept any type of gift, token or any offer of hospitality from Vendors, such as but not limited to recreational trips to sporting or cultural events, theme parks or offers of holidays, transportation, or invitations to extravagant lunches or dinners. OHI expects its Vendors to respect and abide by this policy.

Vendors shall use good judgment, discretion and moderation when offering gifts of entertainment to OHI officers and employees. In doing so, the Vendor shall refrain from giving OHI officers and employees any individual gift or a combination of gifts, or providing any entertainment, that would violate the OHI's employees Code of Ethical Behavior and the Institute for Supply Management principles and standards.

OHI encourages its Vendors to communicate any actions taken by them to improve their business practices and to send OHI suggestions as to how it can contribute to the implementation of the principles set out in this Code.

5.7 *Insider Trading*

Vendors shall refrain from insider trading by buying or selling shares of stock of OHI or another company when in possession of information about OHI or such other company that is not available to the investing public and that could influence an investor's decision to buy or sell shares of stock.

Rights

THIRD PARTY RIGHTS

This Code does not confer, nor shall it be deemed to confer, any rights on the part of third- parties, including any third- party beneficiary rights. For example, no employees of any Vendor shall have any rights against the Company by reason or on the basis of this Code nor shall such employee have any right to cause the company to enforce any provisions of this Code, it being understood that the decision with respect to any such action being reserved exclusively to the Company in its sole discretion.

OCLP HOLDINGS INC.'S RIGHT

OHI expressly reserves the right to reject any or all bids, proposals or quotations, on the basis of, among others, violation by the bidding Vendor of any provision of this Code, and to accept such bid, proposal or quotation that It may consider most advantageous; to annul the bidding process and/ or to call for new bids or proposals under amended rules for whatever reason it may deem proper and reasonable.

REPORTING IMPROPER CONDUCT

Vendors have the right and obligation to bring to the attention of OHI management any possible or observed violation of this code, Company policy and Philippine laws. Vendors are encouraged to work with the Company contact in resolving business practice issues. A compliance concern or any question related to this Code can be addressed to the Head of Procurement, Corporate Resources Division of OHI.

OHI shall not tolerate any retribution or retaliation taken against any individual who has in good faith sought out advice or has reported questionable behavior or a possible violation of this code.

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