



WHISTLEBLOWING POLICY

(Updated 14 December 2023)

Contents

Page

1. Coverage	1
2. Statement of Policy	1
3. Definitions	1
4. Business Integrity Channels	2
5. Scope	3
6. Confidentiality	4
7. Protection of the Whistleblower against Retaliation	5
8. Untrue Allegations	5
9. Specific Procedures on Handling Whistleblowing Reports	5
10. Resolution Period	7
11. Effectivity	7

WHISTLEBLOWING POLICY

Document Information

Date Created	10 December 2012
Date/s Amended	25 May 2019
Latest Version	Approved on 14 December 2023

1. COVERAGE

This Whistleblowing Policy applies to directors, employees, third-party business partners and other stakeholders of AyalaLand Logistics Holdings Corp. (“ALLHC” or the “Company”) and its subsidiaries (collectively, “ALLHC Group”).

2. STATEMENT OF POLICY

It is of primary importance that a business, in all of its activities, must operate in full compliance with applicable laws, rules and regulations. Therefore, all directors, officers and employees must exemplify the behavior and professional demeanor consistent with such laws, rules and regulations, as well as the Company’s applicable policies and procedures. Also, third-party business partners must share and embrace the spirit of commitment to these set of standards.

All directors, officers, employees, third-party business partners, or other stakeholders are encouraged and empowered to report their concerns should they suspect or become aware of any illegal and unethical activities. This can be done through the Business Integrity Channels.

3. DEFINITIONS

ALI – refers to Ayala Land, Inc.

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

ALLHC Board of Directors – approves the vision, strategic objectives and key policies for management of the Company. The Board also ensures the adequacy of internal controls and risk management practices, accuracy and reliability of financial reporting, compliance with applicable laws and regulations.

ALLHC Ethics Committee – spearheads the implementation of the ALLHC Group’s Business Integrity Program, which includes providing oversight on the implementation of the Business Integrity Channels and conduct of all investigations including but not limited to employee investigations and vendor audits. It reports directly to the ALLHC Audit Committee.

ALLHC Business Integrity Program (BIP) – As part of fostering an open environment, ALI created the ALI Group’s BIP to advocate honesty and communication between the ALI Ethics Committee and allied enterprises. ALI Group’s BIP scope includes implementing its Whistleblowing Policy, Anti-Bribery and Corruption Policy, Vendor Audit Program, Insider Trading Policy, Code of Ethics, Related Party Transactions Policy, Employee Investigation

WHISTLEBLOWING POLICY

Policy, and other related policies. The ALI Group can identify and rectify any unethical practices through the program and remain a stalwart example of honest corporate governance.

Business Integrity Channels – refer to the whistleblowing channels that can be any of the following: (1) website; (2) e-mail; (3) mobile phone; (4) management reporting as discussed in Section 5.2.

Director- a member of ALLHC’s Board of Directors or any of its Subsidiaries

Employee – refers to any person who works in the service of ALLHC and its subsidiaries under an express employment contract.

Officer- those who execute organizational activities and are listed or appointed following the Company’s By-laws. They shall include but not limited to the President and Chief Executive Officer, Chief Operating Officer, Treasurer, Chief Finance Officer, Chief Audit Executive, Compliance Officer, Chief Risk Officer, Data Protection Officer, Corporate Secretary and Assistant Corporate Secretary

Operator –refers to persons or units that handle initial receipt of Whistleblowing Reports from the different Business Integrity Channels as provided in **Section 9.2**.

Reportable Condition – covers any of the following concerns: (1) misconduct or policy violations; (2) corruption; (3) asset misappropriation; (4) financial reporting fraud; and (5) retaliation complaints as discussed in **Section 5.1**.

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

Subsidiary or Subsidiaries – a corporation or a partnership or an unincorporated joint venture owned or controlled, directly or indirectly, through one or more intermediaries, by ALLHC whether by ownership of more than fifty percent (50%) of the voting stock or equity interest or by contract.

Third-Party Business Partner – refers to potential or existing suppliers of goods and services, buyer, customer, or any other business partner who has existing and intended business dealings with ALLHC and its Subsidiaries.

Third-Party Service Provider- refers to an independent company that ALLHC may engage in handling the operations of the Business Integrity Channels.

Whistleblower – an employee, third-party business partner, or other stakeholder who report alleged Reportable Conditions using the Business Integrity Channels.

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

4. BUSINESS INTEGRITY CHANNELS

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

WHISTLEBLOWING POLICY

The ultimate goal is to give employees, third-party business partners and other stakeholders every possible means of coming forward, so that they report information to top management or to the Board of Directors.

The ALLHC Ethics Committee shall spearhead the Business Integrity Channels.

5. SCOPE

5.1 Reportable Conditions

The Business Integrity Channels allow Whistleblowers to report about any of the following:

a. Misconduct or Policy Violations

Misconduct or policy violations refer to acts that violate moral or civil law, Code of Ethics including its Chart of Offenses, policies, contractual agreements and falsification of non-financial documents.

b. Corruption

The state or circumstance occurs due to offering, soliciting, authorizing or providing a bribe. Extortion, fraud, deception, collusion, cartels, embezzlement, money laundering and other similar activities are examples of misuse of entrusted power or authority for personal gain activities. Other forms of corruption include bribery, kickbacks, bid-rigging, illegal gratuities, extortion, and conflicts of interest as defined in the Company's Conflict of Interest Policy.

c. Asset Misappropriation

Asset misappropriation refers to theft or fraudulent disbursement/ appropriation or misuse of funds entrusted to the employee's care but owned by the employer or someone else in the organization.

d. Financial Reporting Fraud

Financial reporting fraud refers to deliberate misstatements in recording and reporting business transactions or the result of operations such as but not limited to incorrect recording of financial transactions, irregularities in application of accounting standards, misleading reports, financial statement fraud, falsification, or tampering with financial records or reports.

e. Retaliation Complaints

Retaliation complaints are those filed by a Whistleblower due to any undesirable action taken against him and in direct response to the Whistleblowing because he reported a wrongdoing such as but not limited to job harassment, ostracism, the threat to termination, and threat to security.

Any concern not relating to the above reportable conditions as defined, shall be filed with the appropriate unit designated by ALLHC or its Subsidiaries. The Operator shall ensure

WHISTLEBLOWING POLICY

that reports received via the Business Integrity Channels which do not fall under these reportable conditions are endorsed to the appropriate unit within a reasonable time.

5.2 Reporting Channels

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

- Website <https://proactivehotline.grantthorntonsolutions.ph/report/aligroup>
- E-mail myreport@ayalaland.com.ph
- Mobile Phone +63917-3118510
- Management reporting – includes all other modes of reporting to ALLHC and/or Ayala Land, Inc. Group Employees other than the three above channels (e.g., one-on-one meetings, company emails, and other business mobile calls and messages.)

For website, email and management reporting through email channels, reports can be received 24/7. The Whistleblower may expect a reply within official business hours. Management reporting and reporting via mobile phone channels may be done within official business hours.

5.3 Anonymous Reporting

The Business Integrity Channels shall accept reports made anonymously. The Whistleblower who files a report may choose to provide a preferred mode of communication without jeopardizing his anonymity. Such means shall include, but are not limited to, using an e-mail address, or a mobile number.

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

5.4 Withdrawal of the Report by the Whistleblower

If the Whistleblower withdraws his report, the investigation shall continue provided that the evidence gathered is sufficient following the provisions of **Section 9.3**.

5.5 Resignation of the Respondent Pending Completion of the Investigation

If the Respondent resigns before the case's final resolution, the investigation shall continue provided that the evidence gathered is sufficient according to the provisions of **Section 9.3**.

6. CONFIDENTIALITY

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

WHISTLEBLOWING POLICY

7. PROTECTION OF WHISTLEBLOWER AGAINST RETALIATION

The Whistleblower shall be protected through the following practices:

- a. Anonymous Business Integrity Reporting Channels are available at the Whistleblower's option, handling the investigation and reporting with the utmost confidentiality and providing a facility to report any form of retaliation against the Whistleblower.
- b. Whistleblowers may choose how they wish to be contacted, including but not limited to providing an email address or mobile number. The Operator will always first ask the Whistleblower if he is willing to be identified in the investigation.
- c. The Business Integrity Channels protect the Whistleblowers from any possible retaliation, provided that they have reported alleged offense in good faith. The Company handles these cases following relevant company policies and applicable laws. Whistleblowers who report cases of retaliation through any of the Business Integrity Channels shall be provided by the Company with personal and legal protection, as necessary.
- d. The ALLHC Ethics Committee shall ensure the confidentiality of the information received, including the Whistleblower's identity, and treats all reports as confidential unless compelled by law to reveal such information.

8. UNTRUE ALLEGATIONS

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

9. SPECIFIC PROCEDURES ON HANDLING WHISTLEBLOWING REPORTS

9.1 Submission/Receipt of Reports

Any Whistleblowing Report must be made through the appropriate reporting channels referred in **Section 5.2**. The Whistleblower may choose to identify himself or remain anonymous, in accordance with **Section 5.3**.

In submitting a report, the Whistleblower shall disclose his relationship with ALLHC Group (e.g., employee, customer, supplier, concerned citizen, such other designation). In addition, the Whistleblower shall state if the information has been reported to anyone outside ALLHC and provide details if it was. To support his report, the Whistleblower shall provide any information and any files or evidence (e.g., pictures, documents, among others) that he considers are relevant for the report.

9.2 Handling Initial Receipt of Whistleblowing Reports

The following Operators will handle initial receipt of Whistleblowing Reports from the different Business Integrity Channels:

WHISTLEBLOWING POLICY

Business Integrity Channel	Primary Operator	Secondary Operator
Website	ALI Internal Audit Division (IAD)	ALI Human Resources (HR)
Email	ALI IAD	ALI HR
Mobile Phone	ALI IAD	Not Applicable
Management reporting	Any member of the ALLHC Ethics Committee or employees of ALLHC or its Subsidiary at the option of the Whistleblower	Not Applicable

To promote transparency and proper checks and balance, both ALI IAD and ALI HR shall have dual access to the website and email reporting channels. Every time a ticket is generated by the Website, an email notification shall be sent to ALI IAD and ALI HR as primary and secondary recipients, respectively.

It is the responsibility of the Operator of the Management Reporting Channel to refer and fully disclose the Whistleblowing Report to ALLHC IAD. In case the reporting is in a form of one-on-one meeting (e.g., direct phone calls, face-to-face meetings, video conferencing, etc.), the Operator shall seek permission from the Whistleblower that the discussion is recorded which shall form part of the case record. The purpose and possible distribution of the report, retention, and disposal shall be communicated in compliance with the Data Privacy Act and other applicable legislation.

All whistleblowing reports received, including those from Management Reporting channel, shall be logged by ALI IAD in a database and made accessible to ALLHC HR.

9.3 Criteria for Evaluating Whistleblowing Reports

The Operator shall evaluate whether the information provided by the Whistleblower is sufficient and within scope of the Whistleblowing Policy. As such, the Operator shall exercise utmost due diligence to assess the sufficiency and validity of the report submitted to protect the Respondent from vague, ambiguous, patently without merit, or are clearly harassment complaint.

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

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

In case of insufficient information, the Operator shall notify the Whistleblower, if he is identified or can be contacted following **Section 5.3** about such insufficiency. If the Whistleblower fails to provide additional information within twenty (20) working days from receipt of initial whistleblowing report, the Operator may close the case and take no further action.

WHISTLEBLOWING POLICY

Reports received that do not fall under any of the reportable conditions defined in this Policy shall be forwarded by the Operator to the appropriate unit designated by ALLHC or its Subsidiaries.

9.4 Communicating with the Whistleblowers

A unique ticket number and link shall be generated by the Website per report logged. A Whistleblower can use such ticket number and link to see the status of his report (e.g., open/no actions taken yet, under investigation/corrective action being done, closed).

For whistleblowing reports received via the other business integrity channels, the Whistleblower may use the same means to obtain information about the status of their report.

9.5 Investigation

In all investigations relating to this Policy, the ALLHC Employee Investigation Policy shall apply.

9.6 Closing of Whistleblowing Cases

Upon approval of the final resolution by the ALLHC Ethics Committee, all case records shall be closed by the ALI Ethics Committee Secretariat. In addition, the ticket number on the Website shall be closed by ALI's IAD (i.e., Primary Operator), who shall also notify the Whistleblower of the update.

9.7 Reporting

All reports received and processed within the scope of this Policy shall be reported to the ALI Ethics Committee, ALI Audit Committee and ALLHC Audit Committee.

9.8 Retention and Disposal

The HRD of ALLHC or Subsidiary shall maintain a copy of the final resolution of each case. Those cases entailing disciplinary actions must be filed in the 201 Files of the Respondents.

Reports, including case files shall be retained following the Retention and Disposal policies of ALLHC and Subsidiaries.

10. RESOLUTION PERIOD

All cases within the scope of the BIP must be resolved within a reasonable time as determined by the ALLHC Ethics Committee from the time all relevant documents have been obtained.

11. EFFECTIVITY

This Whistleblowing Policy (as amended), approved by the Board of Directors on 14 December 2023, shall be effective immediately.

WHISTLEBLOWING POLICY

Approved By:

(Sgd.)
ANNA MA. MARGARITA B. DY
Chairman

(Sgd.)
FRANCIS M. MONTOJO
Compliance Officer