




WHISTLEBLOWING POLICY

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1. COVERAGE

This Whistleblowing Policy is applicable to employees and directors of AyalaLand Logistics Holdings Corp. (ALLHC) and its subsidiaries, third-party business partners, and other stakeholders.

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

3. DEFINITIONS

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.


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

Business Integrity Channels – can be any of the following: (1) Website; (2) Face-to-Face meetings; (3) E-mail; (4) Mail; (5) Telephone; and (6) Fax.

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

Operator – can refer to third-party service provider, ALLHC Internal Audit Group, Colleagues, or Management, depending on the Reporting Channel that the Whistleblower used to file a Reportable Condition, in accordance with **Section 10.2**.

Reportable Condition – covers any of the following concerns: (1) Conflicts of Interest; (2) Misconduct or Policy Violations; (3) Theft, Fraud, or Misappropriation; (4) Falsification of Documents; (5) Financial Reporting Concerns; and (6) Retaliation Complaints.

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

Subsidiaries – refers to any entity over which ALLHC has substantial ownership and interest.

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

Whistleblower – an employee, third-party business partner, or other stakeholder who tells about the 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 to people of authority without fear of Retaliation.

The ultimate goal is to give employees, directors, 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, rather than turning to the media.

The Business Integrity Channels shall be spearheaded by the Ethics Committee (the “Committee”).


5. THE COMMITTEE

The Committee shall be chaired by the Head of Human Resources Department (HRD) of ALLHC and will be composed of representatives from the Internal Audit Group (IAG), and Ayala Group Legal (“AG Legal”) as members.

The Committee shall investigate Whistleblowing Reports through IAG. AG Legal, as the Committee’s prosecution arm, shall coordinate with IAG. It shall provide legal advice to aid the Committee during the investigation process.

HRD, as the administrator of Committee decisions, shall ensure that the decisions made by the Committee on every investigation are enforced. It shall coordinate with AG Legal.

The Compliance Officer shall report to Audit and Risk Committee in accordance with the provisions of **Section 10.10.2**

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For reports involving employees of ALLHC subsidiaries, the investigation process shall be undertaken by the subsidiary's own investigating unit. Results of the investigation and any action implemented shall be reported to the Committee.

6. SCOPE

6.1 Reportable Conditions

The Business Integrity Channels shall receive all reports from Whistleblowers about the following:

a. Conflict of Interest

Conflicts of interests, subject to ALLHC's or subsidiary's policies, may refer to situations which may impair the objectivity of a person because of the possible incompatibility of the person's self-interest and professional or public interest (e.g., inappropriate relations or questionable transactions with clients or suppliers, misuse of client/company information, etc.).

b. Misconduct or Policy Violations

Misconduct or policy violations refer to acts that violate moral or civil law, Code of Ethics, policies of ALLHC/subsidiary, and/or contractual agreements (e.g. violation of Code of Ethics, control overrides, acting under false/insufficient authority, etc.).

c. Theft, Fraud, or Misappropriation


Theft, fraud, or misappropriation refers to fraudulent appropriation of funds or properties entrusted to the employee's care but actually owned by the employer or someone else in the organization (e.g., stealing, misappropriation of funds, false representation, etc.).

d. Falsification of Documents

Falsification of documents refers to counterfeiting, forgiving, falsifying, or making fraudulent changes to any document (e.g., forgery, alteration, tampering, etc.).

e. Financial Reporting Concerns

Financial reporting concerns refer to deliberate misstatements in recording and/or reporting business transactions or results of operations (e.g., incorrect recording of financial transactions, irregularities in application of accounting standards, misleading reports, etc.).

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f. 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 (e.g., job harassment, ostracism, unemployment, threat to security, etc.).

Any concern not relating to the above conditions shall be filed with the appropriate unit designated by ALLHC.

6.2 Reportable Channels

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

- Website
- Face-to-face meetings
- E-mail
- Mail
- Telephone
- Fax

6.3 Anonymous Reporting

The Business Integrity Channels shall accept reports made anonymously. The Whistleblower who files a report may choose to provide a manner by which he can be contacted without jeopardizing his anonymity. Such means shall include, but is not limited to, using an e-mail address, a prepaid mobile number, etc.


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

6.4 Withdrawal of the Report by the Whistleblower

In the event that the Whistleblower withdraws his report, the investigation shall continue provided that the evidence gathered is sufficient in accordance with the provisions of **Section 10.3**.

6.5 Resignation of the Respondent Pending Completion of the Investigation

In the event that the Respondent resigns at the beginning of the investigation or prior to the final resolution of the case, the investigation shall still continue provided that the evidence gathered is sufficient in accordance with the provisions of **Section 10.3**.

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7. CONFIDENTIALITY

The Operators and the Committee shall ensure confidentiality of information. It 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.

8. PROTECTION OF WHISTLEBLOWER AGAINST RETALIATION

By reporting through any of the Business Integrity Channels, a Whistleblower is protected from any Retaliation against him, provided that the report is made in good faith.

Cases of Retaliation against any Whistleblower may be reported through any of Business Integrity Channels.

The Retaliation Complaint shall be dealt with in accordance with this Policy, or other relevant Company policies and procedures, and any applicable laws.

9. 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.

10. SPECIFIC PROCEDURES ON HANDLING WHISTLEBLOWING REPORTS

10.1 Submission/Receipt of Reports

Any report must be made through the appropriate reporting channels referred in **Section 6.2**. The Whistleblower may choose to identify himself or remain anonymous, in accordance with **Section 6.3**.

In submitting a report, the Whistleblower shall disclose his relationship with ALLHC (e.g., Employee, Customer, Supplier, Concerned Citizen, such other designations). 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, etc.) that he thinks are relevant for the report.

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10.2 Handling Initial Receipt of Whistleblowing Reports

The following Operators will handle initial receipt of Whistleblowing Reports from the different reporting channels:

Channel	Operator
Face-to-face meetings	Any member of the Committee or employees of ALLHC/subsidiary at the option of the Whistleblower.
Website	Punongbayan and Araullo: https://services.punongbayan-araullo.com/extdata/proactive.nsf/goto/aligroup
E-mail	corporate@ayalalandlogistics.com
Mail	Makati City PO Box Number 1375 Attention to: AyalaLand Logistics Ethics Committee – Integrity Channel
Telephone	(02) 7988-2208
Fax	(02) 7886-5506 local 208 Attention to: AyalaLand Logistics Ethics Committee – Integrity Channel

10.3 Preliminary Evaluation of Whistleblowing Reports

The Operator shall evaluate whether the information provided by the Whistleblower is sufficient and within scope.


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

- The Respondent is identified by his name and position, and;
- 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 communicated with in accordance with **Section 6.3 paragraph 1**, about such insufficiency. If the Whistleblower fails to provide additional information, the Operator may recommend closing the case and take no further action.

10.4 Logging of Whistleblowing Reports

All Whistleblowing Reports shall be logged as identified in **Section 6.2**. Whistleblowing Reports made through other channels (i.e., e-mail, mail, telephone, fax) shall be recorded and monitored with confidentiality. For reports received through face-to-face meetings, it is the responsibility of IAG to log in all reports it received directly and those referred to it by other Operators as discussed in **Section 10.2**.

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10.5 Communicating with the Whistleblowers

A reference number must be given to the whistleblower to ensure that the incident report is acknowledged by the Operator. Such reference will be used by a Whistleblower to request for the status of his report (e.g., open/no actions taken yet, under investigation, corrective action done, closed).

10.6 Submission of Reports to the Committee

The Operator shall inform the IAG:

- Whistleblowing Reports that can be escalated to the Committee based on sufficiency and scope, and;
- Whistleblowing Reports that are recommended to be Closed, including justification.

IAG shall profile all Whistleblowing Reports received and recommend the appropriate investigating unit to conduct the Preliminary Investigation. Reporting to the Committee shall be done within a reasonable period, depending on the nature and urgency of the Whistleblowing Reports received.

10.7 Preliminary Investigation


IAG shall conduct Preliminary Investigation in a discreet manner and in accordance with the existing laws, rules, and regulations, applicable policies and procedures of ALLHC and Subsidiaries. During the Preliminary Investigation, the IAG shall search for evidence or probable cause that would support the case against the Respondent.

Nevertheless, the Committee may assign any of its members or any other investigating units existing in the Group (e.g., Ethics Committee for complaints of clients against employees, Subsidiary HRD for Subsidiary Employees, etc.) the task of further investigating the reports escalated to them. Such classifications may depend on the nature of the report.

In the event that a report involves an Employee who is a member of the Committee or his/her subordinate, the said member shall not be allowed to directly handle the investigation in order to avoid the appearance of bias and conflict of interest.

10.8 Full Investigation

After the investigation has been completed, and the report is substantiated, the Committee shall inform the Respondent's Company HRD about the report for appropriate action. The Respondent's Company HRD shall coordinate with the Committee in conducting full investigation in accordance with the applicable Company policies and procedures.

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10.9 Reporting

The Respondent's Company HRD and other investigating units shall provide the Committee a report of the findings and resolution of the case.

Upon approval of the final resolution, the case records shall be closed and the Whistleblower shall be notified of the update.

10.10 Monitoring

10.10.1 Visibility of Reports

IAG shall have the visibility of reports from all channels. In order to ensure that reports from such channels are not overlooked or mishandled, dual dissemination shall be employed.

10.10.2 Quarterly Reporting to the Audit and Risk Committee

IAG shall maintain a log of all reports received and shall submit a quarterly report to the Audit Committee on:

- All reports received;
- Status of outstanding reports, and;
- Final resolution of reports.

10.10.3 Archiving

IAG shall log and maintain a case file for each of the reports. The HRD of ALLHC/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 in accordance with the archiving policies of ALLHC and Subsidiaries.

11. RESOLUTION PERIOD

All cases within the scope of the Business Integrity Channels must be resolved within a reasonable time as determined by ALLHC and Subsidiary from the time all relevant documents have been obtained.

-end-

Approved By:

(Sgd.)

Francis M. Montojo

Human Resources Department Head