 NLEX CORPORATION <small>A METRO PACIFIC TOLLWAY COMPANY</small>	POLICY MANUAL NLEX CORPORATION		NLEX-PC-CGO-08	
			Revision No.:01	Page 1 of 11
Division: GOVERNANCE AND RISK Department: CORPORATE GOVERNANCE			Effectivity Date: 30 July 2019	
Subject: POLICY ON HANDLING OF EMPLOYEE WHISTLEBLOWING				

1.0 INTRODUCTION

NLEX Corporation (the “Company”) is committed to achieving and maintaining the highest standards of openness, probity and accountability. Employees at all levels are expected to conduct themselves with integrity, impartiality and honesty. It is every employee’s responsibility and in all interest of the Company to ensure that any inappropriate behavior that compromise the interest of the shareholders, investors, customers and the wider public does not occur. It is also critical to maintain a good corporate image and raise the standard of corporate governance of the Company. To this end, the Company has devised a whistleblowing policy (the “Policy”).

2.0 PURPOSE

The purpose of formulating the Policy is to increase the awareness of maintaining internal corporate justice and regard this as a kind of internal control mechanism. It provides the employees of the Company with reporting channels and guidance on whistleblowing.

The term “whistleblowing” refers to a disclosure or filing of a complaint by an employee or a group of employees who in good faith report serious concerns about any suspected misconduct, malpractice, or irregularity which he has become aware of or genuinely suspects that the Company has been or may become involved in. This Policy is designed to encourage employees to raise serious concerns internally, in a responsible and effective manner, rather than overlooking a problem or blowing the whistle outside. The content of this Policy is applicable to all employees of the Company and its subsidiaries.


3.0 POLICY

This Policy is intended to assist individual employees (permanent or temporary employees) to disclose information relevant to suspected misconduct, malpractice, or irregularity through a confidential reporting channel. It is not designed to further any personal disputes, question financial or business decisions taken by the Company, nor should it be used to reconsider any staff matters which have been addressed under the grievance procedure already in place.

Whistleblowing matters may include but are not confined to: -

1. Malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters
2. Violation of the rules and regulations of the Company or the Code of Business Conduct and Ethics of the Company
3. Improper conduct or unethical behavior likely to prejudice the standing of the Company
4. Breach of legal or regulatory requirements

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 POLICY MANUAL NLEX CORPORATION	NLEX-PC-CGO-08	
	Revision No.:01	Page 2 of 11
Division: GOVERNANCE AND RISK Department: CORPORATE GOVERNANCE	Effectivity Date: 30 July 2019	
Subject: POLICY ON HANDLING OF EMPLOYEE WHISTLEBLOWING		

5. Criminal offences, breach of civil law and miscarriage of justice
6. Endangerment of the health and safety of an individual
7. Damage caused to the environment
8. Deliberate concealment of any of the above

3.1 PROTECTION AND CONFIDENTIALITY

It is the Company's policy to make every effort treating all disclosures in a confidential and sensitive manner after employee reports concern about any of the above matters. The identity of the individual employee making genuine and appropriate allegation under this Policy are assured of fair treatment. In addition, employees are also assured of protection against unfair dismissal, victimization, or unwarranted disciplinary action, even if the concerns raised turned out to be unsubstantiated.

Company reserves the right to take appropriate actions against anyone who initiates or threatens to initiate retaliation against those who have raised concerns under this Policy. In particular, employees who initiate or threaten retaliation will be subject to disciplinary actions, which may include summary dismissal.

Management will support all employees and encourage them to raise concerns without fear of reprisals.

3.2 PROCEDURE


1. Reporting Channel for the Company

Employee who has a legitimate malpractice concern can raise the matter directly with the Corporate Governance Office. The office will review the complaint and decide how the investigation should proceed. Depending on the circumstances, the Corporate Governance Office may consider nominating an appropriate investigating officer or set up a special committee to investigate the matter independently.

2. Reporting Format and Supporting Documentation

Disclosures can be made in writing or by using the standard form (Whistleblower Report Form) attached to this Policy. While the Company does not expect the employee to have absolute proof or evidence of the misconducts, malpractices or irregularities reported, the report should show reasons for the concerns and full disclosure of any relevant details and supporting documentation.

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 POLICY MANUAL NLEX CORPORATION	NLEX-PC-CGO-08	
	Revision No.:01	Page 3 of 11
Division: GOVERNANCE AND RISK Department: CORPORATE GOVERNANCE	Effectivity Date: 30 July 2019	
Subject: POLICY ON HANDLING OF EMPLOYEE WHISTLEBLOWING		

The disclosure should be sent to the Corporate Governance Office in a sealed envelope clearly marked “Strictly Private and Confidential – to be opened by Addressee Only” to ensure confidentiality, or through sending emails to cg@mptc.com.ph. Employees should ensure all the attachments to the emails should have passwords in order to ensure confidentiality. Employees are required to put their name to any disclosures they make. Anonymous complaints are usually not considered.

The Company will hold it a serious disciplinary offence for any person who seeks to prevent a communication of malpractice concerned reaching to the designated person, or to impede any investigation which he or anyone on his behalf may make.

3. Investigation Procedure

The format and length of an investigation will vary depending upon the nature and particular circumstances of each complaint made. The matters raised may:

- i. be investigated internally;
- ii. be referred to the Internal/External Auditor; and/or
- iii. form the subject of an independent inquiry

Corporate Governance Office or the person designated to investigate the complaint will write to the complainant whenever reasonably practicable of the concern being received:

- i. acknowledging that the concern has been received;
- ii. advising whether or not the matter is to be investigated further and if so what the nature of the investigation will be;
- iii. giving an estimate of how long the investigation will take to provide a final response telling the complainant whether any initial inquiries have been made, and whether further investigation will take place, and if not, why not.
- iv. updates on the result of investigation


3.3 FALSE REPORTS

If an employee makes a false report maliciously, with an ulterior motive, or for personal gain, the Company reserves the right to take appropriate actions against the employee to recover any loss or damage as a result of the false report. In particular, the employee may face disciplinary action, including dismissal, where appropriate.

3.4 ANONYMOUS REPORTS

As the Company takes reporting of misconducts, malpractices, and irregularities seriously and wants to conduct warranted investigations of both potential and actual violations, it is preferred that

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 POLICY MANUAL NLEX CORPORATION	NLEX-PC-CGO-08	
	Revision No.:01	Page 4 of 11
Division: GOVERNANCE AND RISK Department: CORPORATE GOVERNANCE	Effectivity Date: 30 July 2019	
Subject: POLICY ON HANDLING OF EMPLOYEE WHISTLEBLOWING		

these reports are not made anonymously. However, it is recognized that for any number of reasons, employees may not feel comfortable reporting potential violations directly to the Corporate Governance Office. In these cases, anonymous reports may be submitted to the HR Account Head.


3.5 RECORD RETENTION

Records shall be kept for all reported misconducts, malpractices, and irregularities by the relevant parties in the Company. In the event a reported irregularity leads to an investigation, the party responsible for leading/conducting the investigation shall ensure that all relevant information relating to the case is retained, including details of corrective action taken for a period not exceeding six years (or whatever other period may be specified by any relevant legislation).

4.0 APPROVAL, IMPLEMENTATION, AND REVIEW OF POLICY

This policy was approved and adopted by the Board on 30 July 2019. The Corporate Governance Office has the overall responsibility for implementation, monitoring and periodic review of this Policy. In addition, the Audit Committee has delegated the day-to-day responsibility for administration of the Policy to the Corporate Governance Office.

[Signed] CRISELDA M. FUNELAS AVP, Legal Services; NLEX CG Deputy Prepared by:	[Signed] JOSEPH J. MARIGOMEN FVP, Legal Services; NLEX Compliance Officer Reviewed by:	[Signed] J.LUIGI L. BAUTISTA President and General Manager Approved by:
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 A METRO PACIFIC TOLLWAY COMPANY	POLICY MANUAL NLEX CORPORATION		NLEX-PC-CGO-08	
			Revision No.:01	Page 5 of 11
Division: GOVERNANCE AND RISK Department: CORPORATE GOVERNANCE		Effectivity Date: 30 July 2019		
Subject:		POLICY ON HANDLING OF EMPLOYEE WHISTLEBLOWING		

5.0 ANNEXES

Annex A : WHISTLEBLOWER REPORT FORM

WHISTLEBLOWER REPORT FORM (CONFIDENTIAL)

NLEX Corporation ("Company") is committed to achieving and maintaining the highest possible standards of openness, probity and accountability. In line with that commitment, the Company encourages employees of to raise concerns and report in confidence, about misconducts, malpractices or irregularities in any matters related to the Company.

The Whistleblowing Policy has been established to encourage and assist Whistleblowers to disclose information relevant to the misconducts, malpractices or irregularities through a confidential reporting channel (to the extent possible). The Company will handle this report with care and will treat the Whistleblower's concerns fairly and properly.

If you wish to make a written report, please use the report form below. Once completed, this report becomes confidential. You may send the report, marked "Strictly Private and Confidential – to be opened by Addressee Only" and addressed to the Corporate Governance Office, by post to the relevant address below or by email to "cg@mptc.com.ph."

To: Metro Pacific Tollways Corporation
Corporate Governance Office

Your Name/Contact Telephone
Number and Email

We encourage you to provide your name with this report. Concerns expressed anonymously are much less powerful, but they will be considered as far as practicable.

Name:

Address:

Tel No:

Email:


Date:

The names of those involved (if known):

Details of concerns:

Please provide full details of your concerns: Names, dates and places and the reasons for the concerns (continue on separate sheet if necessary) together with any supporting evidence/documents.

[Signed] CRISELDA M. FUNELAS AVP, Legal Services; NLEX CG Deputy Prepared by:	[Signed] JOSEPH J. MARIGOMEN FVP, Legal Services; NLEX Compliance Officer Reviewed by:	[Signed] J.LUIGI L. BAUTISTA President and General Manager Approved by:
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 POLICY MANUAL NLEX CORPORATION	NLEX-PC-CGO-08	
	Revision No.:01	Page 6 of 11
Division: GOVERNANCE AND RISK Department: CORPORATE GOVERNANCE	Effectivity Date: 30 July 2019	
Subject: POLICY ON HANDLING OF EMPLOYEE WHISTLEBLOWING		



(Whistleblower) COMPLAINT / DISCLOSURE FORM

On Violations of Corporate Governance Rules, Questionable Accounting or Auditing Matters, and Violations of Offenses Covered by the Company's Table of Penalties


Note: All information provided shall be kept confidential and please provide detailed information as much as possible and attach additional sheet if necessary.

COMPLAINANT'S INFORMATION <small>(Individual filing the complaint/report)</small>			
NAME		OFFICE ADDRESS	
SIGNATURE / DATE	EMPLOYEE NO.	E-MAIL ADDRESS	
COMPANY / DIVISION	DESIGNATION	PHONE NO(s)	FAX NO(s)
INFORMATION CONCERNING THE (WHISTLEBLOWER) COMPLAINT <small>Briefly describe the misconduct / improper activity and if there is more than one allegation, number each allegation and use as many pages as necessary.</small>			
What misconduct / improper activity occurred?		When and where did the incident occur?	
		Supporting evidence/s Is there any evidence that you could provide which would assist us in the investigation? <input type="checkbox"/> No documents attached <input type="checkbox"/> With documents attached No. of Pages: _____ <input type="checkbox"/> Recorded / captured video or image <input type="checkbox"/> Others (Please specify)	
		How did you know about the subject of the complain/complaints <input type="checkbox"/> Personal or direct knowledge <input type="checkbox"/> Others have told me about it <input type="checkbox"/> White paper <input type="checkbox"/> Others (Please specify)	
		Why are you making this disclosure? If ever this goes to a formal proceeding such as a court case, will you be willing to provide evidence and/or testify?	
RESPONDENT/S INFORMATION: Who is/are the person(s) involved?		PLEASE ADVISE ON HOW WE MAY CONTACT YOU	
NAME	DESIGNATION	COMPANY & DIVISION	Complainant will: <input type="checkbox"/> E-mail / Fax / Call again <input type="checkbox"/> Visit CG office <input type="checkbox"/> Others (Specify) _____
Who is/are the possible Witness(es)?			CGO is being requested to provide feedback: <input type="checkbox"/> By phone <input type="checkbox"/> Thru e-mail <input type="checkbox"/> Others (Specify) _____
NAME	DESIGNATION	COMPANY & DIVISION	

MPTC (Whistleblower) Complaint / Disclosure Form | Page 1 of 2

[Signed] CRISELDA M. FUNELAS AVP, Legal Services; NLEX CG Deputy Prepared by:	[Signed] JOSEPH J. MARIGOMEN FVP, Legal Services; NLEX Compliance Officer Reviewed by:	[Signed] J. LUIGI L. BAUTISTA President and General Manager Approved by:
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 NLEX CORPORATION <small>A METRO PACIFIC TOLLWAY COMPANY</small>	POLICY MANUAL NLEX CORPORATION		NLEX-PC-CGO-08	
			Revision No.:01	Page 8 of 11
Division: GOVERNANCE AND RISK Department: CORPORATE GOVERNANCE		Effectivity Date: 30 July 2019		
Subject:		POLICY ON HANDLING OF EMPLOYEE WHISTLEBLOWING		

Annex B : FORMAL ADOPTION OF MPTC'S CG POLICIES BY NLEX CORP.



FOR : Mr. J. Luigi L. Bautista – NLEX Corporation, President
 FROM : Rodrigo E. Franco, President and CEO
 SUBJECT : **Formal Adoption of MPTC's Corporate Governance Policies by Subsidiaries**
 DATE : November 12, 2018

As you are aware, the MPTC Board has created the Corporate Governance Committee primarily to institutionalize the Corporate Governance (CG) practices, core values, and eventually the culture in our Group.

It is in this light that this Memorandum is issued in order to inform Presidents and CEOs of MPTC Subsidiaries to take all necessary steps and measures so that the Corporate Governance Policies (the "CG Policies") of MPTC are likewise formally and officially adopted in your respective companies.

While a series of CG orientation were conducted to your respective teams, it is best to formalize these policies at your level on or before December 31, 2018. Hence, Board approvals must be obtained to adopt the following MPTC CG policies as well in your respective Companies:

1. Code of Business Conduct and Ethics;
2. Conflict of Interest Policy;
3. Related Parties Transactions Policy
4. Policy on Gifts Entertainment and Sponsored Travel;
5. Policy on Gift Giving Activities;
6. Insider Trading Policy; and
7. Policy on Handling of Employee Whistleblowing.


Detailed implementing guidelines for use by subsidiaries will be issued by the MPTC Head of Corporate Governance / Compliance Officer Mr. Christopher C. Lizo and Atty. Joseph J. Marigomen, MPT North and MPT South Corporate Governance Officer.

We nonetheless enjoin all Companies to commence observance of these policies even prior to the formal Board approval.


 Rodrigo E. Franco

NLEX | **SCTEX** | **CAVITEX** | **CALAEX** | **CCLEX**
 7th Floor, L.V. Locsin Bldg. 6752 Ayala Avenue corner Makati Avenue 1200 Makati City Trunkline: (632) 894-8700 | www.mptc.com.ph

[Signed] CRISELDA M. FUNELAS AVP, Legal Services; NLEX CG Deputy Prepared by:	[Signed] JOSEPH J. MARIGOMEN FVP, Legal Services; NLEX Compliance Officer Reviewed by:	[Signed] J. LUIGI L. BAUTISTA President and General Manager Approved by:
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 POLICY MANUAL NLEX CORPORATION	NLEX-PC-CGO-08	
	Revision No.:01	Page 9 of 11
Division: GOVERNANCE AND RISK Department: CORPORATE GOVERNANCE	Effectivity Date: 30 July 2019	
Subject: POLICY ON HANDLING OF EMPLOYEE WHISTLEBLOWING		

REPUBLIC OF THE PHILIPPINES)
 MAKATI CITY, METRO MANILA) S.S.

SECRETARY'S CERTIFICATE

I, **ALEX ERLITO S. FIDER**, of legal age, Filipino, and with office address at the Liberty Center- Picazo Law, 104 H. V. Dela Costa Street, Salcedo Village, Makati City, Metro Manila, being duly sworn according to law, hereby certify that:

1. I am the duly appointed Corporate Secretary of **NLEX CORPORATION** (hereinafter referred to as the "**Corporation**"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with office address at the NLEX Compound, Balintawak, Caloocan City.

2. At the duly constituted meeting of the Board of Directors of the Corporation held on 30 July 2019, at which a quorum was present and acting all throughout, the following resolutions were passed and approved by the Board of Directors of the Corporation:

"WHEREAS, Metro Pacific Tollways Corporation ("**MPTC**"), through its Corporate Governance Committee, has recently institutionalized Corporate Governance ("**CG**") through the formulation of CG policies for group-wide implementation (the "**MPTC CG Policies**");

WHEREAS, the Corporation is a subsidiary of MPTC and is required to implement the MPTC CG Policies;


WHEREAS, in accordance with the foregoing instructions, the President and General Manager of the Corporation adopted the MPTC CG Policies, on behalf of the Corporation, subject to the ratification of the Board of Directors;

NOW, THEREFORE, BE IT RESOLVED, AS IT IS HEREBY RESOLVED, that the Board of Directors of the Corporation hereby ratifies the adoption by the Corporation of the MPTC CG Policies, as follows:

- (1) Code of Business Conduct and Ethics;
- (2) Conflict of Interest Policy;
- (3) Related Party Transactions Policy;
- (4) Policy on Gifts, Entertainment and Sponsored Travel;
- (5) Policy on Gift-Giving Activities;
- (6) Insider Trading Policy; and
- (7) Policy on Handling of Employee Whistleblowing

including any future updates and amendments of such Policies which may be imposed by MPTC, as binding policies of the Corporation;

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 POLICY MANUAL NLEX CORPORATION	NLEX-PC-CGO-08	
	Revision No.:01	Page 10 of 11
Division: GOVERNANCE AND RISK Department: CORPORATE GOVERNANCE	Effectivity Date: 30 July 2019	
Subject: POLICY ON HANDLING OF EMPLOYEE WHISTLEBLOWING		

RESOLVED, FINALLY, that the Board of Directors hereby ratifies the authority of the President and General Manager to adopt the MPTC CG Policies."

3. The foregoing resolutions have not been amended nor revised and are still in force and effect as of this date and may be relied upon until receipt of a notarized Corporate Secretary's Certification of a Board resolution of the Corporation revoking or modifying the aforesaid Board resolutions.

IN WITNESS WHEREOF, I have hereunto set my hand this NOV 29 2019 in Makati City, Metro Manila.



ALEX ERLITO S. FIDER
 Corporate Secretary

SUBSCRIBED AND SWORN to before me this NOV 29 2019 at Makati City, Metro Manila affiant exhibiting to me his Passport with Passport Number P5654887A issued on 17 January 2018 at DFA, Manila.

Doc No. 207 ;
 Page No. 93 ;
 Book No. 1 ;
 Series of 2019.


CHRISTINE JOY F. ANGAT
 Appointment No. M-523
 Notary Public for Makati City
 Until December 31, 2020
 Liberty Center-Picazo Law
 104 H.V. Dela Costa Street, Makati City
 Roll of Attorney's No. 73262
 PTR No. 7745427/Makati City/07-01-2019
 IBP No. 088511/Cavite/05-14-2019
 MCLE Exempted-Admitted to the bar in 2019

[Signed] CRISELDA M. FUNELAS AVP, Legal Services; NLEX CG Deputy Prepared by:	[Signed] JOSEPH J. MARIGOMEN FVP, Legal Services; NLEX Compliance Officer Reviewed by:	[Signed] J.LUIGI L. BAUTISTA President and General Manager Approved by:
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 <p>NLEX CORPORATION A METRO PACIFIC TOLLWAY COMPANY</p>	POLICY MANUAL NLEX CORPORATION		NLEX-PC-CGO-08	
			Revision No.:01	Page 11 of 11
Division: GOVERNANCE AND RISK Department: CORPORATE GOVERNANCE		Effectivity Date: 30 July 2019		
Subject:		POLICY ON HANDLING OF EMPLOYEE WHISTLEBLOWING		

6.0 HISTORY

Version No.	Date Approved	Details
00	30 July 2019	NLEX Corp. BOD's Adoption of the Policy on Handling of Employee Whistleblowing
01	26 April 2022	Transferred to NLEX Corp. policy format Added the Annexes – Memo and the copy of Secretary's Certificate on Formal Adoption of MPTC's CG Policies by NLEX Corp.

[Signed] CRISELDA M. FUNELAS AVP, Legal Services; NLEX CG Deputy Prepared by:	[Signed] JOSEPH J. MARIGOMEN FVP, Legal Services; NLEX Compliance Officer Reviewed by:	[Signed] J.LUIGI L. BAUTISTA President and General Manager Approved by:
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