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NLEX Corporation (the “Company”) is committed to doing business in accordance with the highest standards of ethics. It endeavors to promote a culture of good corporate governance in the Company, its Directors, Officers, Consultants and Employees by observing and maintaining its core values of accountability, integrity, fairness and transparency in their business relationships with the Company’s suppliers/contractors (the “Suppliers/Contractors”)

This Supplier/Contractor Relations Policy is issued to implement the Competition and Fair Dealing provisions of the Company’s Code of Business Conduct and Ethics, as ratified by the Metro Pacific Tollways Corporation (MPTC) Board of Directors on February 23, 2011, and to supplement the Dealings with Suppliers/Contractors provisions of the Company’s Conflict of Interest Policy. This policy further sets forth the Company’s business principles and values which shall guide and govern all business relationships of the Company, its directors, officers and employees, including their decisions and actions when performing their respective duties and responsibilities.

1.0 RATIONALE

The Company and/or subsidiaries and affiliates of the MPTC Group (the “Group”) shall uphold the highest professional standards of business practices and ethics as contained in its Code of Business Conduct and Ethics (the “Code”) in its business dealings¹ with its Suppliers/Contractors in the procurement of products and services.

2.0 POLICY STATEMENT

The Company and/or subsidiaries and affiliates of the Group shall promote and implement standards of relationships with Suppliers/Contractors that embody the Code’s principles and values of integrity, fairness, transparency and accountability that will allow for equal opportunity and maintain honest treatment of Suppliers/Contractors in all business dealings.


3.0 APPLICABILITY

- a) This policy applies to, and shall be implemented by, all members of the Board of Directors (each, a “Director” and collectively, the “Directors”), Employees (each an “Employee” and collectively, the “Employees”), and Consultants² of the Company.

1 Any commercial and financial negotiations and/or transactions between the Company and its Suppliers/Contractors.

2 Only with respect to business transactions not covered by the scope of their professional engagement that are made or entered into with the Group and/or MPTC, directly or indirectly, through corporations or firms they or their affiliates represent or where they or their affiliates own more than ten percent (10%) of the subscribed capital or equity of such corporations or firms, or partnerships where they or their affiliates are general partners.

[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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- b) It is the intention of the MPTC Board that a similar policy shall be adopted and implemented by the MPTC subsidiary companies³. In this regard, the respective Presidents shall recommend the adoption of this policy (for a similar policy) to their respective Boards.

4.0 DEFINITIONS

For purposes of this policy

Best Bid – the Supplier/Contractor bid that offers best value for money. A detailed and holistic technical and commercial evaluation, aside from the price evaluation, is necessary to determine which proposal provides the best value for the Company's requirements.

Bribe – includes any money, fee commission, credit, gift, gratuity, thing of value, compensation, personal business and the like, benefits or advantage of any kind that is, directly or indirectly, provided to or received by anyone for the purpose of improperly obtaining or according favorable treatment in connection with a business transaction.

Competitive Bidding – the process of soliciting bids from qualified⁴ Suppliers/Contractors for the purpose of the procurement of materials, supplies, equipment, and/or services for Company projects. All bidders are given equal opportunity to compete, and their bids are evaluated fairly and in a transparent manner.


Consultants – includes professional consultants, firms, partnerships, counsels, or such other professional entities or individuals rendering professional or specialized expert services to the Company and/or any company within the Group, as well as advisors of the Company who may be appointed by the Board of Directors or Chief Executive Officer (CEO)/President, or who act as representatives of the Company's investors, shareholders, affiliates or partners.

Employee – any individual hired by the Company and/or the Group's subsidiaries and affiliates for salaries and/or benefits provided in regular amounts at stated intervals in exchange for services rendered personally for the Company's business on a regular basis and who does not provide such services as part of an independent business. This includes the Company and/or the Group's subsidiaries' and affiliates' officers, executives, supervisors, and rank and file, and for purposes of this policy only, Subsidiaries' Employees who also work for/serve the Company (e.g., on a seconded basis).

³ For purposes of this policy, the MPTC Group of Companies (the "Group") shall refer to MPTC and its Subsidiaries or any individual member company of the Group. A subsidiary is a company where the parent company is the legal or beneficial owner of more than fifty percent (50%) of the issued and outstanding capital stock of the subsidiary company. The MPTC Group of Companies consists of NLEX Corp., MPT South, as well as future acquisitions.

⁴ Accredited Suppliers that have met the pre-determined requirements of the specific project under consideration.

[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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Industrial Relations Obligations – means an employer’s legal responsibilities, under applicable labor and employee benefit laws, including but not limited to, Employees’ remuneration, training, annual holidays, leave entitlements, occupational health and safety, compensation, injury management, legal age of employment, and discrimination.

Negotiated Contract – a non-competitive means of awarding business transactions to Suppliers/Contractors. It involves direct negotiation with and/or award to a particular Supplier/Contractor for the specifications, terms, conditions, and prices of the requirement. This type of transaction includes reciprocal arrangements with Suppliers/Contractors that are likewise the Company and/or the Group’s subsidiaries and affiliates’ corporate clients.

Personal Benefit – refers to gain or advantage, whether material or non-material, directly or indirectly provided to or received by a Director, Employee, Consultant, his Relatives, and/or affiliates such as financial gain, professional advancement, travel, facilities and/or accommodation benefits, entertainment, material benefits, preferential treatment in personal transactions, and other similar advantages.

Relatives – relatives of up to third degree, by consanguinity, affinity, or legal adoption, including, the Directors’ 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.


Supplier/Contractor – includes existing or potential contractors, collection/sales agencies, etc. This covers any person or entity, including its representatives and agents that sell its products and/or services to the Company.

5.0 DETAILED POLICY STATEMENTS

a) Company

- i. The Company shall seek and maintain mutually beneficial relationships with Suppliers/Contractors that uphold the principles of fairness, accountability, integrity, and transparency.
- ii. The Company shall give qualified Suppliers/Contractors adequate, fair, and equal opportunity to bid on goods and services for the Company’s projects or requirements.


[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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- iii. The Company shall accredit Suppliers/Contractors based on established criteria that reflect the Company's reputation for fair, equal opportunity, and honest treatment of all Suppliers/Contractors.
- iv. As a general rule, purchases will be made on the basis of Competitive Bidding. In the event that it will be to the best interest of the Company to enter into strategic partnerships with Suppliers/Contractors, the Company may apply the Negotiated Contract option. All such strategic partnerships and negotiated transactions must be reported and justified to the appropriate approving authorities and recorded prior to commitment. Transparency in all these transactions shall be maintained at all times. Such reports, justifications, and subsequent approval or disapproval of the appropriate authorities shall be kept by the Procurement offices of the Company, and/or the Group's subsidiaries and affiliates.
- v. The Company shall hold in confidence all dealings with bidders and Suppliers/Contractors. In this regard, Company and the Supplier/Contractor confidential information⁵ shall be withheld unless the functional Head, through its written determination that it would be for the best interest of the Company and stating the justifications, therefore, allow an Employee or Consultant to disclose such information.
- vi. The Company shall ensure that, as part of the contract terms with the Company, and/or the Group's subsidiaries and affiliates, Suppliers/Contractors shall agree to abide with laws, rules and the Company's standards relating to Industrial Relations Obligations, environment, health and safety, intellectual property rights, other applicable laws and observe the principles enshrined in the Code.
- vii. All business transactions of the Company with Suppliers/Contractors (i.e. negotiations, contracts, payments, etc.) must be documented and reflected accurately and fairly in the accounts of the Company in accordance with established rules and procedures.
- viii. The Group's subsidiaries and affiliates that are also existing or prospective Suppliers/Contractors of the Company shall be treated fairly and given the same opportunities as other Suppliers/Contractors. In this respect, the total cost to the Company shall still be considered in the evaluation bids.
- ix. The Company shall disburse payments committed to Suppliers/Contractors in a prompt manner and in accordance with the applicable contract provision.

5 This includes pricing, bid or quotation information, cost sheets, formulas and/or process information, design information, organizational plans/goals/strategies, profit information, wage and salary scales, personal information about Employees, Officers and Directors, supply resources or Supplier information, computer software programs, etc.

[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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- x. The Company allows Suppliers/Contractors to extend the Company's corporate rates for personal availment of all Directors, Employees and Consultants of the Supplier/Contractor's goods and/or services; Provided, however, that any such arrangement shall be transparent and made available to all Directors, Employees and Consultants of the Company, and/or the Group's subsidiaries and affiliates; Provided, further that any purchases made under these arrangements shall be limited to the Directors', Employees' and Consultants' personal use or consumption and not to be sold, bartered or exchanged, whether or not for profit.

b) Directors, Employees and Consultants

- i. In all procurement transactions of Directors, Employees and Consultants, they shall primarily consider the interest of the Company and carry out and adhere to the Company's established objectives and policies.
- ii. Directors, Employees and Consultants shall promote and observe ethical conduct in their relationships, actions, and communications with Suppliers/Contractors at all times. It is essential that in all aspects of the transactions with Suppliers/Contractors, such as during the negotiation, performance monitoring, or administration of the Company, and/or the Group's subsidiaries' and affiliates' contracts, Directors, Employees and Consultants shall avoid actions, speech or behavior that in any way diminishes open, honest and fair treatment of Suppliers/Contractors.
- iii. Directors, Employees and Consultants shall seek the best value for money from the Suppliers/Contractors' products and services and avoid compromising the required standards of service and quality from the Suppliers/Contractors. Decisions for choosing the best Supplier/Contractor shall be based and supported by established criteria that are made known to the Suppliers/Contractors before a bidding is conducted.
- iv. Employees managing purchases and contracts shall take into account the significant benefits the Company shall obtain when it embarks on mutual agreements with Suppliers/Contractors while still observing the principle of fairness and transparency with the other Suppliers/Contractors.
- v. Employees shall avoid adopting and/or requiring specifications of products and services that either favors a particular Supplier/Contractor or group of Suppliers/Contractors or limits competitive sourcing.
- vi. Directors, Employees, and, Consultants are responsible for decisions and actions made for or on behalf of the Company.

[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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- vii. Directors, Employees, and, Consultants shall (a) remain free from obligations to any Supplier/Contractor; (b) not use their authority for Personal Benefit, rejecting and denouncing any business practice that is improper⁶; (c) not give favorable treatment to any Supplier/Contractor with whom the Company does business; (d) avoid circumstances that could impair their objectivity in the performance of their duties and obligations to the Company; and (e) declare their personal relationships (e.g. relatives, former classmates or co-workers, firm partners, fraternity members or co-members in closed knit associations such as masonry/lodge, etc.) and/or previous business and official dealings (e.g. former business partner, broker, superior or subordinate) and relationships with any of the stockholders, officers, and representatives of Suppliers/Contractors they are dealing with when dealing or transacting directly or indirectly, with such parties.
- viii. Directors, Employees and Consultants are prohibited from the following actions: (a) soliciting, accepting, or attempting to accept any Bribe; (b) providing, attempting to provide, or offering to provide any Bribe; and (c) taking part in an illegal or unethical collusion or any other arrangement or agreement with bidders. Each functional group is responsible for detecting, reporting and preventing the offer or acceptance of a Bribe in exchange for being awarded a contract or the grant of any advantage given to Suppliers/Contractors.


6.0 IMPLEMENTING GUIDELINES

All Directors, Employees and Consultants are encouraged to be vigilant against any irregular, illegal, or unethical conduct of Suppliers/Contractors and/or fellow Directors, Employees and Consultants. The Company encourages everyone to report any such violations based on the existing Whistleblowing Policy.

Directors, Employees and Consultants may also report in writing their knowledge about any irregular, illegal or unethical conduct of Suppliers/Contractors and/or fellow Directors, Employees and Consultants as follows: (a) Directors shall notify the Board of Directors through its Chairman of such conduct; (b) Officers shall report to the President and CEO, copy furnished the Corporate Governance Office ("CGO"); (c) while Employees and Consultants shall inform their respective Group Heads, copy furnished to the CGO.

6 Making business decisions and taking actions that are unethical and/or noncompliant with MPTC, and/or subsidiaries and affiliates' Code, other corporate and legal policies or by globally accepted ethical standards of behavior.

[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 proper investigation and resolution of each reported event shall be made by the appropriate business units and the results shall be forwarded to the Chairman of the Board, the President and CEO or respective executive-level superior, and the CGO and other relevant groups or bodies, in accordance with the procedure stated in the Whistleblowing Policy.

The Board of Directors, Officers and Executives must ensure that any Director, Employee or Consultant who reports a suspected violation of this policy by fellow Director, Employee or Consultant is protected from any form of retaliation.

Appropriate implementation guidelines and monitoring and measuring systems shall be formulated by the Procurement Office of the Company, and/or the Group's subsidiaries and affiliates.

The Procurement Office shall also develop implementing guidelines and issue the necessary notices to operationalize the application of this policy to accredited Suppliers/Contractors, including requiring Suppliers/Contractors to declare their personal relationships (e.g. relatives, former classmates or co-workers, firm partners, fraternity members or co-members in closed knit association such as masonry/lodge, etc.) and/or previous business and official dealings (e.g. former business partner, broker, superior or subordinate) and relationships with any of the Company's Directors, Employees or Consultants prior to the Supplier/Contractor's participation in any bid or consideration for any transaction by the Company. A Declaration Form is attached (Annex A) for this purpose which shall form as part of Accreditation documents for new Suppliers/Contractors. Same form shall be used to update existing Suppliers/Contractors.

7.0 CONSEQUENCES OF VIOLATIONS


Any Director, Employee and Consultant found to have violated this policy shall be liable to the extent of the damages/loss suffered by the Company, and/or the Group's subsidiaries and affiliates, and/or may be subjected to penalties and sanctions as may be determined by the appropriate corporate authorities, whether or not damage/loss is actually suffered by the Company, and/or the Group's subsidiaries and affiliates. (Please refer to Annex B for examples of policy violations).

Suppliers/Contractors who violate this policy shall also be penalized. Sanctions include but are not limited to termination of business relationship with the Company and blacklisting.

8.0 EFFECTIVITY

This policy shall take effect immediately and implemented company wide.

[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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9.0 REPEAL

All other policies and guidelines inconsistent with this policy are deemed superseded, amended, or supplemented accordingly.


10.0 QUESTIONS

For any ethics-related question or concern about this policy or in the determination of whether a violation transpired or shall happen in any particular situation, you may approach your Mancom Superior, or the Corporate Governance Office (email: cg@mptc.com.ph)

11.0 APPROVAL


This policy was approved and adopted by the Board on 30 July 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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12.0 ANNEXES

Annex A: SUPPLIERS, VENDORS, AND CONTRACTORS' CONFLICT OF INTEREST DISCLOSURE & COMMITMENT FORM

		CONFLICT OF INTEREST DISCLOSURE & COMMITMENT FORM SUPPLIERS, VENDORS, AND CONTRACTORS (SVCs)	
Complete Name (Last, First, Middle)		Date of Disclosure	
Company Name and Department/Group		Position Title	
In the interest of transparency and in compliance with the Corporate Governance Policies of Tollways* especially the Conflict of Interest and Supplier, Vendor, and Contractor Relations Policy, I hereby disclose the following information:			
1) I have NO potential or actual conflict of interest to report.		Yes	No
2) I have the following potential conflict of interest to report. <i>If YES, please check the appropriate box below. If details are requested, you may use the back pages or a separate sheet, if necessary.</i>			
CONFLICT OF INTEREST SITUATIONS			
1) I have personal or private dealings with Tollways' Directors, Officers, Consultants, and Regular / Project Based Employees. If YES, please specify briefly.		Yes	No
2) I have associates / relatives / friends who are also Tollways' Directors, Officers, Consultants, and Regular / Project Based Employees. If YES, please state the name, position, company and relationship.			
3) I have a financial involvement with Tollways or any of its Directors, Employees or Consultants. If YES, please specify whether as creditor, debtor, guarantor, investor, etc.			
I hereby certify that: <ul style="list-style-type: none"> The foregoing disclosures are true and correct to the best of my knowledge, information and belief. I have read Tollways' Supplier, Vendor, and Contractor Relations policy. Should a potential conflict arise during the next year, I will bring it to the attention of the appropriate party. 			
By a copy of this Disclosure and Commitment Form which I have freely and voluntarily signed and executed, I authorize Tollways to look into the circumstances, as to whether there exists a potential or real conflict of interest in any given situation, incident or business undertaking and/or transaction I may be involved in/with. In the course of such an inquiry, I further authorize Tollways to seek and obtain information or documents from any and all persons and/or entities as may be necessary to resolve any issue of potential or real conflict. I likewise authorize such persons or entities to provide and/or release any information or document that may be requested by Tollways and hereby waive any and all actions or rights of actions against them and/or forever release them from liability of whatsoever nature for any disclosure of data, document or information to Tollways.			
I am willing to take further steps, actions or measures to comply with other requirements as may be prescribed by Tollways (and/or the Group) such as, but not limited to, periodic declaration of relevant relationships and/or affiliations.			
I acknowledge the authority of Tollways to determine and impose the appropriate sanction, in accordance with law and/or company policies, in the event of my violation or non-compliance with its Corporate Governance policies.			
(Signature above printed name)		(Date)	
* "Tollways" shall refer to MPTC and its Subsidiaries or any individual member company of the group.			

[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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Annex B: EXAMPLES OF POLICY VIOLATIONS

The following are examples of procurement situations that reveal unethical conduct by an Employee and/or Supplier. The areas and situations enumerated are illustrative only and not exhaustive.

1. An Employee manipulating his evaluation of the contract proposals in exchange for Bribes.
2. A Supplier seeking internal (within the Company) and/or external (i.e. political/government) connections so as to increase chances of contract award.
3. Suppliers submitting false documents for accreditation and other procurement-related transactions or processes.
4. Employees developing unreasonable or over specific technical requirements such that award of contract intentionally goes to a particular or preferred Supplier.
5. Employees giving priority or informing preferred Suppliers in advance before actual request such that other Suppliers are caught unprepared or with too little time to plan.
6. Products and/or services that have not undergone official procurement procedure since these were tested or evaluated beforehand through product demos/testings with particular Suppliers thus limiting chances for other Suppliers to compete.
7. Undisclosed conflict of interest situations on business dealings resulting to giving undue advantage to another party.
8. Disclosure of confidential and proprietary information by Employees to Suppliers.
9. Incorrect payment of government taxes due to manipulation of documents by Suppliers.
10. Suppliers not remitting the correct SSS, PhilHealth, Pag-Ibig and other employee contributions to their employees.

[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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Annex C: 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








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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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;

[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-10	
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Subject: SUPPLIER / CONTRACTOR RELATIONS POLICY		

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-10	
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13.0 HISTORY

Version No.	Date Approved	Details
00	30 July 2019	NLEX Corp. BOD's Adoption of the Supplier/Contractor Relations Policy
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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