

**METRO PACIFIC TOLLWAYS CORPORATION**

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Department: CORPORATE GOVERNANCE

Effectivity Date: 26 July 2023

**TITLE: ANTI-BRIBERY AND ANTI-CORRUPTION POLICY**

## **1.0 ADOPTION OF POLICY**

Metro Pacific Tollways Corporation (the "Company") and its subsidiaries are committed to continuously improve its governance practices and for this purpose, hereby adopts this Anti-Bribery and Anti-Corruption Policy (the "Policy"). This Policy formalizes the Company's stand against corrupt practices and emphasizes the prohibition against corporate gift-giving to public officials and private individuals or entities that constitutes bribery or corruption.

The purpose of the Policy is to provide clear guidance for compliance and to underscore the Company's commitment to support the Republic Act No. 3019, also known as the Anti-Graft and Corrupt Practices Act of the Philippines and such other related anti-bribery or anti-corruption laws issuances, memorandum, rules, and regulations.

## **2.0 STATEMENT OF PRINCIPLE**

The Company does not tolerate bribery and corruption and is committed to acting professionally, fairly, and with integrity in all its business dealings, transactions, and relationships with its internal and external stakeholders. Common examples of corruption include, but is not limited to, the following: extortion, fraud, insider dealing, money laundering, kickbacks, and facilitation payments. The Company's employees must not act corruptly in their dealings or transactions with any other person and must ensure that any Third Party acting on its behalf complies with these standards.

## **3.0 SCOPE**

The Policy applies to all individuals working for or on behalf of the Company and its subsidiaries in any capacity, including employees at all levels, directors, officers, and business partners.

It is the responsibility of all covered parties to become familiar with and comply with this Policy and to participate in relevant training sessions when required. This Policy shall be read in conjunction with the Code of Business Conduct and Ethics, Code of Commitment, Manual on Corporate Governance, Conflict of Interest Policy, Policy on Gifts, Entertainment, and Sponsored Travel, Policy on Gift Giving Activities, and such other related company policies. The Company has other policies, such as the Whistleblowing Policy, that may require reporting of breaches and possible breaches of law, rules and regulations, and policy. Nothing in this Policy is intended to limit employee rights or any protections that may be applicable to employees in connection with making any such report.

This Policy must be strictly observed in all public or private sector transactions and dealings with the customers or motorists, suppliers, business partners and counterparties, as well as with the government, its agencies, and offices.

If employees have any doubts or questions as to whether their conduct is permissible under this Policy, or applicable anti-bribery or anti-corruption laws, there is an expectation that they will contact their immediate superior, and/or the Corporate Governance Office, Legal, and Internal Audit.

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#### **4.0 DEFINITION**

**Anything of Value** – includes but is not limited to cash, gifts, travel, inflated commissions, offers of employment, unauthorized rebates, political/charitable/business donations, loans, training, and sponsorships, as well as excessive entertainment expenditure. This definition recognizes that Bribes can come in many shapes and sizes.

**Bribe** – refers to an inducement or reward offered, promised, authorized, requested, provided, or received for the improper performance of a person's relevant function in order to gain any commercial, contractual, regulatory, or personal advantage. A bribe can include money, or any offer, promise or gift of something of value or advantage. It need not necessarily be of large value and may include meals, entertainment, travel, incentive programs, signing bonuses, an offer of employment, overpaying suppliers in relation to a product or service provided for or to the Company, bid-rigging, illegal rewards, etc. Please note that there is no "small payment" or de minimis exception for payments made with a corrupt intent under this Policy and other related anti-bribery or anti-corruption laws, issuances, memorandum, rules, and regulations. Thus, even minor payments can violate this Policy and related laws if they are intended as Bribes.

**Bribery** – refers to the act of offering, suggesting, promising, paying, authorizing or acceptance of anything of value (financial or non-financial) to a public official or a private sector representative for their, or another's personal gain, directly or indirectly through a Third Party, as a means of influencing an individual holding a public or legal duty to improperly perform his/her function. Bribery is a crime under Republic Act No. 3019 and the Revised Penal Code where (1) both the provider, the receiver, and those aiding and abetting others who commit corruption, or willfully ignoring clear evidence of corruption can be criminally charged.

**Business Partner** – any third party that: (i) will perform services on behalf of, or will otherwise represent the business interests of the Company and its Group of Companies; and (ii) may have an opportunity to receive, offer, promise, or give a bribe on Company or any Group Company's behalf. Examples of Business Partners may include but are not limited to distributors, sales agents, promotion and marketing agents, lobbyists, customs agents, logistics providers, joint venture partners, and consultants. For the avoidance of doubt, Business Partners do not include any entity which the Company or a Group Company directly or indirectly controls. "Control" is presumed when the Company or a Group Company directly or indirectly has more than half of the voting rights of the entity, or otherwise has the power to govern the financial and operating activities of the entity through such factors as the existence of contractual agreements with other shareholders or a mechanism that prevents other shareholders from exercising their rights.

**Consultants** – includes professional consultants, advisors, 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 Metro Pacific Tollways Group, as well as advisors of the company who may be appointed by the Board of Directors or President / Chief Executive Officer, or who act as representatives of the company's investors, shareholders, affiliates, or partners.

**Corruption** – refers to the state or situation resulting from providing, soliciting, authorizing, or offering a bribe. It also means the abuse of entrusted power or authority for self-gain, including patently illegal activities such as extortion, fraud, deception, collusion, cartels, embezzlement, money laundering and such other similar activities. The foregoing list is not intended to be exhaustive. All Directors, Officers, Employees and Agent or Representative are prohibited from engaging in any acts of bribery or corruption, either directly or through a Third Party.

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**Employee** – means any employee of the Company, regardless of rank, position, designation, or status, such as but shall not be limited to, probationary, regular, contractual, seasonal, casual, and project-hired employees or trainees.

**Entertainment** – refers to, but is not limited to, any form of hospitality such as refreshments, meals, and accommodation. It also covers spectator and participative activities at plays, concerts, and sports events (i.e., golf, music, sailing, and other similar activities).

**Facilitation Payment** – is akin to a bribe. It is defined as unofficial payments paid to unusually speed up an administrative process or a routine government action by an official. Unusual speed-up means influencing the government or the Third Party to improperly perform its function such as skip a government process or release an issuance without proper authority. The Company prohibits the making of facilitation payments by the employees or anyone working on behalf of the Company. Making a prohibited facilitation payment can place the Company and the individual making or authorizing the payment at risk of criminal prosecution.

**Gifts** – refers to a thing, present, sponsorship, or any other personal benefits of any kind given to someone as a sign of appreciation or friendship without expectation of receiving anything in return. This includes the ‘courtesy gifts’, which are small gifts given at culturally recognized occasions (e.g., weddings, funerals) or special times of the year (e.g., Christmas, New Year).

**Government** – includes the national government, the local governments, the government-owned and government-controlled corporations, and all other instrumentalities or agencies of the Republic of the Philippines and their branches.

**Group Company** – any company or entity belonging to Metro Pacific Tollways Corporation.

**Kickbacks** – is also considered to be a type of bribery. It refers to an illegal commission paid to an individual who uses its power or influence in exchange for preferential treatment in a decision-making process. Often, kickbacks result from a corrupt bidding scheme.

**Metro Pacific Tollways Group** – refers to member companies owned, controlled by, or affiliated with, Metro Pacific Tollways Corporation.

**Public Official** – refers to any official or employee of a government or its agencies or offices, including those who have been selected, appointed, or elected, permanent or temporary, whether in the classified or unclassified or exempt service receiving compensation, even nominal, from the government to perform activities or functions in the name of a state or in the service of a state. It also includes any official or agent of a public international organization, private individuals carrying out official state functions, and officials of state-owned enterprises or government owned and controlled corporations (GOCCs).

**Sponsored Travel** – refers to any travel, accommodation, and/or attendance/participation in conferences/conventions/seminars, international or domestic, whether for personal or business purposes, the costs of which are fully or partially paid.

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**Third Party** – an individual, entity, organization and/or its representatives that has existing and/or intended business dealings with the Company. This includes prospective or existing suppliers, contractors, buyers, dealers and customers. This also covers associates (former classmates, co-workers, co-fraternity members, co-members in closed knit associations such as masonry/lodge, etc.) who are also prospective or existing suppliers, contractors, buyers, dealers, or customers.

**Trading in Influence** – this occurs when an improper advantage is requested, offered, given, or received to, or by, a middleman in return for influencing a third person's conduct of his duties. It is not required that the decision maker is de facto influenced. It is sufficient that the influencing agent claims that he/she could offer influence and that he/she will attempt to do so. In local parlance, this is also called the "use of fixers", especially when dealing with local government units or agencies.

## 5.0 POLICY

### A. All Bribes are Prohibited

All Company Employees shall not give, promise, offer, or authorize payment of anything of value, whether directly or indirectly, in order to keep business, to influence, or to obtain some other improper advantage for the Company. This includes improper payments to or from any individual person, any government official or any organization, corporate or otherwise.

The Company does not distinguish between public officials and private persons so far as bribery is concerned. Employees shall not participate in any form of corruption including but not exclusive to extortion, fraud, insider dealing, money laundering, kickbacks, and facilitation payments; and shall not use intermediaries, such as agents, consultants, or any other business partners to commit acts of bribery.

Any demand for or offer of a Bribe must be rejected immediately and reported to the Chair of the Company's Governance and Risk Committee as described in the Company's Whistleblowing Policy.

### B. Gifts, Entertainment, and Sponsored Travel

Gifts, entertainment, and sponsored travel may be offered and received only in the normal course of business, and it must be modest, reasonable, and infrequent so far as any individual recipient is concerned and must be in accordance with the Company's Policy on Gifts, Entertainment, and Sponsored Travel.

Gifts, entertainment, and sponsored travel must never be promised, offered, or provided with the intent of causing the recipient to do something in favor of the Company, to reward such behavior, or to refrain from doing something disadvantageous to the Company.

Cash and gifts that are cash equivalent (e.g., coupons, gift certificates, gift card, expensive tokens) must never be given as Bribe. Employees shall not ask for or accept loans, directly or indirectly, from Third Party Business Partners because it presents the potential for difficulties in interpersonal relationships and may be construed as an attempt to influence decisions related to the Company's business.

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### **C. Rules Relating to Public Officials**

The Company does not distinguish between public officials and employees of private sector organizations so far as bribery is concerned; however, it is important to recognize that public officials and employees are subject to rules and restrictions that do not apply to persons who operate in the private sector.

Any relationship with public officials and employees must be in strict compliance with the rules and regulations to which they are subject, and any benefit conveyed to a public official must be fully transparent, properly documented, and accounted for.

### **D. Third Parties**

The Company shall conduct sufficient due diligence when entering into arrangements to ensure that they are not acting corruptly, and to periodically monitor their performance to ensure continuing compliance.

This Policy not only prohibits direct corruption involving personnel within the Company, but also indirect involvement by way of Third Parties committing corruption on the Company's behalf. The Company's zero tolerance stance with respect to corruption shall be communicated to all business partners at the outset of the business relationship with them and as appropriate thereafter. This prohibition includes falsifying or concealing any books, records, or accounts that relate to the business of the Company, its customers, suppliers, or other business partners.

The following scenarios may indicate possible existence of corruption while dealing with Third Parties such as suppliers, contractors, public officials and employees. Thus, concerned groups are advised that the following shall be monitored:

- Frequent use of a product or dealing with suppliers with previous record of poor quality or performance;
- Transactions with unaccredited suppliers;
- Acceptance of inadequate or incomplete documents to support recommendation for supplier accreditation or awarding of project;
- Unexplained or unreasonable preference for certain suppliers or contractors;
- Invitation from a Third Party for a private meeting hoping to tender for contracts or for personal gain; and
- Such other corrupt acts or practices as may be committed by the Company Employees with any of the Public Officials as defined under the Republic Act No. 3019.

Sufficient due diligence shall be conducted to ensure compliance with this Policy. The following common threats shall be evaluated:

- The Employee has a close relationship with, or is related to, a Public Official or Third Party.
- Requests for payment from a Third Party which involve the use of cash or bank account not under the name of the Company or its owner authorized representatives;
- Unusual or excessive payment requests, including last minute payment requests, requests for upfront payment, or requests for additional amounts without justification;
- Requests for political or charitable contributions;

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- Government agencies which the Company does business with (e.g. getting permits; filing a document for regulatory compliance; etc.) recommend or insist on the use of a particular supplier;
- Third Parties insist on unusual transacting procedures or refuses to identify its owners or request to falsify information; and
- Third Parties do not have qualifications adequate to perform the required services.

All contractual agreements between the Company and its Business Partners must contain a compliance provision requiring all Business Partners to comply fully with applicable Compliance Laws, and to refrain from giving anything of value to Public Officials in order to obtain or retain business, or to secure an improper advantage for the Company.

It is essential that the Company's books and records accurately reflect all payments and anything of value given or received. It is important that invoices received from Business Partners also accurately reflect the nature of payments and anything of value made in relation to our business.

## **6.0 ROLES AND RESPONSIBILITIES**

**Board of Directors** – shall approve and adhere to this Policy. It shall likewise ensure that an effective system of internal control and risk management is established for the management of all business risks, including bribery and corruption. The Board shall ensure that there is periodic assessment of bribery and corruption risks as part of the implementation of this Policy and effective monitoring thereof.

**Corporate Governance** – is responsible for this policy and any queries relating to its contents should be directed to them at [cg@mptc.com.ph](mailto:cg@mptc.com.ph). The responsibilities of the Corporate Governance may include the design and provision of anti-bribery communications and training and should provide reports to the Board on the implementation of the program, emerging practices, issues and concerns, and recommendations for improvements or additional resources.

**Internal Audit** – in coordination with the Corporate Governance Office shall have oversight responsibility for the implementation of this Policy. Updates and material issue reporting shall be made to the Audit Committee, Governance and Risk Committee or appropriate committee as may be designated by the Board. The Internal Audit will conduct investigations and periodic internal audits of relevant Company operations to help ensure the Company's continued compliance with applicable anti-bribery laws and this Policy.

**Legal** – shall advise the Board on the legal context for anti-bribery and related laws and regulations, and on any emerging laws. They are responsible for ensuring that the Company has policies and procedures in place for monitoring relevant laws in the jurisdictions in which it operates and for ensuring that the Company is compliant. Legal should also ensure that the program meets the requirements of data and privacy laws in its due diligence.

**Senior Management and Heads of the respective business units** – shall have primary responsibility for achieving compliance with the established requirements of this Policy. The Heads shall implement or maintain internal controls that may ensure ways to detect and prevent any attempts of bribery and corruption, as well as to promote a culture of integrity, fairness, accountability, and transparency within their groups.

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**Employees** – must, at all times, act in compliance with this Policy and with all applicable anti-graft and anti-corruption laws and regulations where their work or services are performed. The employees shall have a duty to cooperate with investigations initiated under this Policy.

## 7.0 REPORTING REQUIREMENTS

The Company commits to investigate, prevent, and stop any corrupt act, practices, or behavior and thus, any suspected violation of this Policy and/or the Code of Business Conduct and Ethics must be reported.

Any act or attempt to commit bribery or corruption, or if there are suspicions that any bribery, corruption, or other breaches of this Policy has occurred, shall be raised immediately to the Immediate Superior, Human Resources and Administration, Legal Services Division, and the Corporate Governance Office.

Third Party Business Partners, such as the Suppliers, Vendors, Contractors, Representatives, and Consultants, are encouraged to raise concerns or to report to the Company through the Corporate Governance Office any violations, breach, or questionable activities that may prejudice the Company.

The procedure for reporting and the protection afforded by the Company Whistleblowing Policy shall apply in each instance of reported bribery and corruption. Suspected violations may be reported anonymously, and the Company shall strictly prohibit retaliation for good faith reports of suspected misconduct. The report should provide enough information about the incident or situation to allow the Company to investigate properly.

## 8.0 DISCIPLINARY CONSEQUENCES

A violation of relevant anti-corruption laws can lead to severe civil and criminal penalties and reputational harm to the Company. Any Director, Employee or Consultant found to have violated this Policy or who has direct knowledge of potential violations of this Policy but fails to report such potential violations to management or who misleads or hinders investigators inquiring into potential violations of this Policy shall, in addition to any penalties that may be provided under the Company's Code of Commitment and/or related penalties as imposed by other duly-approved CG policies, applicable laws and regulations, be liable to the extent of the damage/loss suffered by the Company, and may be subject to penalties and sanctions as may be determined by the appropriate corporate authorities.

Anybody who knowingly aids, abets, or conceals or otherwise deliberately permits the commission of any irregular, illegal or fraudulent act directed against the Company shall be considered guilty as the principal perpetrators of the fraud, illegal act, or irregularity.

Any third-party Business Partner, Representative, and/or Consultant who fails to comply with this Policy, who knows of and fails to report to the Company's Management, the CG Office, and/or the Internal Audit may have their contracts re-evaluated or terminated.

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## **9.0 TRAINING AND COMMUNICATION**

The Company shall conduct regular trainings and orientations for all its employees to ensure continuous relevance and awareness of this Policy. The training may also be tailored to specific risks associated with specific business units or posts.

Effective communication of the Policy will also be critical in raising awareness and ensuring compliance of all Directors, Officers, and Employees. The Policy shall be posted on the Company website and on the intranet / SharePoint.

## **10.0 EFFECTIVITY**

This Policy shall take effect immediately and shall continue to be in full force unless superseded by new policies and guidelines. This Policy and the Code of Commitment have supplemental application to each other. For any questions about this Policy, you may approach the Corporate Governance Office.

## **11.0 REVIEW AND UPDATING**

This Policy has been adopted by the Board and shall be periodically reviewed and updated if necessary to ensure it remains effective and relevant in light of changes in business organization, commercial activities, Third Party relationships, personnel, and relevant and applicable laws, rules and regulations.

## **12.0 APPROVAL**

This Policy was approved by the Governance and Risk Committee on July 26, 2023 and was presented to the Board for approval.

Endorsed by:

Approved by:

[Signed]  
**Artemio V. Panganiban**  
Chairman, Governance and Risk Committee

[Signed]  
**Manuel V. Pangilinan**  
Chairman of the Board