

Whistle-Blowing Policy

I. Rationale

San Miguel Pure Foods Company Inc. (SMPFC) and its subsidiaries (SMPFC and its subsidiaries singly and/or collectively at times referred to as “the Company”) is the food arm of San Miguel Corporation (SMC). Being a member of the San Miguel Group of Companies, the Company adopts parent SMC’s Whistle-Blowing Policy intended as a mechanism for directors, officers, employees and other interested parties to communicate concerns regarding the Group’s accounting, internal accounting controls, auditing or financial reporting matters. Nevertheless, the Company has determined that it is imperative for it to have a supplemental Whistle-Blowing Policy (referred to as “the Policy”) that is broader in coverage, in addition to and aligned with SMC’s Whistle-Blowing Policy, in keeping with the Company’s core value of “MALASAKIT” and ensuring that its business is conducted in the highest standards of fairness, transparency, accountability and ethics in the pursuit of good governance. Hence, the Company encourages and commits to protect any director, officer, employee or Business Partner (referred to as a “Whistleblower”) who reports or provides information regarding any act that he or she considers to be fraudulent, misconduct, malpractice, corrupt or irregular and has potential to cause losses and harm to the business, or any of its employees and/or Business Partners.

Capitalized terms used in this Policy and not defined in the sections where these are first used shall have the meanings ascribed to them in Appendix A attached hereto.

Objectives:

- 1) To increase awareness on the principles of conducting business with the highest standards of integrity, mental honesty, character and organizational excellence.
- 2) To implement accountability for our own actions. The Policy will encourage individuals to become more prudent in their decisions and actions on a daily basis as they perform their tasks and responsibilities.
- 3) To ensure fair and just implementation of business processes, protocols, rules and regulations that are aligned to the Company’s way of conducting business.
- 4) To ensure compliance with, and respect for all applicable laws governing our business and our roles as officers, employees and Business Partners of the Company.
- 5) To give an opportunity to be heard, especially in the desire to conduct business fairly and properly to achieve sustainability of the Company’s businesses.
- 6) To supplement other available venues wherein concerns from directors, officers, employees and/or Business Partners may be raised, addressed and/or resolved.

II. Coverage of Policy

Concerns, illegal or non-compliant conduct, misconduct, whether actual or suspected, committed by an officer, employee or Business Partner of the Company, including but not limited to the following acts and omissions, are covered by this Policy:

- 1) Violation of any law and any legal or regulatory requirement;
- 2) Violation of the Code of Ethics and Company policies;
- 3) Concerns (e.g. malpractice, impropriety, Theft or Fraud) regarding accounting, internal controls, auditing or financial reporting matters;
- 4) Improper conduct or unethical behavior likely to cause financial loss to the Company or prejudice the reputation of the Company or constituting harassment or duress on the part of any employee, officer, Business Partner of the Company; and
- 5) Any act or omission analogous to the foregoing, as well as deliberate concealment of any of the foregoing.

III. Confidentiality

Any complaint or report by a Whistleblower shall be kept confidential to the extent permitted by law and the Company's ability to address the violations alleged to be committed. A Whistleblower who reports a suspected violation shall remain anonymous, but will bear in mind that there are certain circumstances wherein the law or applicable regulation may require disclosure of the identity of the Whistleblower in legal proceedings.

IV. Protection

The Company shall adopt a Non-retaliatory Posture. In this regard, it is the duty of the Company to protect the Whistleblower acting in Good Faith from any form of direct or indirect Retaliation, harassment and discrimination. The Whistleblower may report any act of direct or indirect Retaliation, harassment and/or discrimination encountered to the Whistleblower Relations Officer for appropriate action.

A. Employees

The Company shall ensure that no Whistleblower shall be at risk of suffering any form of Retaliation as a result of raising a genuine concern.

- Whistleblowers shall be assured of protection against unfair dismissal and/or unwarranted disciplinary action.
- The Company shall ensure the security and well-being of the person of the Whistleblower by providing physical security in instances where there is a serious threat to his/her life or that of his/her family.
- If and when necessary, the Governance Committee may recommend that the Whistleblower be subject to Temporary Re-assignment or relocation.

B. External Whistleblowers

The Company shall ensure that external Whistleblowers acting in Good Faith are protected from Retaliation.

- Business Partners shall be assured of protection against unfair treatment and/or unwarranted termination of their contractual relations with the Company.

C. Penalty for Retaliation

Any employee, officer or Business Partner who commits any retaliatory act against the Whistleblower will be subjected to appropriate sanctions, which include dismissal from employment or termination of contractual relations.

D. Making False Reports

If a Whistleblower makes a false report with an ulterior motive or for personal gain, the Company reserves the right to take appropriate actions against the Whistleblower to recover any loss or damage as a result of the false report. In particular, the employee may face disciplinary action including termination from employment, while the Business Partner’s contract may be terminated, where appropriate.

V. Reporting Channel

The Whistleblower shall report to the Whistleblower Relations Officer any conduct or activity that he/she reasonably believes in Good Faith to be a reportable conduct, as defined herein. The report or disclosure should be made in writing using the attached standard form (Whistleblower Report Form), which may then be sent and/or discussed through any of the following channels:

Website	<i>www.sanmiguelpurefoods.com/aboutus/codeofethics</i>
Email	<i>smpfcwhistleblower@sanmiguel.com.ph</i>
Mail	Whistleblower Relations Officer 22 nd Floor, JMT Corp. Condominium, ADB Ave., Ortigas Center, Pasig City
Phone /Cellphone	WB Hotline -3175378/ 0917 8558276
Face to face meeting	With one or more of the following: (i) Compliance Officer, (ii) Whistleblower Relations Officer, (iii) Any member of the Governance Committee, Division HR, Internal Audit Group or Office of General Counsel (OGC)

While the Company does not expect the Whistleblower to have absolute proof or evidence of the misconduct, malpractice or irregularity reported, the report should be based on one or more reasons for the concern/s and a full disclosure of any relevant details and supporting documentation.

VI. GOVERNANCE MECHANISM

- A. The Company shall appoint a Whistleblower Relations Officer who shall have the responsibilities set out in this Policy.
- B. The Company shall create a Governance Committee composed of the following: Compliance Officer, Division HR Head, and General Counsel, which shall have the responsibilities set out in this Policy.
- C. Investigation and Resolution Process

Upon receipt of a complaint or report from a Whistleblower (the “Whistleblower Report”), the Whistleblower Relations Officer shall conduct a preliminary investigation to determine whether there is evidence in support of the matters raised, or alternatively, refute the Whistleblower Report.

The Whistleblower Relations Officer shall then submit an initial written report on the results of his investigation to the Governance Committee. If the report warrants further investigation, the Governance Committee shall then appoint an Investigating Body together with the Whistleblower Relations Officer, to handle the investigation.

Thereafter, the Investigating Body shall submit its written report and recommendation to the Governance Committee for review prior to submission to the relevant Cluster/BU Head for endorsement to the SMPFC President for evaluation and approval.

The Whistleblower Relations Officer and members of the Governance Committee or Investigating Body are not exempted from this Policy and any Whistleblower Report against them shall be submitted to their immediate superiors. An *ad hoc* Investigating Body may be constituted by the SMPFC President to conduct the investigation and the report on the results of its investigation will be submitted to him/her for evaluation and approval.

Consistent with SMC’s Whistle-Blowing Policy, the Investigating Body for all concerns relating to accounting, internal accounting controls, auditing or financial reporting matters shall include SMPFC’s Chief Finance Officer. The Investigating Body shall provide original copies or records of all communications involving the Whistleblower Report, along with a summary of such communications, to the SMPFC Audit Committee. Furthermore, the Investigating Body shall report the results of the investigation and its recommendation, as reviewed by the relevant Cluster/BU Head and/or SMPFC President, as the case may be, to the SMPFC Audit Committee at regular or special meetings of the SMPFC Audit Committee called for the purpose, for approval.

All Whistleblower Reports shall be the subject of a thorough, unbiased and discreet investigation with the objective of locating evidence that either substantiates or refutes the claims made by the Whistleblower.

Applicable laws, rules and regulations shall be observed in any investigation arising out of a Whistleblower Report. As such, any individual against whom the allegation is made shall be given the right and opportunity to present evidence to disprove the allegation.

C. Monitoring and Feedback Process

The Whistleblower Relations Officer shall update the Whistleblower on the general status of the investigation. All updates will be kept strictly confidential.

Appendices

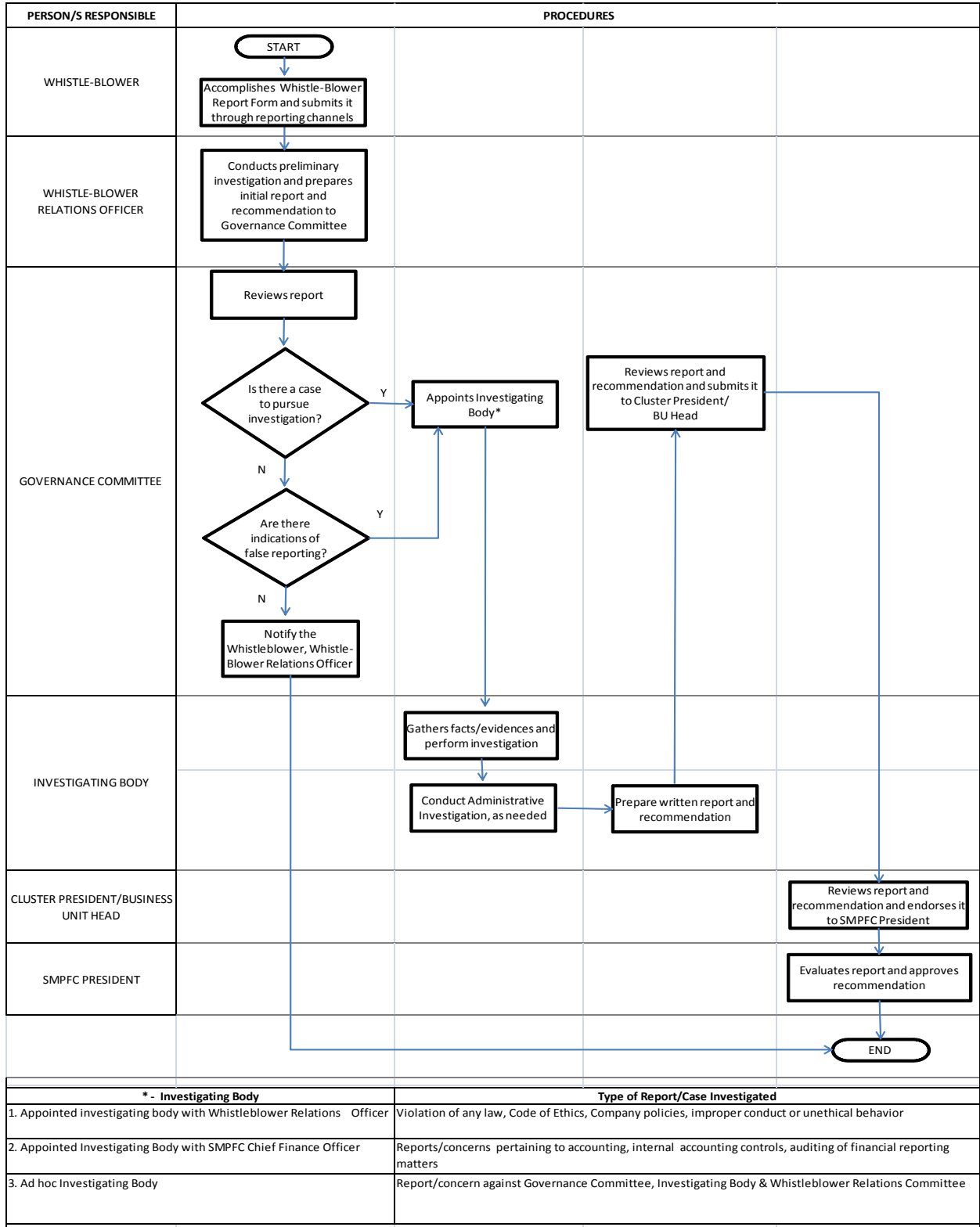
Appendix A - Definition of Terms

- 1) **Business Partners** - Means organizations and individuals who provide services, raw and packaging materials, ingredients, components, finished goods, or other products to the Company.
- 2) **Corruption** - Means taking advantage of power, influence, and position in order to achieve some form of gain from another person, group or business.
- 3) **Fraud** - Means any dishonest activity with the intention or purpose to deceive, causing actual or potential losses to the Company. It also includes the deliberate falsification, concealment or malicious destruction of official or Company documents, use of falsified documentation or the improper use of information or position.
- 4) **Good Faith** - Means reasonable belief of the Whistleblower that the information disclosed and any allegation contained in his/her report are substantially true.
- 5) **Governance Committee** – Means a committee composed of the Compliance Officer, Division HR Head and General Counsel, who will be tasked to review the recommendations made by the Investigating Body.
- 6) **Investigating Body** - Means the appointed individuals or committees tasked to look carefully into the reported irregularity, and are responsible for determining the facts, reviewing findings and providing recommendation.
- 7) **Non-retaliatory Posture** - Means the stand of the Company by which it ensures the anonymity and protection of any Whistleblower who reports any suspected misconduct, malpractice, Theft, Corruption, Fraud or irregularity that puts at risk the Company's resources and good standing.
- 8) **Reporting Channel** - Means the prescribed and approved process in which the Whistleblower can report any suspected misconduct, malpractice, Theft, Corruption, Fraud or irregularity without threat or harm, wherein he or she can maintain anonymity and may cooperate with the Investigating Body in determining the truth or addressing the impression of irregularities.
- 9) **Retaliation** – Means any act of discrimination, harassment or bias towards a Whistleblower for making the complaint.
- 10) **Temporary Re-assignment** – Means a change in a Whistleblower-employee's assignment or work base for a period which will not exceed six (6) months.
- 11) **Theft** - Means a deliberate act of taking away anything that is of value to a person, group or the Company without the consent of such person, group or the Company.
- 12) **Whistleblower** - Means any person or organization who reports or makes known any suspected misconduct, malpractice, Theft, Corruption, Fraud or irregularity that puts at risk the Company's business, resources and good standing.
- 13) **Whistle-Blowing** – Means any act to report or make known any suspected misconduct, malpractice, Theft, Corruption, Fraud or irregularity through the confidential Reporting

Channel provided in this Policy, for such report to be subject to investigation and scrutiny of an appointed Investigating Body.

- 14) **Whistleblower Relations Officer** - Means any person appointed by the Company to initially validate reportable conduct or information, participate in the administrative investigation, and update the Whistleblower on the status of his/her report.

Appendix B - PROCESS FLOW IN THE INVESTIGATION & RESOLUTION OF WHISTLE-BLOWING REPORTS



Appendix C - Whistle-Blowing Report Form

WHISTLE-BLOWING REPORT FORM

REPORTER'S CONTACT INFORMATION

NAME		STATUS <input type="checkbox"/> Employee <input type="checkbox"/> Business Partner <input type="checkbox"/> Others	
EMPLOYER /UNIT	WORK LOCATION/ADDRESS		WORKPHONE
HOME ADDRESS			CELLPHONE
EMAIL ADDRESS			
BEST TIME /PLACE TO REACH YOU:			

PERSON(S) OF INTEREST INFORMATION

NAME			POSITION
DIVISION	UNIT	UNIT ADDRESS	PHONE
HOME ADDRESS (IF NON-EMPLOYEE)			

WITNESS (ES) Please provide witness that can confirm your allegation

NAME	ADDRESS	PHONE
DEPARTMENT	POSITION	PHONE
NAME	ADDRESS	PHONE
EMPLOYMENT	POSITION	PHONE

COMPLAINT: Briefly describe the improper activity and how you know about it. Specify what, who, when, where, and how. If there is more than one allegation, number each allegation, use as many pages as necessary.

What wrongdoing occurred?

Who did the wrongdoing?

When did this occur?

Where did this happen?

What enabled this to happen (How)?

Please attach any document/s that will support your report.