



MAA General Assurance Phils., Inc.

Subject: Code of Business Conduct and Ethics

Revision Status : 01

Effective Date : 4 June 2012

Document Ref. :

Signed:

MAAGAP-ID-HR002

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CODE OF BUSINESS CONDUCT AND ETHICS

MAA General Assurance Philippines, Inc. ("MAAGAP") is committed to the highest standards of ethics and business conduct. Its commitment and standard of conduct governs its relationships with MAAGAP's customers, suppliers, competitors, business partners, governments, regulators and the public.

The Code serves as guidance in business dealings and decision-making of every director and employee. In this regard, directors, officers and employees are responsible for understanding the Code and acting in accordance with it.

Commitments of MAAGAP, its directors, officers and employees in their behavior and business relationships with various stakeholders are provided as follows:

I. STANDARDS OF BUSINESS CONDUCT AND ETHICS

A. COMPLIANCE WITH LAW, RULES & REGULATIONS

1. Act honestly and maintain the highest standards of ethics and business conduct.
2. Comply fully with all laws, rules and regulations affecting the MAAGAP's business and its conduct in business matters.
3. Adhere to the standards and restrictions imposed by laws, rules and regulations in the performance of duties for MAAGAP, including those relating to accounting and auditing matter.
4. Avoid the direct or indirect commission of bribery and corruption of government official or employees, except permissible payments for routine governmental actions allowed by all applicable laws and regulations.

B. CONFIDENTIALITY AND FAIR DEALING

1. Maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated.
2. Endeavor to deal fairly with the MAAGAP's customers, suppliers, competitors, business partners, governments, regulators and the public. Taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice is prohibited.

C. CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES.

1. Avoid any actual or apparent conflicts of interest between your private interest, including the private interest of a member of your family, and the interests of MAAGAP, unless you have obtained prior approval by the appropriate approving authorities as designated in applicable policies of MAAGAP. Any

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actual or apparent conflict of interest, and any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest, should be disclosed to the Human Resources Department.

2. Maintain loyalty to MAAGAP and base every business decisions and actions on the best interest of MAAGAP.
3. Avoid taking personally opportunities that are discovered through the use of corporate property, information or position, or using corporate property, information or position for personal gain or competing with MAAGAP.
4. Avoid receiving from, or giving to, a supplier, customer or competitor, gifts, gratuities, special allowances, discounts or other benefits not authorized by MAAGAP.
5. Avoid grant of loans to or guarantees of obligations of directors, officers and employees or their family members without the prior written approval of MAAGAP.
6. Avoid engaging in any outside activity that materially detracts from or interferes with the performance by director, officer or employee of his or her services to MAAGAP.
7. Avoid direct or indirect personal interest in a transaction involving the Company.

D. INSIDER TRADING

1. Avoid trade in the MAAGAP's securities by one who has inside information. Information is material and nonpublic if a reasonable investor would consider it to be important when he or she is deciding to buy or sell a security ("inside information").
2. Avoid tipping or passing along inside information to anyone who might use it to trade in securities or who might share the information with someone else who might trade in securities.

E. OCCUPATIONAL HEALTH AND SAFETY

1. Avoid use, possession, distribution, manufacture, sale, or be under the influence of alcohol or illegal drugs on MAAGAP property, while conducting company business, or while operating a company vehicle.
2. Threats, intimidation, coercion, or assault by employees, customers, contractors, vendors, suppliers, partners or anyone else is not tolerated.

F. PROTECTION OF THE ENVIRONMENT AND RESPECT FOR GLOBAL HUMAN RIGHTS

1. Conduct business in a manner that protects the environment, conserve resources, and develop product and services that are good for environment.
2. Endeavor to maintain environmentally sound policies and practices for all activities and strives to provide customers with products and services that are both safe and environmentally friendly.
3. Endeavor at all times to familiar themselves with environmental policies and law applicable to MAAGAP.
4. Respect for international human rights standards. Employing underage children, forced labor and any form of physical punishment or abuse is prohibited.

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G. RELATIONSHIPS WITH SUPPLIERS, CREDITORS, SHAREHOLDERS AND OTHER STAKEHOLDERS

1. Engage suppliers and business allies who demonstrate strong values and ethical principles and who support the commitment to quality.
2. Avoid suppliers who violate the law or fail to comply with sound business practices.
3. Communicate truthfully and regularly business policies, achievements and prospects.
4. Ensure every accounting or financial entry accurately reflects that which is described by the supporting information.

II. ENFORCEMENT AND MONITORING OF THE CODE

A. WAIVERS

Employees should understand that waivers or exceptions to the Code will be granted only in advance and only under exceptional circumstances. A waiver of this Code for any directors, officers and employees may be made only by the Board of Directors or a committee of the Board and must be promptly disclosed to shareholders in accordance with applicable law and exchange requirements.

B. REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR

The Human Resources Department is responsible for applying the Code to specific situations in which questions or concerns may arise, and has the authority to interpret and decide on such issues arising from the implementation of the Code. Queries regarding any law, rule, regulation, or principle discussed in this Code which may govern business conduct, should be directed to the Human Resources Department.

Any director, officer or employee is encouraged to contact the Human Resources Department. When in doubt, about the best course of action in a particular situation relating to a subject matter of the Code.

Any director, officer or employee who is aware of any existing or potential violation of the Code is required to notify the Human Resources Department promptly. The Human Resources Department shall take all action it considers appropriate to investigate any violations reported to it. If a violation has occurred, MAAGAP shall take such disciplinary or preventive action as it deems appropriate.

C. DISCIPLINARY ACTIONS

Disciplinary actions against violators include measures such as dismissal and/or the filing of appropriate civil and criminal actions. For purposes of this Code, "violators" are defined as:

- i. Persons who commit prohibited acts or who fail to implement prescribed acts when there is an obvious opportunity to do so;
- ii. Employees who knowingly abet such acts of commission or omission or who fail to report such acts that violate the Code; and
- iii. Persons of authority who fail to impose the necessary disciplinary measures against violators.

Corresponding sanction shall be imposed against the violator when, after a due process, found to be guilty of the violation. Types of sanction are as follows:

1. **ORAL ADMONITION** – is a verbal notice calling the attention of an employee for the act committed which constitutes an offense and it usually carries a warning against a repetition of the act in the future. The employee will be required to sign a notice that his/her attention was already called for future reference.

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2. **WRITTEN REPRIMAND** – same as oral reprimand but in the form of a written formal notice. The employee will acknowledge a copy of the reprimand issued for record purposes.
3. **SUSPENSION** – is the physical detachment from service for a designated period of time without salary and benefits imposed on an offender commensurate to the infraction committed. It is understood however, that in the event the employee is exonerated of all charges, he/she shall be restored to his/her original position with full pay from the date of suspension, without any effect on the tenure of employment. The employee will be personally advised of the suspension and shall acknowledge the notice.
4. **DISMISSAL** – The dishonorable separation from service with forfeiture of all benefits that would normally accrue to the employee on retirement or separation for reasons other than for cause. The employee will undergo the process.

Types of offense and corresponding sanction shall be identified by the Human Resource department.

D. WHISTLEBLOWING POLICY

1. MAAGAP is dedicated to supporting directors, officers and employees who make a genuine complaint about non-compliant, suspicious or unethical conduct by other directors, officers and employees of MAAGAP, regardless of seniority of those involved in the alleged conduct.
2. However, complaints should be made honestly and without any ulterior motive. Directors, officers and employees who files a complaint which untruthful, malicious or has an ulterior motive, then this may be grounds for disciplinary action.
3. Standard Operating Procedure relevant to whistleblowing shall be established.

E. NON-RETALIATION, ANTI-HARASSMENT AND ANTI-DISCRIMINATION POLICY

MAAGAP does not tolerate retaliation against anyone in connection with a good faith report of an ethics violation, illegal conduct, sexual or other forms of harassment, discrimination, inappropriate workplace behavior or any other serious issue. Director, officer, and employee who engage in retaliatory behavior will be subject to investigation, disciplinary action, and up to and including termination.

Harassment or discrimination based on race, religion, color, creed, age, sex, national origin or ancestry, sexual orientation (including gender expression or identity), genetic information, disability, veteran status, or other factors that are protected by law, is prohibited.

F. DIVERSITY AND INCLUSION

MAAGAP engages and respects diverse talents, perspectives and uniqueness of its directors, officers and employees that brings business success.

MAAGAP complies with all immigration laws and only employ people who are lawfully authorized to work.

MAAGAP provide reasonable work environment so that employees who have disabilities may participate fully in employment opportunities.

The Code is for the sole and exclusive benefit of the Company and may not be used or relied upon by any other party. It does not in any way constitute an employment contract. MAAGAP may modify or repeal the provisions of the Code or adopt a new Code at any time it deems appropriate, with or without notice.