



# Whistleblowing and Non-Retaliation Policy

---

## General Policy Statement

PHINMA is committed to conduct its business in accordance with the highest ethical business standards. Towards this end, the Company, its directors, officers, and employees endeavor to maintain a culture of good corporate governance by observing Integrity in all their transactions among themselves and with the Company's customers, suppliers, competitors, business partners, government, regulators and the public.

This ***Whistleblowing and Non-Retaliation Policy*** exemplifies PHINMA's firm commitment by providing a mechanism for reporting perceived and actual irregularities that are contrary to PHINMA's Core Values while providing appropriate protection for whistleblowers from possible retaliation.

---

## Purpose

This Whistleblowing and Non-Retaliation Policy forms part of the PHINMA Integrity Assurance Program and sets out to achieve the following:

- <sup>35</sup>/<sub>17</sub> Consistent with its Core Values, PHINMA aims to provide a working environment that enables employees, officers, directors, business partners and third parties to raise genuine concerns in relation to perceived and actual irregularities.
  - <sup>35</sup>/<sub>17</sub> To protect individual/s who take or participate in such action from retaliation or any threat of retaliation by another individual/s doing work for or on behalf of PHINMA.
  - <sup>35</sup>/<sub>17</sub> To enable the thorough and impartial investigation of all verifiable reports of irregularity, to prosecute offenders and, where appropriate, to seek to recover costs through legal means.
- 

## Scope

This Policy applies to all individuals doing work for or on behalf of the PHINMA, including directors, officers, employees, vendors and other related individuals.

---

## Definitions

- ❖ **PHINMA** is an encompassing term that is used throughout this policy to describe all member companies under the PHINMA Group.
- ❖ **PHINMA-related** includes any activity by PHINMA or an individual doing work for or on behalf of the PHINMA that is undertaken on occasion of or in the performance of the individual's work, whether or not such action is taken within the scope of the individual's employment
- ❖ **Irregularity** is an encompassing term that is used throughout the policy to describe, but is not limited to, the following:
  - <sup>35</sup><sub>17</sub> Misconduct – Breach of PHINMA Core Values, Code of Conduct, Manual of Corporate Governance, or official Company policies and procedures.
  - <sup>35</sup><sub>17</sub> Illegal activities – Violation of laws, rules and regulations of appropriate authorities of the Philippine government
  - <sup>35</sup><sub>17</sub> Fraud - an intentional act committed to secure an unfair or unlawful gain, as defined in the fraud policy
  - <sup>35</sup><sub>17</sub> Attempt or Concealment of any of the above
- ❖ **Good Faith Disclosure** means disclosure of PHINMA-related irregularities made with a belief in the truth of the disclosure that a reasonable person in the Whistleblower's situation could have believed based upon the facts. A disclosure is not in good faith if made with reckless disregard, or wilful ignorance of facts that would disprove the disclosure. A report does not have to be proven true to be deemed to have been made in good faith.
- ❖ **Retaliation** means any adverse action or creditable threat of an adverse action taken by any individual doing work for or on behalf of PHINMA, in response to a Whistleblower Report.
- ❖ **Whistleblowing** means good faith reporting of suspected or actual PHINMA-related irregularities through the Integrity Hotline.
- ❖ **Whistleblower** means any individual who, in good faith, reports actual or perceived PHINMA-related irregularities through the Integrity Hotline. This includes:
  - <sup>35</sup><sub>17</sub> Employees, officers and director of PHINMA;

<sup>35</sup><sub>17</sub> Customers of PHINMA; and  
<sup>35</sup><sub>17</sub> Employees, officers and directors of vendors. The term “Vendors” includes the suppliers, consultants and contractors.

- ❖ **Whistleblower Report** refers to an encompassing term that is used throughout the policy to describe any report of perceived or actual irregularities through the Integrity Hotline.

---

## Responsibilities

It is the responsibility of all directors, officers, employees, vendors and other related individuals to comply with this policy and to report perceived or actual PHINMA-related irregularities through appropriate reporting channels.

The SBU Head and the Integrity Officer shall be responsible for ensuring that this policy is widely communicated to all concerned individuals and that appropriate implementing guidelines and procedures are issued whenever needed to support its adequate and effective implementation.

In addition, the following shall be responsible for receiving Whistleblower Reports and shall perform necessary actions without delay:

- Integrity Officer
- PHINMA Group Internal Audit Head

---

## Policies

### I. WHISTLEBLOWING POLICY

#### I.A. Guidance in the Initial Discovery of Perceived or Actual Irregularities

Potential whistleblowers are encouraged to exhaust all normal and available reporting channels within their organization before considering the formal PHINMA Integrity Hotline facility. All employees, officers and directors are expected to report all perceived or actual irregularities through the Integrity Hotline in case the normal reporting channels are deemed ineffective.

#### I.B. Whistleblowing Channel

##### I.B.1. Integrity Hotline

The Integrity Hotline is an independent, dedicated email facility provided by PHINMA for receiving Whistleblower Reports. All reports submitted to this facility shall be received by the Integrity Officer and the PHINMA GIA Head.

To ensure the complete and organized reporting of details surrounding the potential irregularity, the Whistleblower should provide the following information:

1. Company Name of the Whistleblower
2. Department of the Whistleblower
3. Name of the Whistleblower
4. Date of Report
5. Previously Reported (Yes/No)
  - a. If yes, Date First Reported
  - b. If yes, to whom was it reported?
6. Status of Irregularity (Planned, Ongoing, Finished)
7. Name of the Persons Involved, Company and Position in the Company
8. Nature of Incident (How was the irregularity carried out?)
9. Evidence/s, if any
10. Date of Discovery
11. How was it discovered?
12. Estimated Amount Involved (if applicable or known)
13. Reported to Outside Authorities (Yes/No). If yes, date of report and status.
14. Other additional information

A Whistleblower Report form shall be made available by PHINMA to assist the Whistleblower in this endeavour.

### **I.C. Whistleblower Identity**

Whistleblowers are required to identify themselves when reporting a potential irregularity. All reports submitted by an anonymous whistleblower shall not be considered a valid Whistleblower Report by the Integrity Officer unless the Whistleblower agrees to identify himself / herself for purposes of investigation.

### **I.D. Handling of Whistleblower Reports**

All valid Whistleblower Reports will be treated seriously and shall be investigated according to the PHINMA Response Plan.

### **I.E. Confidentiality**

Every effort shall be exerted by PHINMA to maintain the confidential nature of the report and any investigation taken to verify its factual basis.

However, with clearance from the Legal Counsel of PHINMA, the details of the report, including the results of the investigation, may be disclosed to appropriate authorities when necessary to comply with relevant requirements of the law.

#### **I. F. Acting on Good Faith**

Any whistleblowing report made in good faith is fully protected by this policy, even if the report, question or concern is, after investigation, not substantiated. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a possible irregularity.

#### **I.G. Bad Faith Allegations**

A Whistleblower who is found to have made malicious and false allegations shall be subject to appropriate disciplinary or legal action pursuant to the policies and procedures of PHINMA, and any applicable laws or regulations.

### **II. NON-RETALIATION POLICY**

#### **II.A. Non-Retaliation**

No Whistleblower who in good faith reports a perceived or actual irregularity shall suffer retaliation. PHINMA will not retaliate against a Whistleblower or allow any retaliation against a Whistleblower acting in good faith.

The right of a Whistleblower to protection against retaliation does not include immunity for any personal wrongdoing, including involvement in the reported irregularity, and any violations in other policies of the company. In addition, protection against retaliation does not also include immunity from consequences arising from poor work performance and other similar undesirable conditions not related to the reported irregularity.

However, the role of the Whistleblower in providing useful information to the investigation shall be given weight in the final determination of any penalty or sanction to be imposed.

## **II.B. Retaliation against Whistleblower**

Any Whistleblower who believes he or she is being retaliated against must contact the Integrity Officer or PHINMA GIA Head immediately.

Anyone who retaliates against a Whistleblower who has reported a violation in good faith is subject to discipline as provided by the PHINMA Employee Handbook

## **III. Administration**

The Integrity Officer is responsible for the administration, interpretation, and application of this policy. The policy will be reviewed annually and revised as needed.

Implementing guidelines and procedures in support of this policy may be prepared by the Integrity Officer subject to the approval of the SBU Head.

## **IV. Approval**

This policy shall be approved by the Audit Committee upon recommendation of the Integrity Officer.

---