



ANGELES ELECTRIC CORPORATION

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Section 1. Purpose

The Anti-Bribery and Anti-Corruption Policy (the "Policy") of Angeles Electric Corporation (the "Company" or "AEC") outlines the Company's zero-tolerance policy against bribery and corruption. Common examples of corruption include the following: extortion, fraud, money laundering, kickbacks, and facilitation payments. All forms of bribery and corruption are unacceptable and will not be tolerated. AEC's employees must not act corruptly in their dealings with any other person and must ensure that any third party acting on its behalf complies with these standards.

This Policy shall be read in conjunction with the Company's Code of Business Conduct and Ethics, Gifts and Entertainment Policy, Whistleblowing Policy, and other related policies.

Section 2. Scope

This Policy applies to all employees (regular and contractual), officers, consultants, and the Board of Directors of the Company, and others who are authorized to act on its behalf.

Section 3. Definition of Terms

1. Bribery refers to the act of promising, giving, receiving, or agreeing to receive money or some other item of value with the corrupt aim of influencing a public official in the discharge of his official duties.

2. Corruption is the abuse of entrusted power for personal gain.

3. Facilitation of payment is a financial payment that is made to expedite an administrative process. It is a payment made to a public or government official or counterparty that acts as an incentive for such party to complete some action or process expeditiously, to the benefit of the party making the payment. A facilitation payment is similar to a bribe.

Section 4. Application and Policies

1. AEC or its employee shall not give or receive, whether directly or indirectly, bribes or other improper advantages such as facilitation payments for business or personal gain. This includes improper payments to or from any person, any government official, or any organization, corporate or otherwise.

2. AEC or its employees shall not participate in any form of corruption, including but not exclusive to extortion, fraud, insider dealing, money laundering, kickbacks, and facilitation payments.
3. AEC employees shall not directly or indirectly offer or give, or request or receive any gift or payment which is, or may be construed as being, an attempt to influence decisions related to its business.
4. AEC shall conduct sufficient due diligence when entering into arrangements with third parties, such as agents, contractors, consultants, or joint venture partners, to ensure that they are not acting corruptly, and to periodically monitor their performance to ensure continuing compliance.
5. This Policy was aligned with the Company's Gifts and Entertainment Policy, and as enumerated thereon, the following are never appropriate:

- **Gifts**

1. Gifts of cash, or cash equivalent (such as gift certificates, Gcash, mobile loads, etc.);
2. Gifts that are prohibited by law;
3. Gifts to government officials;
4. Gifts that are accepted/given in return for something;
5. Gifts that are accepted/given as a bribe/kickback to obtain/retain business, or to secure an improper advantage;
6. Gifts and Entertainment given or accepted during contract negotiations;
7. Gifts given in the form of services or other non-cash benefits (e.g., the promise of employment);
8. Any Gift that is paid for in a personal capacity to avoid having to report it or seek relevant approval.

- **Entertainment**

Entertainment may be accepted/provided for legitimate business purposes, such as building goodwill and enhancing relationships with customers, vendors, and business partners.

The following types of Entertainment (whether being provided or received) are never appropriate:

1. Entertainment that can be viewed as excessive in the context of the business occasion;
2. Entertainment that is prohibited by law;
3. Entertainment for Government officials;
4. "Adult" entertainment or any sort of event involving nudity or lewd behavior; and
5. Other forms of entertainment as determined by AEC's management.

The prohibited Gifts and Entertainment above shall extend to those given to or received from relatives up to the fourth degree of consanguinity or affinity, including those given to or received from for and on behalf of the giver or receiver.

Section 5. Compliance and Reporting

1. All Department Heads are responsible for the enforcement of and compliance with this Policy in their Departments.
2. The Human Resources Department shall be responsible for disseminating and communicating this Policy, and ensuring that each Employee and Officer acknowledges in writing upon hiring and on an annual basis thereafter that they have read the policy and will abide by its terms. HR shall provide appropriate training and learning tools to ensure employees understand and are aware of this Policy.
3. The Compliance Officer shall take responsibility for ensuring compliance with the implementation of this Policy. He/she is also responsible for keeping the Board informed of any deviations from this Policy.
4. Any concerns about bribery and corruption can be raised by sending an email to the **Whistleblowing Relations Officer at aecwhistleblower@angeleselectric.com.ph** or the **Office of the President at otp@angeleselectric.com.ph**.
5. Any breach of this policy will result in disciplinary action, and appropriate penalties/sanctions will be imposed once proven under the Company's Code of Conduct.
6. In cases when bribery, facilitation payment, or other corruption is deliberately concealed or continues after it is discovered, disciplinary action may be invoked under the Code of Conduct.

Section 6. Amendments

The Corporate Governance Committee, in coordination with the Compliance Officer and other authorized persons, shall regularly review, update, and improve this Policy.

Section 7. Effectivity

This Policy shall take effect immediately upon approval of the Board of Directors.

ENDORSED BY:

On behalf of the Corporate Governance Committee

IVANNA G. DE LA PEÑA

Independent Director/
Governance Committee Chairperson

APPROVED BY:

On behalf of the AEC Board

GEROMIN T. NEPOMUCENO

Director/ Chairman of the Board