



## POLICY ON WHISTLEBLOWING

### I. POLICY AND COVERAGE

The Company adheres to the principle of transparency as a tool in its pursuit of integrity, impartiality and honesty. In line with this, the Corporation adopts this Policy to empower directors, officers, and employees, and all suppliers, business partners, contractors, subcontractors and other third parties to report, without fear of retaliation, any illegal act, wrongdoing, malpractice, risk to the Company, or any violation of the Company's policies.

The term "whistleblowing" refers to a situation where an employee decides to report serious concerns about any suspected misconduct, malpractice or irregularity which he has become aware of or genuinely suspects that the Company has been or may become involved in. This Policy is designed to encourage employees to raise serious concerns internally, in a responsible and effective manner, rather than overlooking a problem or blowing the whistle outside.

This Policy provides a formal mechanism and an avenue for directors, officers, employees, suppliers, business partners, contractors and sub-contractors and other third parties to disclose, report, provide information or raise a concern as to any illegal act, wrongdoing, malpractice, risk to the Company, or any violation of company policy (hereinafter a "Report"). This Policy provides assurance that any person making such a Report (the "Whistleblower") shall be protected from retaliation, reprisals, harassment or disciplinary action or victimization for whistleblowing, and assurance that the identity of the Whistleblower shall be protected from unauthorized disclosure to the extent allowed by law or regulation.

The content of this Policy is applicable to all employees of the Company and its subsidiaries in Philippines or outside Philippines.

Whistleblowing in relation to reporting Covered or Suspicious Transactions is a separate matter. Please refer to the Company's *Anti-Money Laundering Manual*.

## II. INFORMATION THAT MAY BE SUBJECT OF A REPORT

Whistleblowing matters may include but are not confined to:

1. Malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters. (See also the Anti-Fraud Policy.)
2. Violation of the rules and regulations of the Corporation or the Code of Business Conduct and Ethics of the Corporation.
3. Improper conduct or unethical behavior likely to prejudice the standing of the Corporation.
4. Violation of the Company's policy against corrupt practices.
5. Misuse or misappropriation of Company's assets.
6. Fraudulent reporting or accounting practice.
7. Violation of the Company's policy against insider trading.
8. Violation of the Securities Regulation Code.
9. Violation of the Manual of Corporate Governance.
10. Violation of the Company's policies on related party transactions.
11. Any conflict of interest situation.
12. Breach of legal or regulatory requirements.
13. Criminal offences, breach of civil law and miscarriage of justice.
14. Endangerment of the health and safety of an individual.
15. Damage caused to the environment.
16. Any unethical or illegal conduct.
17. Any concealment, or attempt to conceal any of the above.
18. Any other conduct similar or related to the foregoing.

## III. PROTECTION AND CONFIDENTIALITY

The Whistleblower shall be protected from any form of retaliation, reprisals, harassment or disciplinary action or victimization in connection with any Report made in good faith, with a belief in the truth of the Report that a reasonable person in the Whistleblower's situation could have believed based upon the facts. A Report is not in good faith if made with reckless disregard, or willful ignorance of facts that would disprove the disclosure. A Report need not be proven true to be deemed to have been made in good faith.

Any harassment or retaliatory action shall be subject to disciplinary or legal action pursuant to relevant policies and procedures of the Company, and any applicable laws.

All Reports shall be treated in confidence and the identity of the Whistleblower shall be protected and shall not be disclosed without the Whistleblower's written consent, or unless the Whistleblower is required by judicial or administrative process to give testimonial evidence. The Company's duty to maintain anonymity shall cease where the Whistleblower has disclosed the Report or the information subject of the Report to third parties.

#### IV. PROCEDURE

1. An employee who wants to file a Report can raise the matter directly with the officer of the Corporate Governance Committee (“Whistleblower Officer”). The Whistleblower Officer will review the Report and decide how the investigation should proceed. Depending on the circumstances, the Corporate Governance Committee may consider nominating an appropriate investigating officer or set up a special committee to investigate the matter independently.
2. Upon determination by the investigating officer or special committee that there is reasonable ground to believe that the employee or officer subject of the Report is committing or has committed the concern reported or disclosed, the Corporate Governance Committee shall endorse its findings to the Human Resources department. A formal administrative investigation shall then be conducted by the Human Resources department in accordance with the Company’s Human Resources Manual of Policies and Procedures.
3. If the subject of the Report is a personnel of the Human Resources department, is the investigating officer or is a member of the special committee, is a member of the Board of Directors, or is a member of the Corporate Governance Committee, the Whistleblower Officer shall endorse the Report to the legal department for appropriate action.
4. If the subject of the Report is a supplier, business partner, contractor or sub-contractor, the Report shall be resolved in accordance with the Company’s existing policies.

#### V. REPORTING FORMAT AND SUPPORTING DOCUMENTATION

Disclosures can be made in writing or by using the standard form (Whistleblower Report) attached to this Policy. While the Company does not expect the employee to have absolute proof or evidence of the misconducts, malpractices or irregularities reported, the report should show reasons for the concerns and full disclosure of any relevant details and supporting documentation.

The disclosure should be sent to the Chairman of the Corporate Governance Committee by email to the Investor Relations Officer at [iro@mreit.com.ph](mailto:iro@mreit.com.ph), who will forward the same to the Whistleblower Officer. Employees should ensure all the attachments to the emails should have passwords in order to ensure confidentiality.

#### VI. FALSE REPORT

Should the Corporate Governance Committee determine that a Whistleblower knowingly (a) submitted a Report containing any material false allegation or (b) presented fabricated or falsified evidence, the Whistleblower shall be subject to

disciplinary or legal action pursuant to the policies and procedures of the Company and any applicable laws.

## **VII. ANONYMOUS REPORTS**

Reports made anonymously shall be investigated appropriately taking into consideration the gravity and credibility of the information provided in the Reports and the likelihood of validating such information using other reliable sources. A Report shall not be disregarded for the sole reason that the author of the Report is not identified. Persons responsible for investigating a Report shall have the duty to maintain anonymity of the Whistleblower.

## **VIII. RECORD RETENTION**

Records shall be kept for all reported misconducts, malpractices, and irregularities by the relevant parties in the Company. In the event a reported irregularity leads to an investigation, the party responsible for leading/conducting the investigation shall ensure that all relevant information relating to the case is retained, including details of corrective action taken for a period not exceeding six years (or whatever other period may be specified by any relevant legislation).

## **IX. DISSEMINATION OF THE POLICY**

The Head of Human Resources shall be responsible for the public dissemination and communication of this Policy, and to ensure that each employee upon hiring and on an annual basis thereafter acknowledges in writing to have read the policy and to abide by the terms thereof. This policy shall be made available in the Company's internal website. Where necessary, the Human Resources department shall arrange the training of the members of the Corporate Governance Committee and other persons who will be involved in the implementation of this Policy.

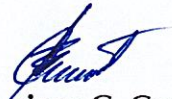
## **X. APPROVAL, IMPLEMENTATION AND REVIEW OF POLICY**

This policy has been approved and adopted by the Board of Directors. The Corporate Governance Committee has the overall responsibility for implementation, monitoring and periodic review of this Policy. In addition, the Audit Committee has delegated the day-to-day responsibility for administration of the Policy to the Chairman of the Corporate Governance Committee.

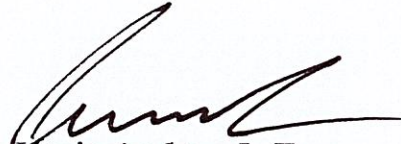
*- Signature Page Follows -*

MREIT, Inc.

By:



Francisco C. Canuto  
Chairman of the Board



Kevin Andrew L. Tan  
President and CEO

Date: \_\_\_\_\_

**WHISTLEBLOWER REPORT**

**MREIT, Inc.**

18<sup>th</sup> Floor, Alliance Global Tower  
36<sup>th</sup> Street cor. 11<sup>th</sup> Avenue  
Uptown Bonifacio, Taguig City

Name\*:

Address:

Tel/Mobile No:

Email:

Date:

The names of those involved (if known):

Details of concerns:

Please provide full details of your concerns: Names, dates and places and the reasons for the concerns (continue on separate sheet if necessary) together with any supporting evidence/documents.

*\*We encourage you to provide your name with this report. Concerns expressed anonymously are much less powerful but they will be considered as far as practicable.*