



## **CONFLICT OF INTEREST POLICY**

*(Amended March 2016)*

Directors, Executive Officers and Employees owe a fiduciary duty to DMCI Holdings, Inc. (the "Company") that requires them to act in the best interest of the Company. Actual and potential conflicts of interest should be avoided or otherwise identified, disclosed, and explained in sufficient detail to enable valid judgments to be made on their adverse impact. The persons who are conflicted should not participate in the discussion and decision on the issue in question, nor be entitled to vote on any resolution where they are conflicted. Related party contracts should be disclosed in the annual report and should comply with required approvals under the Company's policy on related party transactions.

### **Conflict of Interest**

Conflict of Interest occurs when a director's direct or indirect personal interest interferes in any way, or appears to interfere, with the interest of the Company as a whole. It refers to any situation in which an individual of corporation is in position to exploit a professional or official capacity in some way for their (or that of a related party) personal or corporate benefit.

### **Guidelines**

The Board of Directors of the Company adopted the following Conflict of Interest Guidelines ("Guidelines") to serve as the guiding principles for directors, officers and employees of the Company, help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability.

1. Directors, Officers and employees must never use or attempt to use his/her position to gain any improper personal benefit for him/herself, for his/her family, or any other person.

2. Directors, Officers and employees must disclose actions or interests that may be construed as conflict of interest.
3. Directors, Officers and employees may accept gifts provided that these are reasonable, of nominal value and appropriate for the occasion.
4. Directors, Officers and employees shall protect the Company's assets, ensure their efficient use and should be used for legitimate business purposes only and not for personal use, unless authorize by the Company.

### **Disclosure**

Directors, Officers and Employees of the Company are obligated to disclose his or her own conflict of interest or any appearance of a conflict of interest. They shall report preferably in writing, to the Board or to their immediate supervisor, any pertinent details of conflict of interest. Supervisors are responsible for arriving at a decision after consulting with the appropriate higher level of management.

### **Accountability and Adherence to Guidelines**

Directors, Officers and employees are expected to adhere with the principles set forth in the Guidelines. The CCO is responsible for determining appropriate actions to be taken in the event of violations of these Guidelines.

### **Monitoring and Reporting**

Any violation of the Guidelines must be reported to the CCO through the designated helpdesk hotline or under the Company's Whistleblower Policy Reporting Channel.