

SMPH POLICY ON ACCOUNTABILITY, INTEGRITY and VIGILANCE (PAIV)

A. Rationale and General Policy

In consistent with SM's core values of Integrity and being World Class, SM Prime supports a whistleblower program, an important mechanism for preventing and detecting fraud, malpractices or misconduct, and enabling fast and coordinated incident responses to establish cause, remedial actions, and damage control procedures.

All personnel, including the directors, officers and employees, as well as customers, suppliers, shareholders, service providers and all other stakeholders, can report any violation of Company policies, procedures and applicable laws and regulations which include, but are not limited to, Alcohol-Free Workplace Policy and Program, Policy on Sexual Harassment in the Workplace, Policy on Drug-Free Workplace, Conflict of Interest, Code of Ethics, policies, and other rules and regulations.

B. Reporting Mandate

It is the responsibility of all personnel, including the directors, officers and employees, as well as customers, suppliers, shareholders, service providers and all other stakeholders to comply with and to report violations or suspected violations of the Code of Ethics, policies, or laws in accordance with this policy.

Upon receipt of the whistleblower report, the officer to whom the report was disclosed shall immediately initiate the investigation by turning over the details, documents, if any, of the reported case to the Internal Audit for immediate investigation and shall follow due process in handling fraud and irregularities.

C. Reporting in Good Faith

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 violation of the Code, policies, procedures or law. Any allegations that prove not to be substantiated and have been made maliciously or with knowledge that they were false will be treated as a serious disciplinary offense.

Any good faith report, concern or complaint is fully protected by this policy, even if the report, question or concern is, after investigation, not substantiated.

D. No Retaliation

Anyone who in good faith reports a violation of the Code or policies, procedures, or law shall not be retaliated upon or suffer harassment or adverse employment consequence.

E. The Escalation Process of Raising Concerns

Violations or suspected violations of Company policies shall be made in writing to report.corpgov@smprime.com.

F. Confidentiality

Upon the request of the complainant, the Company will use its best efforts to protect the confidentiality of the complainant for any good faith report. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Concerns raised anonymously shall not be entertained.

G. Handling of Reported Violations

The Company's Code of Ethics and Code of Conduct, and other relevant rules and regulations, shall serve as guide in determining the penalties and sanctions to be imposed where violations are proven and validated by Internal Audit Group.

The principle of due process shall be observed in the handling of all cases.

The Audit and Risk Oversight Committees shall be informed of all such complaints or reports and their status to be rendered by the Compliance Officer.