

Communication and Compliance with the Company's Code of Ethics

SM Prime understands that the continuous growth and development of its corporate governance culture rests on the promotion and awareness of the principles of good governance. As such, the Company continues to strengthen its training and orientation programs. Through the Human Resource Department's (HRD) orientation program, new employees are given an overview of the various components of SM Prime's Corporate Governance Framework, the Code of Ethics and related policies which are also contained in an internal portal for employees' easy access and reference. It also covers the importance of ethics in the business, informs employees of their rights and obligations, as well as the principles and best practices in the promotion of good work ethics. Relative to this, the HRD, on an annual basis, requires all employees to re-take the 3-part Annual Code of Ethics program. This specifically includes the following:

- Confirmation – to confirm that employees have read and understood and agrees to comply with our Company's Code of Ethics, Code of Discipline, Insider Trading Policy, Conflict of Interest Policy, Code of Discipline and Guidelines on Acceptance of Gifts and Travel Sponsored by Business Partners (Anti-Corruption Policy), among others.
- Handling Conflict of Interest Situations (E-Learning Course) – to be familiarized with the proper disposition of actual or perceived Conflict of Interest situations.
- Disclosure Survey – to disclose each employees' affiliations, interests, relationships, and/or transactions which are relevant for full disclosure of all actual, apparent or possible conflicts of interest.

For Year 2024, the HRD has started to cascade the annual mandatory COE compliance on January 10, 2024. Attached below is the email blast of SMPH HRD.

SP

Wed 1/10/2024 2:51 PM

SM Prime Learning & Development

2024 ANNUAL CODE OF ETHICS COURSE | DEADLINE ON JANUARY 31, 2024

To

 This message was sent with High importance.



2024 Annual Code of Ethics Course

CONFIRMATION
Confirm that you have read, understood and agree to our Company policies.

HANDLING CONFLICT OF INTEREST SITUATIONS
Identify and be familiar in handling conflict of interest situations.

DISCLOSURE SURVEY
Disclose actual as well as potential conflicts of interest.


[Click here to take the course](#)




The same was also cascaded by the HRD last March 7, 2023:

SP
Tue 07/03/2023 11:44 AM
SM Prime Employee Relations
2023 ANNUAL CODE OF ETHICS COURSE

To

 This message was sent with High importance.



2023 Annual Code of Ethics Course

Upholding the culture of accountability, fairness, and transparency in the workplace.

This 3-part Corporate Governance program is an annual compliance requirement for all employees to:

- ▶ Confirm that each employee have read, understood, and agrees to our Company policies
- ▶ Be familiar with handling Conflict of Interest situations; and
- ▶ Disclose actual as well as potential conflicts of interest.

The course also introduces **The New Code of Conduct (COC)** for the SM Prime Group, which contains the updated guidelines, progressive discipline, table of offenses, and violation matrix.

The new COC shall take effect beginning **March 28, 2023**.

[Click here to take the course](#)

