| Whistleblowing Policy | |
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| **Document No.:** | **Date Signed:** |
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## Introduction

SM Prime Holdings, Inc. (“SMPHI”, “SM Prime” or the “Company”) is committed to the principles of good corporate governance—accountability, transparency, and integrity. The Company advocates for an honest and open environment, placing utmost importance on ensuring that its stakeholders are heard by providing a channel to speak out and report any form of illegal activity, unethical practice, or fraudulent transaction within its business processes, dealings, employees, and other third-party business partners.

This policy, in alignment with the Revised Code of Corporate Governance, establishes a secure and accessible reporting channel, ensures that any report made in good faith shall be secured from any retaliatory actions, and shall observe proper handling of violations in accordance with due process.

## Policy

Consistent with SM Prime’s core value of integrity and promoting transparency across the organization, the Company supports a whistleblower program, an important mechanism that encourages stakeholders to speak out and aids in preventing and detecting fraud, malpractice, or misconduct, and enables a swift and coordinated incident response to establish cause, remedial actions, and damage control procedures.

All Company stakeholders, including the directors, officers, employees, consultants, trainees and/or interns, 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, or Conflict of Interest, Code of Ethics, among others.

## Reporting Mandate

All violations of laws, rules, and regulations, Company policies, or the Company's Code of Ethics must be reported in accordance with this Policy.

Upon receipt of the whistleblower report, the Corporate Governance (CG) Department shall verify the nature of the report and immediately coordinate with the Internal Audit Department if an investigation is needed by turning over the details, documents, if any, of the reported case. The investigation shall follow due process in handling fraud and irregularities.

The CG Head shall render periodic summary of the whistleblowing reports to the Chairperson of the Corporate Governance and Sustainability Committee. The latter, at any time, may require an independent investigation on any report.

## Reporting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds to believe that the information disclosed violates the Code of Ethics, Company policies, procedures or law. Any unsubstantiated, unsupported, or malicious allegations, or allegations made 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 the Policy, even if the report, question, or concern is after investigation, not substantiated.

## No Retaliation

Anyone who in good faith reports a violation of the Code of Ethics or policies, procedures, or law shall not be retaliated upon, nor suffer harassment or adverse employment consequences.

If a reporter admits complicity in the reported violation and provides evidence for case-building, this may be taken into account as a mitigating factor to the degree of disciplinary action to be imposed.

## Penalty for Retaliation

Any employee, officer, or business partner who commits any retaliatory act against the whistleblower shall be subject to appropriate sanctions which may include dismissal from employment or termination of contractual relations, as may be applicable.

## Reporting Platform Process

Violations or suspected violations (refer to Annex A - Violation Categories) of Company policies may be reported via an outsourced, independent, and third-party whistleblowing platform that serves as the main whistleblowing channel of the Company.

Whistleblowers may indicate their name and details, or report anonymously. The third-party platform shall provide a report reference number and periodic updates to the whistleblower until the report is resolved. To further reinforce independence, the Chairperson of the Corporate

Governance and Sustainability Committee, who is an independent director, shall have oversight on the whistleblowing report, process, and disposition.

Reports shall be acknowledged within three (3) business days from receipt. Refer to Annex B - Sample Report Format to ensure relevant details are provided in favor of the report. Depending on the extent and to establish the veracity of such allegations, further details may be required from the reporter.

## Confidentiality

Upon the request of the whistleblower, the Company will use its best efforts to protect the confidentiality of the whistleblower 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.

## Handling of Reported Violations

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

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

The SM Prime Board, through its SMPH Audit Committee (AC) and Corporate Governance and Sustainability Committee (CGSC) shall be periodically apprised of all complaints or reports including status to be rendered by the Internal Audit Head or the Corporate Governance Head.

If any of the individuals involved in the whistleblowing process are conflicted in a whistleblowing report, they shall not be informed of the status of such report/s at any stage of the process and shall inhibit from any related proceedings.

**Important Note:** Reports received with insufficient information or those lacking essential details to substantiate the report will not be entertained.

## Processing of Personal Data

Any processing of personal data under this policy shall be carried out in accordance with the provision of the Data Privacy Act of 2012.

## Annex A – Violation Categories

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| 1. Health, safety, and environment | Covers concerns related to violations, unsafe practices, or conditions that may endanger the health, safety, or well-being of employees, contractors, tenants, customers, visitors, or the surrounding community. It also includes actions or omissions that result in environmental harm, non-compliance with relevant environmental laws, or failure to uphold the company's health, safety, and environmental standards. |
| 2. Product quality and service delivery | Covers concerns related to the quality, safety, and reliability of real estate products and the delivery of services associated with property development, construction, sales, leasing, and property management. |
| 3. Data Privacy | Data privacy, also referred to as information privacy, is an area of data protection that concerns the proper handling of sensitive data, including, notably, personal data, but also other confidential data, such as certain financial data and intellectual property data, to meet regulatory requirements as well as protecting the confidentiality and immutability of the data. |
| 4. Falsification of document or fraudulent financial reporting | Counterfeiting, forging, falsifying, making fraudulent changes to any document (forgery, alterations, tampering), or a willful attempt to window dress financial and non-financial information used for decision making. |
| 5. Bribery and Corruption | Corruption is dishonest behavior, which is undertaken by a person or an organization entrusted with authority, in order to acquire illicit benefits or abuse power for one's personal gain. Corruption can include giving or accepting bribes or inappropriate gifts, double-dealing, manipulation, diversion, under-the-table transactions, or extortion, among others. |
| 6. Theft, fraud, and misappropriation | Fraudulent appropriation of funds or property entrusted to one's care, but actually owned by the employer or someone else (e.g. stealing, misappropriation of funds, false representation). |
| 7. Misconduct and unethical behavior | Acts that violate moral standards or civil laws, Code of Ethics, Company Policies, and/or contractual agreements (e.g. violation of code of ethics, anti-money laundering violations, |

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| | control overrides, acting under false or insufficient authority, abuse of authority, bullying, discrimination, harassment, child labor, substance/alcohol abuse in company premises or during work hours). |
| 8. Conflict of Interest | A situation that may impair the objectivity of a person because of the possible incompatibility of the person's self-interest and professional or public interest (e.g. Inappropriate relationships, involving questionable transactions with clients or suppliers, misuse of client or company information). |
| 9. Violation of Company Policies | Covers reports involving any action, behavior, or decision by employees, officers, contractors, or business partners that violate the company's established policies, procedures, codes, or governance standards including the Company's Corporate Governance Manual. |
| 10. Others | Violations not covered under the above categories. |

## Annex B – Sample Report Format

The whistleblowing report shall include the following information and/or responses to the guide questions. All items are mandatory unless otherwise specified as *optional*.

**A. Reporter Information**

- Reporter Name (*Optional*):
- Mobile Number/Email (*Optional*):

**B. Involved Party/ies**

- Name of involved individual/s:
- Subject company/business unit:
- Position Title of involved individual/s (Optional):
- Employee No. of involved individual/s (Optional):

**C. Concern or Issue**

- Description of the concern or issue:
- How did you become aware of the concern or issue?
- When and where did the concern take place? Include the place, date, time, and frequency of occurrence (if applicable)
- What is your relationship to the involved individual/s? (Optional)

- What is your relationship with the subject company? (Optional)
- Are there any other witnesses? State their name and contact details, if possible (Optional)
- If desired, provide or upload all relevant evidence to the concern or issue. (Optional)
- Has the concern or issue been previously reported to any SM Property Group employee or officer? If yes, state the date and time reported, the name, company, and position title if possible. (Optional)
- Is there a financial impact to the Company? Please provide an estimated amount. (Optional)