

## SOLAR PHILIPPINES NUEVA ECIJA CORPORATION

### ETHICS POLICY

#### 1. POLICY OVERVIEW

All employees of Solar Philippines Nueva Ecija Corporation, hereinafter referred to as (“SPNEC”) or (“the Company”), is expected to comply with the ethical standards for the best suit of the Company. Each employee is duly responsible for the respective assigned business transaction and will be dealing the matter with the best interests of the Company in mind.

The intention of this policy is to ensure all employees practice sound judgement, fairness, honesty, integrity, and trustworthiness especially in determining acts of violations in this policy. The policy shall set as the basic guiding principle in the ethical standards to be practiced in the course of one’s employment with SPNEC. It specifically highlights violations on Conflict of Interest, Anti-Bribery, and Insider Trading and applies to all employees of the Company.

Any breach hereof is subjected but is not limited to the disciplinary action stated in the ECCE, but further legal action may be pursued by SPNEC in accordance with Philippine Laws.

#### 2. ANTI-BRIBERY

Bribery is referred to the act of engaging, giving, promising, or offering bribes to a co-employee/s or third-party affiliate/s, directly or indirectly, in exchange for personal or professional gain. Furthermore, requesting, agreeing, or accepting money or in-kind of value shall be considered a form of bribery and is also a direct violation of this policy.

##### 2.1. *Political Contributions and Charitable Donations*

If the intention is to promote another party to engage in improper and unlawful conduct, political contributions and charitable donations will then be considered as a form of bribery. All political contributions should be approved by the board of directors.

##### 2.2. *Accepting Business Courtesies from Third Party*

Accepting anything of value, regardless of amount and if undeclared, from a third party is a direct prohibition of this policy if intended as an exchange for the Company’s service, information, document, or any vital transaction that may be detrimental to the flow of SPNEC’s business.

##### 2.3. *Anti-Bribery on Government Transactions*

2.3.1. Business Advantage – Employees of the Company shall not provide or promise, directly or indirectly, anything of value to government officials with the intention of turning a transaction into one’s favor.

2.3.2. Facilitation Payments – or can be also referred to as Grease Payments are unauthorized payments made in-cash or in-kind made to Government official with the intention to expedite an action or performance of the government party.

- 2.3.3. Promotional Expenses, Political Contributions or Charitable Donations – the board will create a delegation of authority for the approval of extending such to the government party.

### **3. CONFLICT OF INTEREST**

Conflict of Interest takes place when personal intentions or gains overrule decisions for the best interest of the Company which can cause damage (of any form) to SPNEC.

Each employee must have full disclosure of possible conflict of interest, such as affinity investments or transactions which may be a direct competitor of the business engagement. This includes, but not limited, to declaring and securing approval in writing, members of family who will be hired by SPNEC and its affiliates. All undertakings for the Company must be dealt with objectively, comfortably, and without prejudice to personal matters.

#### *3.1. Third Party Business Affiliation*

An employee shall not engage and maintain relevant business relationship with a third party unless duly authorized. If such is present prior the business venture, a disclosure must be done by the employee.

#### *3.2. Goods of Services*

Employees are not allowed to purchase goods from the relevant third party without proper approval. Discounts and other promotional matters may be accepted if it is eligible to all employees, not for an exclusive cause.

#### *3.3. Business Opportunities, Commissions, Service Fees, or any Monetary or Non-Monetary Benefits*

Employees cannot represent or transact in business opportunities, and/or accept commissions, service fees, or any additional form of payment or benefits, without proper authorization from their respective Business Unit Head.

### **4. INSIDER TRADING**

It is defined as a purchase, sale, disclosure, or tipping of any of the Company's non-public information in exchange of any information or material for personal or professional gain. SPNEC abides in the set forth Securities Regulation Code to preserve the Company's reputation and integrity.

#### *4.1. Material Non-Public Information*

This refers to information which is not known to persons outside the Company that could be of significant value in certain business undertakings which may include but is not limited to:

- Financial status;
- Projected earnings or losses;
- News of a pending or proposed merger or acquisition;

- Key management changes;
- Business strategy and operational activities;
- Investments or divestments;
- Trade secrets;
- Information affecting equity; and
- Pending contracts

**4.2. Black-Out Period**

This is the time before or after a significant business venture takes place where trading is prohibited to ensure the Company’s Securities. The black-out period for SPNEC shall be determined and duly declared by the board of directors.

**5. EMPLOYEE’S RESPONSIBILITIES**

All employees are expected to be committed to prevent, identify, drive, and uphold the ethical standards of SPNEC, including the basic provisions on Non-Competition and Data Privacy which are also stated in the employment contract.

To further ensure no breach of this policy, Line Managers must provide guidance and exercise due diligence in overseeing their team’s business dealings. At the onset of anomalous act/s, employees should follow the reportorial requirements in the Company’s ECCE to facilitate the disciplinary action. An email complaint or official Incident Report can be sent to [whistleblower@solarphilippines.ph](mailto:whistleblower@solarphilippines.ph), which is managed by the Company’s official investigation committee. All matters raised will be dealt with utmost confidentiality. Cooperation is expected from the whistleblower in the investigation process and the necessary feedback will be provided.

**Version History and Approval Details**

Version No.	Date	Title or Brief Description of Changes	Prepared By	Reviewed and Approved By
1.0	Mar 8, 2021	Initial	Georgina Fajardo	Vivian Cruz