

## **FORTUNE GENERAL INSURANCE CORPORATION - WHISTLEBLOWER POLICY and PROCEDURE**

### **SECTION 1. TITLE**

This Policy shall be known as the "Fortune General Insurance Company Corporation's Whistleblower Policy AND Procedure (FGIC WPP)".

### **SECTION 2. DEFINITION OF TERMS**

The terms used in this Circular shall be construed to mean as follows:

- a. Board - refers to members of the Board of Directors of the Company.
- b. Company – refers to the Fortune General Insurance Corporation.
- c. Employee - includes regular, temporary, coterminous, directly-hired and casual employees of the Company, as well as officers, unless used in a more specific context.
- d. Illegal Activity - refers to any act or omission, involving unethical/unlawful behavior, graft and corruption, unsound business practices, financial improprieties, accounting malpractices, and failure to comply with legal obligations and statutes and that which violates applicable laws, rules and regulations as defined herein, as well as the Code of Ethics and other policies and procedures of the Company on, but not limited to, good governance, transparency, procurement and sound business practices, committed in relation to or in connection with company operations and transactions and where FGIC is the aggrieved party.
- e. Illegal Order - any directive to violate or assist in violating an applicable law, rule, regulation or Company policies or any order to work or cause others to work in conditions outside of their line of duty that may unreasonably affect the Company, its employees, clients or other third parties.
- f. Interference - the direct or indirect use of authority to obstruct an individual's right to make a Protected Disclosure.
- g. Protected Disclosure - refers to any written communication, made in good faith and under oath, which discloses or demonstrates an intention to disclose information that may evidence an Illegal Activity.
- h. Person Closely Associated with a Whistleblower or Witness – refers to a member of the family of a Whistleblower or Witness within the second degree of consanguinity or affinity, or a person who maintains close relationship with a Whistleblower or Witness as may be determined by the Whistleblower Protection Committee.
- i. Retaliation - refers to any detrimental act, whether direct or indirect, threatened, recommended, or taken against a Whistleblower, Witness or any Person Closely Associated with a Whistleblower or Witness, in relation to a Protected Disclosure under investigation, which may come in the form of, but is not restricted to, threats of physical harm, harassment, discrimination, withholding of benefits, unjustified performance rating, re-assignment affecting prospects of promotion, punitive work assignments and termination from employment.

j. Retaliation Complaint - a sworn written complaint by the Whistleblower or Witness which alleges retaliation for having made a Protected Disclosure, or for having refused an Illegal Order, or Interference with an attempt to make a Protected Disclosure.

k. Rules and Regulations - refer to rules and regulations issued by the Company and other government regulatory and agencies.

l. Third Party - refers to consultants, contractors, suppliers, service providers, vendors or other persons who have business, contractual or other similar dealings or transactions with the Company, or any other person as may be determined by the Whistleblower Protection Committee.

m. Whistleblower - refers to any Employee or member of the Board of Directors who has personal knowledge or access to any data, information, fact or event constituting an Illegal Activity and makes a voluntary disclosure thereof in accordance with the provisions of this Policy; provided that, in cases where such person participated in the reported Illegal Activity, such person is not the most guilty.

n. Witness - any Employee or member of the Board of Directors, who provides admissible information or evidence voluntarily and is not the subject of an inquiry conducted by the Company. If he/she is the subject of an inquiry, he can still be a Witness upon request of the Committee, provided that such person is not the most guilty.

### **SECTION 3. OBJECTIVES**

This Policy is hereby adopted for the following objectives:

3.1 To establish guidelines on reporting and investigation of allegations of an Illegal Activity reported under this Policy.

3.2 To encourage responsible reporting of acts or omissions constituting an Illegal Activity and to establish measures to ensure that Whistleblowers and Witnesses are adequately protected against any form of retaliation.

3.3 To institutionalize and strengthen FGIC's commitment to fight graft and corruption as part of its good governance program;

3.4 To uphold and promote ethical behavior and sound business practices among and between the Company, its employees, members of its Board of Directors, and other stakeholders, in accordance with the Company policies, applicable laws, rules and regulations.

### **SECTION 4. COVERAGE**

4.1 This policy shall apply to Illegal Activities considered as grave or less grave offenses and/or felonies defined under Applicable Laws and rules and regulations committed against the Company by:

a. Employees; b. Members of the Board of Directors; or c. Third Parties.

### **SECTION 5. PRINCIPLES**

The following principles shall be observed in the implementation of this Policy:

- 5.1 The Company shall encourage responsible reporting of acts or omissions that constitute Illegal Activity;
- 5.2 The Company shall exert all efforts to protect Whistleblowers and Witnesses who report acts or omissions that constitute an Illegal Activity;
- 5.3 All Company personnel involved in a Whistleblower case shall keep in absolute confidentiality the identity of the Whistleblower, the subject matter of the Protected Disclosure, and the documents and proceedings undertaken relative thereto;
- 5.4 Disclosure of any material information or identity of the Whistleblower or Witness shall be made only when necessary for fact-finding investigation or in the appropriate judicial/quasi-judicial/administrative proceedings;
- 5.5 Employees, members of the Board of Directors or Third Parties have a duty to report any suspected Illegal Activity. No approvals, prior clearances, proper channels or authorizations are required when reporting a suspected Illegal Activity.

#### **SECTION 6. REPORTING AN ILLEGAL ACTIVITY**

6.1 How to report/disclose an Illegal Activity. – A report/disclosure of an Illegal Activity shall be in writing and under oath. The report may also be made initially through telephone call, “white paper”, electronic message, or other electronic means, provided that the report/disclosure shall be made in writing and under oath within seventy-two (72) hours from initial report.

6.1.1 If no report under oath is made within 72 hours, it shall be treated as an anonymous complaint and if the allegations therein are verifiable and supported by evidence, a fact-finding investigation shall be conducted in accordance with applicable administrative procedures. An investigation shall also be conducted to ascertain the identity of the author of the “white paper” or person who made the report/disclosure for possible filing of appropriate charges against him if the allegations are proven to be false and malicious in accordance with Section 9.4 of this Policy.

6.2 Where to report an Illegal Activity. – An Illegal Activity may be reported to any of the following senior officers of the Company: a. President and Chief Executive Officer b. Chief Operating Officer; c. General Counsel; d. Chief Compliance Officer; e. Head of Internal Audit; or f. Head of the Human Resource Management

6.2.1 In case the report was made to any of the officers mentioned above, the concerned officer shall, within seventy-two (72) hours from receipt of the report, refer the same to the Chief Compliance Officer (CCO). Upon receipt of the report, the CCO shall docket the same as an adverse report and proceed with the fact-finding investigation thereon until its final determination.

6.2.2 To further encourage whistleblowing, management shall establish a system where whistleblowers can anonymously send information or leads to illegal activities. These shall be endorsed to the CCO, following the same procedure as in 6.2.1.

6.3 Contents of the Report/Disclosure. – The Whistleblower shall specify in his report/disclosure the acts committed, persons involved, and documents, if any. He shall expressly and unequivocally state in his

report his willingness to make a Protected Disclosure and his intention to avail of the protection under this Policy.

6.4 Period to Report. – A Whistleblower may report an Illegal Activity within the prescriptive period under applicable laws.

6.5 Report by a Third Party. – Complaints/reports on an Illegal Activity made by a Third Party against members of the Board of Directors or employees of the Company shall be referred to the Chief Compliance Officer for appropriate investigation and action. A complaint/report by a Third Party shall be based on his personal knowledge only. No complaint/report shall be entertained unless the allegations therein are verifiable or there is merit to the allegations or supported by documentary or direct evidence.

## **SECTION 7. WHISTLEBLOWER PROTECTION COMMITTEE**

7.1 A Whistleblower Protection Committee (“Committee”) shall be created. The Corporate Governance Committee duly constituted by the Board of Directors shall ipso facto act as the Whistleblower Protection Committee.

7.2 If any one of the members of the Committee, or any employee belonging to a Committee member’s unit and directly supervised by him, is the subject of the Protected Disclosure, said member shall be automatically disqualified from the Committee. The disqualified member shall be automatically replaced by another member of the Board of Directors as agreed upon by majority of the Board.

7.3 The Committee shall have the following functions:

7.3.1 Evaluate the qualification of Whistleblowers or Witnesses for coverage within this Policy and approve their entitlement to the protection, security and benefits extended herein.

7.3.2 Determine the appropriate protection, security and benefits that the Whistleblower or Witness may need.

7.3.3 Provide guidance, advice, counseling, assistance and support to Whistleblowers or Witnesses and shall keep them informed on the latest developments concerning their allegations.

7.3.4 Act on requests for transfer to another department or branch by Whistleblowers or Witnesses who are discriminated against, isolated, ostracized, ridiculed and treated differently by their officers and peers in their current offices.

7.3.5 Evaluate and determine, in coordination with the CCO/Office of the General Counsel, whether an appropriate case arising out of the Protected Disclosure may be filed against the Employees, directors, or Third Parties involved in the subject disclosure. Provided that, no case shall be filed against directors without prior approval of the Board.

7.3.6 Execute the Memorandum of Agreement and any such contracts between the FGIC and the Whistleblower or Witness defining the nature of the disclosure as well as the terms and conditions of the protection to be extended by the Company to the Whistleblower or Witness.

7.3.7 Perform all other functions as may be determined by the Board.

## **SECTION 8. COMPLIANCE OFFICE**

8.1 Compliance Office shall act as the Secretariat of the Committee and perform the following functions:

8.1.1 Record and maintain an efficient recording/documenting system of all proceedings, meetings and similar activities of the Whistleblower Protection Committee;

8.1.2 Attend all Committee proceedings as Secretary and prepare the corresponding Minutes.

8.2 Within twenty- four (24) hours from receipt of a Protected Disclosure when in its judgment immediate protection is imperative, or upon completion of a fact finding investigation on initial information received from a Whistleblower, the Chief Compliance Officer shall notify the Committee of the Protected Disclosure and shall convene the Committee.

8.3 Retraction of a Protected Disclosure or withdrawal of a report at any point after the complaint, report or information has been received by Chief Compliance Officer shall not preclude the latter from proceeding with the investigation and prosecution.

## **SECTION 9. DUTIES AND PROTECTION OF WHISTLEBLOWERS AND WITNESSES**

9.1 Whistleblowers and Witnesses may be entitled to protection under this policy, provided the following requisites are present:

a. The Whistleblower or Witness shall be an Employee or a Member of the Board of Directors. A Third Party shall not be qualified to avail of the protection under this Policy. The Company, upon recommendation and approval of the Committee, shall refer the Whistleblower or Witness to the proper government agency for possible coverage under the Witness Protection Program;

b. The disclosure shall be: voluntary, in writing and under oath; accurate and based on personal knowledge of the Whistleblower; related to an Illegal Activity or any conduct in violation of applicable laws as defined herein; and not yet the subject of any investigation or court proceedings.

c. The information given by the Whistleblower: can be corroborated by documentary and/or testimonial evidence; and leads to a successful gathering of evidence to support a cause of action or defense until the termination of the case.

d. The Whistleblower or Witness is not the most guilty in the Illegal Activity subject of disclosure; and

e. Execution of a Memorandum of Agreement between FGIC and the Whistleblower or Witness defining the nature of the disclosure as well as the terms and conditions of the protection to be extended to the Whistleblower or Witness.

9.2 A Whistleblower or Witness shall:

a. Provide information based on his personal knowledge that an Illegal Activity has been committed or is about to be committed.

b. Make himself available during investigation by Chief Compliance Officer and appear as witness in proceedings conducted by external agencies or regular courts.

c. Maintain confidentiality of all matters pertaining to the investigation or proceedings in connection with the disclosure.

### 9.3 Protection of a Whistleblower or Witness

9.3.1 Whistleblowers or Witnesses shall be given the opportunity to transfer to another department or branch if they feel they will be discriminated against, isolated, ostracized, ridiculed and treated differently by their officers and peers in their offices for making a Protected Disclosure.

9.3.2 Whistleblowers or Witnesses shall be entitled to protection from Retaliation on account of his participation in the investigation of a Protected Disclosure, as may be approved by the Committee.

9.3.4 Whistleblowers or Witnesses shall report direct and imminent threat/s against them or members of their immediate family either to CCO, which shall endorse the report to the Committee, or directly to the Committee, which shall coordinate with the appropriate Company Unit that can undertake appropriate measures to protect the Whistleblowers, Witnesses and their families. If necessary, the Committee shall likewise coordinate with local or national enforcement agencies.

9.4 Malicious/False Reporting of Illegal Activity. - Any willful act of reporting a false, misleading and malicious allegation of an Illegal Activity shall constitute a grave administrative offense and shall be dealt with in accordance with FGIC's Rules and Policies. The foregoing shall be without prejudice to criminal and civil liabilities that may arise therefrom.

## **SECTION 10. RETALIATION AGAINST WHISTLEBLOWERS OR WITNESSES**

10.1 Interference, Retaliation and other forms of retribution against Whistleblowers or Witnesses to a Protected Disclosure shall be considered as a grave administrative offense and shall be dealt with in accordance with Company Rules and Policies.

10.2 Employees who have been retaliated against or who believe that they are being subjected to Retaliation for disclosing a suspected Illegal Activity or for refusing an Illegal Order or for participating in an investigation of a suspected Illegal Activity shall immediately notify the CCO through a Retaliation Complaint.

10.3 A Retaliation Complaint shall not in any way affect an investigation of a prior allegation of a suspected Illegal Activity.

10.4 Upon receipt of a Retaliation Complaint, the CCO shall docket the same and conduct the necessary fact-finding investigation and evaluation, and make a report thereof to the Committee for its information and appropriate action.

10.5 If after due investigation, the CCO finds that acts of retaliation are committed against the Whistleblower or Witness for reporting a suspected Illegal Activity or for refusing an Illegal Order or for

participating in an investigation of a suspected Illegal Activity, the person named in the Retaliation Complaint shall be dealt with in accordance with Company Rules and Policies.

10.6 Whistleblowers or Witnesses shall have six (6) months from the occurrence of the Interference or Retaliation to file a Retaliation Complaint with the CCO.

#### **SECTION 11. ANONYMITY AND CONFIDENTIALITY**

11.1 The Committee, officers and staff of the Compliance Office, and all other Company personnel, directly or indirectly working on a Whistleblower case, shall strictly protect the identity of Whistleblowers and/or Witnesses from unauthorized disclosure.

11.2 Unless otherwise disclosed by the Whistleblower himself, all proceedings, personnel, evidence relative to a Whistleblowing case shall be kept in strict confidentiality by the Committee and Company personnel working thereon.

11.3 Information given by Whistleblowers and Witnesses shall be treated with utmost confidentiality using all means available, where such information has not been disclosed to parties other than the CCO, provided that the information: (a) has not been made public or is not considered public knowledge prior to the time of disclosure by the Whistleblowers or Witnesses; and (b) was divulged after its disclosure without fault on the part of CCO.

11.4 Protected Disclosures, including all files, documents and records, are privileged information and therefore shall not be shared with parties other than the officers and staff of Compliance Office, members of the Board of Directors, and members of the Whistleblower Protection Committee, unless otherwise ordered by a court of competent jurisdiction or by law, or authorized by the Board of Directors, or upon request by concerned government agencies through appropriate legal processes.

11.5 Officers and staff from concerned Company Units who have conflicts of interest and those who have inhibited themselves from an investigation shall neither have access to files or records nor be made privy to any information concerning said investigation.

#### **SECTION 12. MISCELLANEOUS PROVISIONS**

12.1 The Compliance Office shall be primarily responsible for the implementation of the provisions of this Policy. All other Company Units shall render full support and assistance to the said Office in the implementation hereof.

12.2 The Company shall set aside a budget for the implementation of this Policy as the need arises.

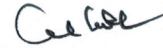
12.3 If any part of this Circular runs contrary to related laws or regulations, the other parts not affected thereby shall remain in full force and effect.

#### **SECTION 13. AMENDMENT**

This Policy shall be subject to periodic review and may be amended by the Board of Directors upon majority vote of its members present in a meeting.

**SECTION 14. EFFECTIVITY**

This Policy shall take effect upon its approval by the Board of Directors.

A handwritten signature in black ink, appearing to read 'Manuel M. Maloles', written in a cursive style.

**MANUEL M. MALOLES**  
President & CEO