

## FILIPINO FUND, INC.

### CODE OF BUSINESS CONDUCT AND ETHICS

Filipino Fund, Inc. (the "Corporation") is dedicated to doing business in accordance with the highest standards of professional conduct and ethics. The Corporation, its board of directors, management, officers, and employees endeavor to promote a culture of good corporate governance by observing and maintaining its core business principles in their relationships among themselves and with the Corporation's stockholders, business partners, the government, its regulators, and the public at large.

This Code of Business Conduct and Ethics (the "Code of Ethics") sets forth the Corporation's business principles and values which shall guide and govern all transactions and relationships entered into by the Corporation, its board of directors, officers, and employees, with particular regard to the decisions they make in the fulfillment of their duties and responsibilities.

#### CORE PRINCIPLES AND VALUES

All actions of the Corporation, its board of directors, management, officers, and employees must at all times be consistent with the Corporation's Core Principles and Values as follows:

- A. Accountability** – The Corporation shall take full responsibility for all decisions made and actions taken, and shall perform its functions with utmost honesty and efficiency for the sake of its clients. The Corporation will be accountable to its stakeholders (such as its stockholders, employees, and business partners) whom it will serve in a dedicated and steadfast manner.
- B. Trustworthiness** – The Corporation shall act in trustworthy fashion, particularly in the handling of clients' funds and management of risks related thereto. The Corporation shall make it a priority to earn the trust and faith of its stakeholders with every decision made.
- C. Fair play** – The Corporation shall emphasize justice and fair play in all its endeavors, treating all stakeholders and the public at large with due consideration and respect.
- D. Transparency** – The Corporation shall be truthful and transparent in the pursuit of true accountability, and shall disclose all material and relevant information for the sake of full transparency towards its stakeholders.

#### STANDARDS OF BUSINESS CONDUCT AND ETHICS

The Corporation, its board of directors, management, officers, and employees commit to the following standards in the conduct of all their business dealings:

##### A. COMPLIANCE

1. Comply with all applicable laws, rules and regulations, including prohibitions on insider trading. The Corporation shall not make excuses for violating pertinent laws, rules or regulations.



2. The Corporation's directors, management, officers, and employees shall personally adhere to the standards required by those laws, rules and regulations.
3. Avoid the direct or indirect commission of bribery and corruption of representatives of government or regulators in the conduct of any and all dealings with the government, excluding permissible additional payments for routine governmental actions that are allowed by all applicable laws and regulations.

#### **B. FAIR DEALING**

1. Not take unfair advantage of anyone, particularly the Corporation's stakeholders and the public at large, through manipulation, abuse of privileged information, misrepresentation of material facts, or like behavior.
2. Deal fairly with the Corporation's stockholders, business partners, the government, its regulators, and the public at large.

#### **C. CONFIDENTIALITY**

1. Safeguard the confidentiality of information entrusted to the Corporation by its stakeholders or such other parties with whom the Corporation relates, except when disclosure is authorized or legally mandated. Confidential information includes any non-public information that might be harmful to the Corporation, its stakeholders, or such other parties with whom the Corporation relates, if disclosed.
2. Ensure that its business records are not altered, concealed, destroyed or falsified to impede, obstruct or influence any investigation by, or proceeding before any official committee or body of the Corporation, governmental, regulatory or judicial body having proper jurisdiction.
3. Avoid insider trading or using price sensitive information that is not normally available publicly, and obtained by reason of position, contact within, or other relationship with the Corporation.

#### **D. PROPER USE OF CORPORATION PROPERTY**

1. Use the Corporation's property and resources, including company time, supplies and software, in a responsible manner and only for legitimate business purposes.
2. Protect the assets of the Corporation from loss, damage, misuse, or theft, and ensuring that Corporation's property and assets are used for their intended purpose.

#### **E. CONFLICTS OF INTEREST**

1. Avoid any actual or apparent conflicts of interest. Any actual, apparent, or potential conflict of interest shall be disclosed to the Corporation's board of directors.
2. Avoid activities marked by impropriety or the appearance thereof, including the receipt from and giving of gifts to persons or entities with whom the Corporation relates, and insider trading as discussed above.
3. Avoid competing with the Corporation on a business opportunity or acquiring an interest adverse to that of the Corporation. Refrain from taking advantage of the Corporation and its property for the advancement of one's personal gain at the expense of the Corporation.



4. Refrain from the direct or indirect, grant or arrangements of loans to any director or officer, including loans granted or facilitated by the Corporation's subsidiaries and affiliates, unless such grant or arrangement is allowed by applicable laws and regulations.

#### **F. DISCLOSURE**

1. Publicly disclose all material information that may prove of interest to the Corporation's stakeholders and may be required by the government or regulatory or judicial bodies having proper jurisdiction.
2. Ensure the proper recording of financial and non-financial information, and the appropriate publication of the Corporation's public reports and documents in compliance with applicable laws, rules, and regulations requiring such disclosure.
3. Directors, officers, and employees shall ensure the proper review and analysis of corporate disclosures in the spirit of truthfulness and accuracy, and regularly assess the internal procedures relative to the recording thereof.
4. Not knowingly misrepresent, or cause others to misrepresent, facts about the Corporation to others, whether inside or outside the Corporation, including to the Corporation's independent auditors, governmental regulators and self-regulatory organizations.

#### **G. RISK MANAGEMENT**

1. Fully assess and manage risks involved in undertaking strategies, acquisitions, activities, services and other business endeavors of the Corporation.
2. Be truthful and accountable to the Corporation's stakeholders in the assessment of risks and the taking on thereof, consistent with agreements entered into consciously and fairly with these stakeholders.

#### **H. RELATIONS WITH SHAREHOLDERS AND INVESTORS**

1. Adopt best practices of good corporate governance to further the goals and principles espoused by the Code of Ethics.
2. Adopt strategies, actions, and decisions that aim to increase shareholder value.
3. Accurately and consistently keep business and accounting records and issue financial statements in accordance with the Corporation's relevant policies, in the spirit of full transparency.
4. Ensure an independent audit of the Corporation's financial statements by external auditors in accordance with the Corporation's Audit Committee Charter.

#### **IMPLEMENTATION AND MONITORING OF THE CODE**

1. Directors, officers, employees, and business partners of the Corporation shall commit to comply with the letter and spirit of the Code of Ethics. Directors and officers shall explain to employees and business partners the contents of the Code of Ethics and endeavor to set an example for the Corporation's employees and business partners.
2. There shall be no waiver of any of the provisions of the Code of Ethics in favor of any directors, officers, or employees.
3. Proper disciplinary action shall be taken against persons who violate the provisions of the Code of Ethics, including but not limited to dismissal and/or the filing of appropriate civil and



criminal actions. Disciplinary action shall similarly apply to persons who knowingly abet violations of the Code of Ethics and persons in authority who fail to impose the necessary disciplinary measures to punish such violations.

- 4. The Code of Ethics shall be reviewed by the Corporation's board of directors when the need arises.

Approved on \_\_\_\_\_ 2017 in Makati City.

  
BERNARDO M. VILLEGAS

Chairman

  
FRANK S. GAISANO

Director

JOHN G. TAN

Director

  
MARGARET G. ANG

President

  
EDWARD S. GO

Director

  
ALJIM C. JAMANDRE

Director

  
VINCENT E. TOMANENG  
Director

