

## ANTI-CORRUPTION POLICY AND PROGRAM

### 1. Policy

All employees, officers, and members of the Board of Directors of Vivant Corporation (“Vivant”), by virtue of his/her employment or appointment, as the case may be, must not gain any undue personal or pecuniary advantage from his dealings with or for and in behalf of Vivant using corruption and bribery, other than the rightful proceeds of his/her employment or appointment.

### 2. Applicability

This Anti-corruption Policy and Program (the “Policy”) shall set the tone and make a stand against corrupt practices. The Board of Directors shall disseminate this Policy to the entire organization of Vivant Corporation (“Vivant”) in the hope of embedding this into Vivant’s culture.

This Policy applies to all Vivant employees (regardless of employment status), officers, and members of the Board of Directors (“Covered Persons”).

It must be strictly observed in all transactions and dealings by the Covered Persons with customers, suppliers, and business partners of Vivant as well as with the Government of the Republic of the Philippines.

### 3. Definition of Terms

When used in the Policy, the following terms shall have their meanings below:

**Bribe** – means a financial or other inducement or reward for action, which is illegal, unethical, a breach of trust or improper. It can take the form of money, gifts, loans, fees, hospitality, services, discounts, the award of a contract, business opportunities, favorable contracts, stock options, and entertainment or any other advantage or benefit that is intended to influence a decision or action.

**Bribery** – refers to the act of offering, giving, promising, asking, agreeing, receiving, accepting, or soliciting something of value or of an advantage so to induce or influence an action or decision; not limited to the act of offering a bribe, but also applies if an individual is on the receiving end of a bribe and they accept it.

**Corruption** – means any form of abuse of power for business and/or personal gain and may include, but not limited to, bribery.

**Covered Person** – Vivant employees (regardless of employment status), officers, and members of the Board of Directors.

**Detrimental treatment** - refers to dismissal, disciplinary action, unfavorable treatment in relation to the concern that the individual raised.

**Extortion** – means to directly or indirectly demand or accept a bribe, facilitation payment, or kickback.

**Facilitation Payment** – a form of bribery in which payments are made for the purpose of expediting or facilitating the performance by a public official of a routine governmental action and not to obtain or retain business or any other undue advantage.

**Hospitality** – means invitations given or received to social functions, sporting events, meals and entertainment.

**Kickbacks** – a form of negotiated bribery in which a commission is paid to the bribe-taker in exchange for services rendered.

**Third-Party** – refers to any individual or organization that Vivant meets and works with. It refers to actual and potential clients, customers, suppliers, distributors, business contacts, agents, adviser, and government and public bodies.

#### 4. Gifts and hospitality

Vivant accepts normal and appropriate gestures of hospitality and goodwill (whether given to/received from Third Parties) so long as the giving or receiving of gifts meets the following requirements:

- a) It is not made with the intention of influencing the party to whom it is being given, to obtain or reward the retention of a business or a business advantage, or as an explicit or implicit exchange for favors or benefits.
- b) It is not made with the suggestion that a return favor is expected.
- c) It is given in the name of VIVANT, not in an individual's name.
- d) It does not include cash or a cash equivalent (e.g. a voucher or gift certificate).
- e) It is appropriate for the circumstances (e.g. giving small gifts around Christmas or by way of gratitude upon a completion of a project).
- f) It is of an appropriate type and value and given at an appropriate time, taking into account the reason for the gift.

- g) It is given or received openly, not secretly, i.e., not selectively given to a key influential person, with the clear intention of directly influencing him in an action or decision.
- h) It is not of an excessive value, taking into account the reason for the gift or the occasion for the gift-giving.
- i) It is not offered to, or accepted from, a government official or his/her representative or from a politician or political party.

Vivant recognizes that the practice of giving and receiving business gifts varies with countries, regions, cultures, and religions, so definitions of what is acceptable and not acceptable will inevitably differ for each. Where it is inappropriate to decline the offer of a gift (for religious or cultural reasons such as the giver will take offence), the gift may be accepted so long as it is declared to the Compliance Manager, who shall assess the circumstances.

As good practice, gifts given to and received by Covered Persons should always be disclosed to the Compliance Manager. Gifts to Covered Persons from suppliers should always be disclosed.

Although this Policy is intended to provide guidance, anti-bribery matters are not always clear and must often be addressed on a case-by-case basis. The intention behind a gift being given or received should always be considered. In case of uncertainty, Vivant's Compliance Manager should be consulted prior to taking action.

#### 5. Facilitation Payments and Kickbacks

Vivant does not accept and will not make any form of facilitation payments of any nature. It does not allow kickbacks to be made or accepted, as Vivant recognizes that kickbacks are typically made in exchange for a business favor or advantage.

Despite its strict policy on facilitation payments and kickbacks, Covered Persons may face a situation where avoiding a facilitation payment or kickback may put their/their family's personal security at risk. Under these circumstances, the following steps must be taken:

- a. Keep any amount to the minimum;
- b. Create a record concerning the payment; and
- c. In all instances, report the incident to the immediate superior.

#### 6. Political Contributions

Vivant will not make donations, whether in cash, kind, or by any other means, to support any political party or candidate. It recognizes this may be perceived as an attempt to

gain an improper business advantage once the political party or candidate is successfully elected.

#### 7. Charitable Contributions

Vivant accepts the act of donating to charities – whether through services, knowledge, time, or direct contributions (cash or otherwise) – and agrees to disclose, if appropriate, all charitable contributions it makes.

Vivant will ensure that all charitable donations made are legal and ethical under Philippine laws and practices and that these are not offered/made without the approval of the Compliance Manager.

Covered Persons must be careful to ensure that charitable contributions are not used to facilitate and conceal acts of bribery.

#### 8. Responsibilities of Covered Persons

Covered Persons must ensure that this Policy has been read, understood, and complied with and are responsible for the prevention, detection, and reporting of bribery and other forms of corruption. They are required to avoid any activities that could lead to, or imply, a breach of this anti-corruption policy.

If there is reason to believe or suspect that an instance of bribery or corruption has occurred or is about to occur, a Covered Person must notify the Compliance Manager.

#### 9. How to raise a concern

If a Covered Person suspects that there is an instance of bribery or corrupt activities occurring or about to occur, and whether or not the instance concerns him/her or another Covered Person, he/she is encouraged to raise his concerns at an early a stage as much as possible. If he/she is uncertain whether a certain action or behavior can be considered bribery or corruption, he/she should speak to his/her immediate superior, the Compliance Manager, a member of the Board of Director, or the head of Legal Department.

Towards this end, Vivant shall familiarize the Covered Persons with its whistleblowing procedures to encourage them to vocalize their concerns swiftly and confidentially.

#### 10. Protection

If the Covered Person refuses to accept or offer a bribe or he reports a concern relating to potential act(s) of bribery or corruption, Vivant understands that he may feel worried about potential repercussions. Thus, Vivant will support anyone who raises incidents in good faith under this Policy, even if investigation finds thereafter that he was mistaken.

Vivant will ensure that no one will suffer any Detrimental Treatment as a result of refusing to accept or offer a bribe or other corrupt activities or because they reported a

concern relating to potential act(s) of bribery or corruption, especially if the action resulted in a decision or action that is adverse to the interests of Vivant.

If one has reason to believe he has been subjected to unjust treatment as a result of a concern or refusal to accept a bribe, he should inform the Compliance Manager immediately.

#### 11. Training and Communication

Vivant will provide training on this Policy as part of the induction process for all Covered Persons. Covered Persons will also receive regular and relevant training on how to adhere to this Policy, and will be asked annually to formally affirm that they will comply with this Policy.

This Policy will be clearly communicated to Third Parties at the outset of business relations, and as appropriate, thereafter.

#### 12. Recordkeeping

Vivant will keep detailed and accurate financial records, and will have appropriate internal controls in place to act as evidence for all payments made. It will declare and keep a written record of the amount and reason for hospitality or gifts accepted and given, and understand that gifts and acts of hospitality are subject to review.

#### 13. Monitoring and Review

Vivant's Compliance Manager is responsible for monitoring the effectiveness of this Policy and will review the implementation of it on a regular basis. He/she will assess its suitability, adequacy, and effectiveness.

Internal control systems and procedures designed to prevent bribery and corruption shall be subject to regular audits to ensure that they are effective in practice.

Any need to improve the Policy is strongly encouraged. Covered Persons are encouraged to offer their feedback on this Policy which shall be addressed to the Compliance Manager.

For the avoidance of doubt, this Policy does not form part of an employee's contract of employment and Vivant may amend it at any time to improve its effectiveness at combatting bribery and corruption.

#### 14. Non-Compliance

If Vivant determines that any Covered Person has violated this Policy, appropriate disciplinary measures will be meted, up to and including immediate termination of employment, to the extent permitted by applicable laws. The following is a non-exhaustive list of possible disciplinary measures to which Covered Persons may be subject (subject to applicable law):

- a) oral or written warning,
- b) suspension,
- c) removal of job duties/responsibilities,
- d) demotion, reduction in compensation,
- e) termination of employment.

Regardless of whether or not sanctions are imposed and the severity thereof, Covered Persons acknowledge that a violation of this Policy could seriously damage Vivant's reputation and image, which are among its most important assets.