



CODE OF BUSINESS CONDUCT AND ETHICS

1. Policy Statement

Vivant Corporation (“Vivant”) is dedicated to doing viable and sustainable business in whatever industry it operates in, following the highest standards of ethics. The Board of Directors and the Management of Vivant shall endeavor to promote and cascade a culture of good corporate governance by observing and maintaining the core business principles of accountability, integrity, fairness, and transparency in relationships not only between or among themselves, but also with Vivant’s customers, suppliers, competitors, business partners, government, regulators, and the general public.

This Code of Business Conduct and Ethics (the “Code”) sets forth Vivant’s principles and values which shall serve as a guide in all business relationships within Vivant and with its external environment and stakeholders.

This Code is not intended to address all present or future ethical situations. Other matters or concerns which are not directly covered by this Code may have already been addressed in other existing company policies, standards, guidelines, procedures and codes.

Ultimately, everyone is enjoined to exercise sound judgment and adhere to the letter and spirit behind this Code in their relationships between or among themselves, and with Vivant’s customers, suppliers, business partners, competitors, government, regulators, creditors, stockholders, and the general public.

The essence of the Code means that all actions of Vivant, its directors, officers and employees must, at all times, be consistent with the following principles of **FAIRNESS, ACCOUNTABILITY, INTEGRITY** and **TRANSPARENCY**:

Fairness – We shall uphold the value of justice and fair play amongst everyone we deal with, both within and outside of Vivant.

Accountability – We shall take full responsibility and be accountable for all our business decisions, actions/inactions, and conduct, and shall perform our and functions with utmost responsibility, integrity, honesty, loyalty and efficiency.

Integrity – We shall act righteously, morally, and legally. We shall uphold and embody the maxim: ‘honesty is the best policy’ and endeavor to act under the highest standards of ethics.

Transparency – We shall uphold the value of truthfulness in everything we do coupled with the quality of being open to scrutiny as we provide and disclose accurate material information in a timely manner.

2. Standards Of Business Conduct And Ethics

We commit to live and abide by the following ethical standards of behavior in our various business dealings:

2.1 Compliance

i. We shall engage in honest conduct and comply with all applicable laws, rules and regulations, including prohibitions on insider trading, both in letter and spirit. Demands brought on by prevailing business conditions or perceived pressures are not excuses for violating any law, rule, or regulation.

ii. We must personally adhere to the standards and restrictions imposed by applicable laws, rules, and regulations.

iii. We must avoid the direct or indirect bribery and corruption of representatives of government or regulators to facilitate any transaction or gain any perceived or actual favor or advantage, except permissible additional payments for routine governmental actions allowed by applicable laws and regulations.

2.2 Competition and Fair Dealing

i. We must avoid taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

ii. We must deal fairly with Vivant’s customers, service providers, suppliers, competitors and employees.

2.3 Conflicts of Interest and Corporate Opportunities

i. We must avoid any actual or apparent conflicts-of-interest between your private interest, including the private interest of a member of your family or a friend, and the interests of Vivant, unless you have obtained prior approval from the appropriate approving authorities as designated in applicable policies of Vivant. Any actual or apparent conflict-of-interest, and any material transaction or relationship that could reasonably be expected to give rise to a conflict-of-interest, should be disclosed to the Corporate Governance Committee.

ii. We must avoid activities and interests that could significantly affect the objective or effective performance of duties and responsibilities, including business interests or unauthorized employment (or consultancy or rendering advice) outside Vivant, the receipt from and giving of gifts to persons or entities with whom Vivant relates, as well as insider dealing.

iii. We must be loyal to Vivant. As such, all business decisions and actions must be based on the best interest of Vivant and must not be motivated by personal considerations and other relationships, which may interfere with the exercise of objective and independent judgment.

iv. We must advance Vivant's legitimate interests when the opportunity arises. We should avoid competing with Vivant on a business opportunity or acquiring an interest adverse to that of Vivant. We must refrain from taking advantage of Vivant's property, information, position, or opportunities arising from these, for personal gain, to compete with Vivant or act against the best interest of Vivant. Directors, officers and employees who intend to make use of Vivant's property or services in a manner not solely for the benefit of Vivant should obtain prior approval from appropriate superiors, as designated in applicable policies of Vivant.

v. We must refrain from the direct or indirect grant or arrangements of loans to any Director, officer, or employee, including loans granted or arranged by Vivant's subsidiaries and affiliates, unless such grant or arrangement is allowed by applicable laws and regulations and applicable policies of Vivant.

2.4 Confidentiality of Information and Proper Use of Property

i. We must maintain and safeguard the confidentiality of information entrusted by Vivant, its subsidiaries, affiliates, customers, business partners, or such other parties with whom Vivant relates, except when disclosure is authorized or legally mandated. Confidential information includes any non-public information that might be of use to competitors, or harmful to Vivant, its subsidiaries, affiliates, customers, business partners, or such other parties with whom Vivant relates, if disclosed. A separate policy pertaining to the Data Privacy Law may be adopted for compliance.

ii. We must follow Vivant's policy and applicable laws regarding business records retention. We must ensure that records are not altered, concealed, destroyed or falsified to impede, obstruct, or influence any investigation by or proceeding conducted by Vivant or any government or regulatory agency.

iii. We must avoid trading securities of Vivant or those of its subsidiaries and affiliates by taking advantage of price-sensitive information that is not available publicly or obtained by reason of position or proximity of information pertaining to Vivant.

iv. We must use Vivant's property and resources, including company time, supplies and software, efficiently, responsibly and only for legitimate business purposes.

v. With our best efforts, we must protect the assets of Vivant from loss, damage, misuse or theft.

2.5 Communication and Disclosure

i. If within our We must publicly disclose all material information (i.e., anything that could potentially affect share price) within our knowledge, including earning results, corporate strategy, related party and off- balance sheet transactions.

ii. To the extent relevant to your area of responsibility, we must comply with Vivant's disclosure policy and internal controls to ensure that: (i) financial and non-financial information is properly recorded, processed, summarized, and reported and (ii) Vivant's public reports, including the reports filed with the Philippine Stock Exchange, the Securities and Exchange Commission, and the Bureau of Internal Revenue, comply in all material respects with the applicable laws and rules.

iii. Each director or officer, to the extent appropriate within his or her area of responsibility, should consult with other Vivant officers and employees and take other appropriate steps regarding the above-mentioned disclosures with the goal of making full, fair, accurate, and timely disclosure.

iv. We must be familiar with the disclosure requirements applicable to Vivant as well as of its business and financial operations.

v. We must not knowingly misrepresent, or cause others to misrepresent, facts about Vivant to others, whether inside or outside Vivant, including to Vivant's independent auditors and governmental regulators.

vi. We must properly review and critically analyze a proposed disclosure for accuracy and completeness; or, where appropriate, responsibly delegate this task to others but taking accountability for the delegation.

vii. We must regularly assess the effectiveness of the disclosure policy and procedures and internal controls and, if necessary, take corrective actions with regard to any identified weaknesses or deficiencies.

2.6 Shareholders and Investors Relations

i. We must strive to adopt strategies, actions, decisions, and transactions based on increasing shareholder value.

ii. We must adopt international best practices of good corporate governance in the conduct of the business.

iii. We must keep business and accounting records which accurately reflect the financial position of the business and issue financial statements to ensure transparency of information, in accordance with the prevailing accounting regulations.

iv. We must ensure an independent audit of Vivant's financial statements by external auditors selected by Vivant's Audit Committee.

v. We must communicate truthfully and regularly business policies, achievements and prospects.

2.7. Risk Management And Internal Control

i. We promote and maintain the policy of restricting or minimizing undertaking of risk so as not to jeopardize shareholder value.

ii. We must fully assess and manage risks involved in undertaking strategies, acquisitions, activities, products, services and other business endeavors of Vivant.

3. Implementation and Monitoring

i. The Directors, officers, and employees of Vivant hereby commit to comply with both the letter and spirit of this Code and Vivant endeavors to obtain the same commitment from its business partners. In this connection, Directors and officers should explain to their subordinates and business partners the principles and values set forth in this Code, and emphasize the importance of conduct in accordance with the standards set by this Code to attain sustainable financial rewards for Vivant and to deter unethical actions or inactions.

ii. The Corporate Governance Committee is responsible for applying the Code to specific situations in which questions or concerns may arise, and has the authority to interpret and decide on such issues arising from the implementation of the Code.

iii. There shall be no waiver of any of the provisions of this Code in favor of any Director, officer, or employee, except when expressly granted by the Board or the Corporate Governance Committee.

iv. When in doubt, any director, officer or employee is encouraged to contact the Corporate Governance Committee about the best course of action in a particular situation relating to a subject matter of the Code.

v. Any director, officer or employee who is aware of any existing or potential violation of the Code is required to notify the Corporate Governance Committee promptly. The Corporate Governance Committee shall take all action it considers appropriate to investigate any violations reported to it. If a violation has occurred, Vivant shall take such disciplinary or preventive action as it deems appropriate.

vi. Disciplinary actions against violators may include measures such as dismissal and/or the filing of appropriate civil and criminal actions. For purposes of this Code, the term “violators” is defined as: a) persons who commit prohibited acts or who fail to implement prescribed acts when there is an obvious opportunity to do so; b) persons who knowingly aid or abet such acts or inaction or who fail to report such acts or inaction that violate the Code; and c) persons of authority who fail to impose the necessary disciplinary measures against violators.

vii. Retaliation or discrimination, whether direct or indirect and in any form, against any Director, officer, or employee who, honestly and in good faith, reports any violation or perceived violation of this Code shall not be tolerated.

viii. All existing policies, practice, orders, and similar official corporate issuances of Vivant shall be revisited and revised as soon as practicable in order to be consistent with the letter and spirit of this Code. Pending the revisiting and revision, the provisions of this Code shall prevail over policies, practice, orders, and similar official corporate issuances, in so far as these are inconsistent with this Code.

4. **Policy Review**

i. This Code shall be reviewed at least once every two (2) years or such other frequency as may be determined by the Board of Directors or the Corporate Governance Committee.

-Nothing follows-