



Anti-Bribery and Anti-Corruption

POLICY (AS AMENDED)



Anti-Bribery and Anti-Corruption Policy

Document No.: POL-SARC-QRMS-1009

Version. No. 2

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ORIGINAL SIGNED

Jose Pamintuan De Jesus

Chairman of the Corporate Governance Committee

Date: _____

Implementation effectivity date: **December 2022**

Approval Date of last revision **N/A**

Effectivity Date of last revision **N/A**

Date of governing policy review* **December 2023**

***Unless otherwise indicated, this policy shall apply beyond the review date**

<p><i>Related legislation, standards, policies, procedures, guidelines, and local protocols</i></p>	<p>External References:</p> <p>Republic Act (R.A.) No. 3019 - The Anti-Graft and Corrupt Practices Act, as amended by Batas Pambansa (BP) Blg. 195, and Presidential Decree (PD) No. 677 R.A. No. 6713 - Code of Conduct and Ethical Standards for Public Official and Employees R.A. No. 9485 – Anti- Red Tape Act of 2007, as amended by R.A. No.11032 (Ease of Doing Business and Efficient Government Service Delivery Act of 2018) Batas Pambansa Blg. 881 - Omnibus Election Code of the Philippines Presidential Decree No. 46 - Making it punishable for public officials and employees to receive, and for private persons to give, gifts on any occasion, including Christmas US Foreign Corrupt Practices Act (FCPA) of 1997, as amended Organization for Economic Cooperation and Development’s (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions The Ten Principles of the UN Global Compact Business Against Corruption (A Framework for Action) UN Global Compact Management Model</p> <p>Internal References:</p> <p>Anti-Bribery and Anti-Corruption Policy V1 - POL-SARC-QRMS-1009 (as amended to align with ESG standards and UNGC Principle 10 on Anti-Corruption) Code of Business Ethics - POL-SARC-QRMS-1007 Employee Discipline Policy - CICT-HR POLICY-001 Whistleblowing Policy - POL-SARC-QRMS-1011 Whistleblowing Procedure - PRO-CGDP-BCM-0002 Enterprise Risk Management Policy - POL-ERMG-ERM-0001 ERM-0001 Human Rights Policy – POL – CGDP – REG – 0001 Gift Policy - POL-SMAT-BPAM-0002 Conflict of Interest Policy - POL-SARC-QRMS-1008 Anti-Money Laundering Policy - POL-SARC-QRMS-1010 Third Party Code of Conduct Policy - POL-CGDP-BCM-0002 Third Party Due Diligence Policy - POL-CSOO-CMPL-0001 Compliance Risk Management Policy - POL-CGDP-BCM-0001 Compliance Risk Management Procedure - PRO-CGDP-BCM-0001 Compliance Risk Management Testing - PRO-CGDP-BCM-0003</p>
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1. Purpose

Converge Information and Communications Technology Solutions, Inc. (“Converge” or the “Company”) amends, reinforces, and further strengthens its Anti-Bribery and Anti-Corruption (ABAC) Policy to signify our commitments in prohibiting acts related to bribery or corruption, as a participant to the United Nations Global Compact (UNGC). This amended ABAC Policy also re-affirms our compliance with all applicable ABAC laws, including ESG standards enabling the Company to act with the highest standards of integrity and ethics. Through this policy, we aim to further guide our employees, stakeholders, and business partners on how to act in accordance with our Company values and understand how bribery and corruption greatly affects our organization, the industry, and the nation.

2. Scope

This ABAC Policy shall apply to all officers and employees of Converge including its Board of Directors, as well as its subsidiaries, Metroworks ICT Construction Inc. and Pentagon Holding Co. Inc., and its affiliates, (collectively referred to herein as “Company”), who are enjoined to adhere to the policy statements in this document.

In addition, relevant stakeholders such as but not limited to customers, investors, suppliers, vendors, business partners, third-party intermediaries, and communities are expected to embody the same principles enshrined in our policy statements.

3. Definitions

Please refer to **Annex A** for the glossary of terms used in this policy.

4. Policy Framework

The Company is a participant to the United Nations Global Compact (UNGC) and highly supports integrating the principles – based approach in how we do business¹. To this effect, we re-establish our ABAC Policy following the UNGC Management Model on Anti – Corruption².

¹ The Ten Principles of the UN Global Compact - <https://www.unglobalcompact.org/what-is-gc/mission/principles>

² Business Against Corruption (A Framework for Action) - https://d306pr3pise04h.cloudfront.net/docs/news_events%2F8.1%2Fbac_fin.pdf

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- Commit:** Involves leadership commitment to ensure the adoption of the UNGC principles into our Company's overall strategy, culture, and day-to-day operations of the business, supported by transparent governance practices.
- Assess:** Entails assessment of risks, opportunities, and impacts of bribery and corruption to the operations and activities of the Company, which will be the Company's basis to develop and refine its goals, strategies, and policies.
- Define:** Refers to the Company's identification and construction of its goals, strategies, and policies. This hinges on our risk assessments, enabling the Company to develop and refine its goals, metrics, and establish roadmaps in operationalizing its ABAC programs.
- Implement:** Refers to the implementation of the Company's ABAC strategies and policies across its value chain through the review of its processes, engagement, and education of employees (i.e., capacity building activities, and interface with its business partners to implement ABAC initiatives.
- Measure:** Relates to the Company's measurement and monitoring of impacts of bribery and corruption, as well as tracking the Company's progress towards achieving its goals to combat bribery and corruption to make strategic actions and adjustments as necessary.
- Communicate:** Involves the Company's communication of its progress and strategies in combatting bribery and corruption to its stakeholders, as recognition of their value in ensuring transparency.

5. Policy Statements

5.1 Our Commitments

5.1.1 As an organization and ISP

The Company commits to uphold the highest degree of integrity in how we do business. We implement a zero-tolerance approach to all acts related to bribery and corruption, in full compliance with all applicable laws and regulations. Our management and leaders

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commit to ensure that the organization fully abides by the policy statements herein provided, and the integration of UNGC's principles³ into our business strategies and operations.

5.1.2 To our stakeholders and the community

We commit that the services we provide to our stakeholders and in the communities where we operate in, are free from any influence of bribery or corruption. This includes our commitment to only engage with ethical third-party business partners. We also commit to involve and appraise our stakeholders in our anti-bribery and anti-corruption initiatives.

5.1.3 To government entities and third parties

The Company commits to aid and partner with government entities and private institutions in mitigating and eliminating any form of bribery and corruption. We commit to build meaningful professional partnerships founded on ethics and good governance as we continue to provide quality services to the nation.

5.2 Policy Principles

5.2.1 Acceptable Behavior

In line with our commitments, the Company promotes and enjoins its employees and stakeholders, to always act with integrity, honesty, and transparency. This means having zero tolerance to all forms of bribery and corruption, when dealing with either public or private entities.

Our employees and stakeholders are likewise urged to always act in the Company's best interests. This includes being vigilant, reporting acts or potential acts of bribery and corruption, and raising awareness about its impact.

³ UN Global Compact Management Model - https://d306pr3pise04h.cloudfront.net/docs/news_events%2F9.1_news_archives%2F2010_06_17%2FUN_Global_Compact_Management_Model.pdf

5.2.2 Prohibited acts

The Company prohibits all forms of bribery. For purposes of this policy, bribery is defined as “The act of promising, offering or giving, directly or indirectly, of any undue advantage, to any person or entity, in order that such person or entity acts or refrains in the exercise of his/her/its official duties.”⁴ We also recognize the definition of bribery under the Revised Penal Code of the Philippines which penalizes direct bribery, indirect bribery, and qualified bribery.⁵

Similarly, the Company forbids all forms of corruption. We define corruption as “The abuse of entrusted power for private/personal gain.”⁶ This also covers any unlawful or improper behavior that is inconsistent with official duty and the use of illegitimate means to gain personal advantage.

5.2.3 Call to action

The Company recognizes that our efforts alone will not effectively eliminate bribery and corruption. We understand the need for coordination with like-minded entities and formation of partnerships that will jointly fight bribery and corruption, to address ABAC issues from multifaceted perspectives. This collective action also entails legal compliance and building professional relationships with government entities founded on integrity, honesty, and transparency.⁷

6. Key Focus Areas

In line with the UNGC Management Model on Anti-Corruption, our commitments, and our policy principles, we give importance to the following key focus areas:

6.1 Working with Public Officials

The Company shall always exercise prudence and integrity when working with public officials (PO/s). In this policy, public officials are defined as “Elective and appointive officials and employees, permanent or temporary, whether or not in the career or non-career service, including military and police personnel,

⁴ United Nations Convention Against Corruption (UNCAC) – Articles 15 and 21

⁵ Revised Penal Code Articles 210 - 212

⁶ Transparency International - www.transparency.org

⁷ Business Against Corruption (A Framework for Action) - https://d306pr3pise04h.cloudfront.net/docs/news_events%2F8.1%2Fbac_fin.pdf

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whether or not they receive compensation, regardless of amount from the government. Government includes the national government, the local governments, the government-owned and government-controlled corporations, and all other instrumentalities or agencies of the Republic of the Philippines and their branches.”^{8 9}

We abide by the Anti-Graft and Corrupt Practices Act, as amended and its provisions enumerating prohibited acts and corrupt practices¹⁰. To this effect, we provide the following guidelines:

6.1.1 Political contributions (from private entities to public officials)

Any form of political contributions to any political party, person, or organization, whether local or overseas, using the resources of the Company, regardless of if the same is allowed by law or under existing legislations, is prohibited¹¹. This is to ensure that the Company avoids any potential appearances of impropriety, undue influence, or conflict of interest to arise. The prohibition on political contributions covers both monetary and non-monetary benefits, including the use of the Company’s assets or technology.

6.1.2 Business Amenities

Gestures and tokens of hospitality such as gifts, travel, meals, business amenities and other similar benefits towards public officials shall always be in accordance with existing legislation. The Company prohibits providing either directly or indirectly, any gift, gratuity, favor, entertainment, loan, or anything of monetary value to a public official in the course of their official duties, or in connection with any operation being regulated by, or any transaction which may be affected by, the functions of their office¹².

The Company likewise prohibits the act of giving, or offering to give, to a public official or employee, a gift, present or other valuable thing on any occasion, including Christmas, when such gift, present or other valuable thing is given by reason of the public official/employee’s position and official functions.¹³

6.1.3 Travel and accommodations

⁸ Republic Act No. 3019 – Anti-Graft and Corrupt Practices Act - <https://www.officialgazette.gov.ph/1960/08/17/republic-act-no-3019/>

⁹ Republic Act No. 6713 – Code of Conduct and Ethical Standards for Public Officials and Employees - <https://www.officialgazette.gov.ph/1989/02/20/republic-act-no-06713/>

¹⁰ Republic Act No. 3019 – Anti-Graft and Corrupt Practices Act, Sec. 3-5 - <https://www.officialgazette.gov.ph/1960/08/17/republic-act-no-3019/>

¹¹ Batas Pambansa Bilang 881 (The Omnibus Election Code of the Philippines), as amended - <https://www.officialgazette.gov.ph/1985/12/03/batas-pambansa-bilg-881-s-1985/>

¹² Republic Act No. 6713 – Code of Conduct and Ethical Standards for Public Officials and Employees - <https://www.officialgazette.gov.ph/1989/02/20/republic-act-no-06713/>

¹³ Presidential Decree No. 46 - Making it punishable for public officials and employees to receive, and for private persons to give, gifts on any occasion, including Christmas - <https://www.doi.gov.ph/files/pd46.pdf>

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In the event the Company shoulders the travel related expenses of a PO, the following guidelines must be followed:

- The Company shall not pay for non-business travel expenses of POs, nor shall it pay for any travel expense of the family members of such PO.
- The Company can only pay reasonable and bonafide business-related travel expenses of a PO that is directly related to the promotion, demonstration, execution, or performance of a contract.
- Meals and lodging expenses must be reasonable and shall only cover costs incurred in relation to the performance of a contract, relative to the duration of the business-related travel.
- It is preferable that payments of these expenses be directly made to or settled with the vendors (ex: airlines, car rental companies, hotels etc.). If direct payments of these expenses are not possible, the company personnel must first seek the pre-approval from the Corporate Governance/Compliance Team and follow established procedures for any reimbursements (including obtaining supporting receipts for such expenses).
- All expenses of the government official must be well documented and recorded in the books of the Company.

6.1.4 Facilitation Payments

The Company strictly prohibits any form of facilitation payments to POs, in exchange for a service, benefit, or undue business advantage, which can be provided by such PO through his/her position and official function. The Company and its representatives shall always transact with government offices pursuant to the mandate and charter of such government office, regardless if such transaction is routinary, non-discretionary, or a frontline service.

Similarly, the Company prohibits transacting with fixers, as defined under the Anti-Red Tape Act of 2007, as amended¹⁴. We shall not tolerate practices that awards, influences, or expedites routine government functions, including issuance of permits, licenses, and approval of applications, in exchange for any undue monetary or non-monetary benefit, redounding to the benefit of fixer/s.¹⁵

¹⁴ Republic Act No. 11032 - Ease of Doing Business and Efficient Government Service Delivery Act of 2018 - <https://www.officialgazette.gov.ph/2018/05/28/republic-act-no-11032/>

¹⁵ Republic Act No. 9485 – Anti – Red Tape Act of 2007 - <https://www.officialgazette.gov.ph/2007/06/02/republic-act-no-9485/>

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The Company enjoins its employees, stakeholders, and other concerned parties to direct any questions, clarifications, or concerns about dealing with Government Officials to the Corporate Communications and Public Relations – Government Affairs (CCPR – GA) group, or to the Corporate Governance and Data Privacy (CGDP) Group, and Legal Services Group (LSG).

6.2 Working with Private Entities

6.2.1 Business Amenities

Business Amenities such as gifts, meals, promotional items, service, entertainment, travel, favors, or anything of value related to the promotion of the Company's products or services shall be subject to the following guidelines, prior to any distribution, grant, or conveyance to a private entity:

- Only allowable business amenities under the Anti-Graft and Corrupt Practices Act, as amended and any other related legislation thereto, shall be used or provided in this policy.
- Business amenities given to private entities by the Company shall only be allowed if such entity has a policy that allows receipt of business amenities. In case the Company's intended recipient has a policy prohibiting receipt of business amenities from other private entities, the Company shall cease from providing any business amenities, in accordance with such policy.
- The business amenity shall have a proper business purpose and shall not be intended to solicit or influence any improper or undue business advantage from the recipient.
- Business amenities should be reasonable in value, culturally appropriate, consistent with local customs, and shall not cause any damage to the Company's good standing and reputation. To such extent possible, company branded business amenities are preferred.

The above guidelines shall also apply to business amenities given to representatives of current or potential customers, suppliers or other business partners, as well as their families and others with whom they may have close personal relationships. Business amenities directed towards government officials shall be guided by provision 6.1.2 of this policy.

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6.2.2 Gifts, Meals, and Entertainment

In providing or receiving gifts, meals, and entertainment (GME) to or from private entities, the Company shall adhere to the following guidelines, prior to the act of giving or receiving:

- The timing or frequency of giving or receiving GME shall be appropriate to the circumstances surrounding such act. In no case shall any GME be accepted if it conspicuously or is reasonably founded to solicit undue business advantage to/from the Company or parties involved.
- It shall be prohibited to give or receive any GME if there is reasonable suspicion of impropriety or undue influence, resulting from the act of giving or receiving.
- The necessity to provide or receive GME shall be determined in each circumstance and shall be consistent with the provisions of this policy. Should it be reasonably determined that giving or receiving GME is unnecessary, the Company shall ensure that its denial to give or receive GMEs be communicated accordingly to all parties concerned.
- Any such request for approval to give or receive GME shall be documented through the Entertainment, Gifts & Travel Checklist (Annex B)
- Any GME intended for POs shall be in accordance with Section 6.1.2 - 6.1.3 of this policy.

The above guidelines on gifts, meals, and entertainment shall be read in conjunction with the Company's Gift Policy.

6.2.3 Travel Expenses

The Company shall only shoulder the travel expenses of its employees, or any other private party, for as long as the same is related or necessary for the completion or fulfillment of an official business purpose. Travel expenses not directly related to the fulfillment of such business purposes shall not be reimbursed or shouldered by the Company. This includes travel expenses involving leisure and personal trips of employees or other parties.

In no case shall travel expenses be used to circumvent the provisions on business amenities under the preceding paragraphs, nor shall it be used to violate existing legislations on bribery and corruption. In both cases, requests for approval on travel

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expenses shall be documented through the Entertainment, Gifts & Travel Checklist (Annex B).

The travel expenses for public officials are discussed in Section 6.1.3 above.

6.2.4 Facilitation Payments to or from Private Entities

The Company has zero tolerance for bribery and corruption, this includes prohibiting facilitation payments to or from private entities. For purposes of this policy, facilitation payment is defined as providing or receiving monetary or non-monetary benefits to or from private entities, with the objective of securing undue business advantage, and oftentimes uses improper influence or actions inconsistent with official duty.

The Company does not condone practices where facilitation payments are derived or channeled from the course of business operations. This involves using the Company's resources, clients, and contacts to extort or solicit personal benefit, in exchange for preferential treatments and any other related business benefit.

The same principle applies when dealing with third-parties or business partners, to which our provision 6.9 on third-party management shall apply.

6.2.5 Incentives and commissions

Incentives and commissions given by the Company to its employees, third party business partners, or other relevant stakeholders, such as prizes, freebies, sales commission, and any other similar benefits, must always be directly related to a business purpose or objective that the Company has set, and must always redound to the best interests of the Company. In no case shall the incentives or commissions be used to circumvent internal policies or guidelines, nor shall it be used to derive benefits other than what was approved by the Company. All incentives and commissions provided by the Company must be well documented and shall be accurately recorded in the Company's books, pursuant to existing process/es for such distribution.

Any incentive or commission not related to the Company's business purpose, objectives, or contractual agreements, shall be deemed questionable and shall warrant further investigation until found to be compliant with the policy provisions herein stated.

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6.3 Conflict of Interest

The Company commits to ensure that any actual or potential conflicts of interest, directly or indirectly contributing to the appearance of actions involving bribery or corruption, are mitigated and managed accordingly. This includes our commitment to establish, improve, and leverage our controls in addressing potential conflicts of interest. To this effect, the Company shall regularly review the conflict-of-interest declaration made by its employees, officers, management, and third-party business partners. The Company shall also mandate the timely and periodic updating of such declaration pursuant to the Conflict-of-Interest Policy, and the provisions stated in this policy.

To further leverage our controls to manage and reduce potential conflicts of interest, the Company shall exercise a high degree of prudence when sharing information internally and implement a need-to-know approach when disclosing any information to our employees, officers, and other business partners.

This provision shall be read in conjunction with our Conflict of Interest Policy.

6.4 Money Laundering and Terrorism Financing

The Company adheres to the provisions of the Anti-Money Laundering Act of 2001, as amended and the Terrorism Financing Prevention and Suppression Act of 2012¹⁶. Towards this end, the Company espouses zero tolerance to all financial crimes or to any action that violates the laws relating to Anti-Money Laundering and Terrorism Financing.

In order to avoid being a conduit of unlawful money, the Company conducts business only with reputable, ethical, and qualified third parties who are involved in legitimate business activities. The Company recognizes that bribery and corruption are considered unlawful activity (predicate crimes)¹⁷ under the law and shall exercise the proper diligence when transacting with third parties and other private entities.

This provision shall be read in conjunction with the Company's Anti-Money Laundering Policy, Code of Business Ethics Policy, Third-Party Code of Conduct, and Third-Party Due Diligence Policy.

¹⁶ Republic Act 10168 – Terrorism Prevention and Suppression Act of 2012 - <https://www.officialgazette.gov.ph/2012/06/18/republic-act-no-10168/>

¹⁷ Republic Act No. 9160 – Anti-Money Laundering Act of 2001, as amended - <https://www.officialgazette.gov.ph/2001/09/29/republic-act-no-9160/>

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6.5 Books and Records

The Company recognizes the importance of maintaining its books and records free from any fraudulent attempt to disguise acts of bribery and corruption. The Company shall, always, exercise integrity, honesty, and transparency in the handling of its books and records. This means adhering to accounting standards set forth by the Philippine Financial Reporting Standards (PFRS) and using generally accepted accounting principles (GAAP) issued by the Accounting Standards Council (ASC). The Company shall likewise maintain its books and records in accordance with any other applicable accounting standards and current legislations.

6.6 Hiring

The Company aims to hire and retain personnel that exhibit and portray values aligned with the Company's objectives. This means hiring employees who are of good moral character and sound ethical conduct. The Company shall implement in its onboarding processes, a questionnaire to establish the character and integrity of the employee candidate. This may include background checks, questionnaires on previous involvement in bribery and corruption, and the like. Nothing in the previous statement shall be construed as an act of discrimination with regard to a candidate's gender, race, religion, etc. Similarly, the Company prohibits the hiring as regular employees of candidates who currently hold public office or are employed by any government entity.

6.7 Charitable Contributions, Donations, and Sponsorships

As part of its social involvement and public service, the Company may be engaged in circumstances where it provides for charitable contributions, donations, or sponsorship activities. We recognize the importance of these activities, while also being prudent about its potential to be used as disguises to enact bribery and corruption related machinations. To this effect the Company shall abide by the following guidelines:

- Proper due diligence shall be conducted to ascertain the legitimacy of any call for charitable contributions, donations, or sponsorship.
- Activities involving charitable contributions, donations, or sponsorships must be allowable by law, existing regulations, and internal policy guidelines.

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- No image of impropriety, undue influence, or unjust benefit will redound to the Company, should such activities be undertaken, nor shall such activity purport or provide a semblance of actions relating to bribery or corruption.
- Any undertaking by the Company to engage in charitable contributions, donations, or sponsorship activities shall be documented and recorded in the Company's books and records, consistent with our internal policies and procedures on financial recording.

Notwithstanding the above, the Company reserves the right to fully ascertain circumstances surrounding any activity calling for charitable contributions, donations, or sponsorship, and make necessary calls of judgment that will best serve the Company's interests.

6.8 Training and Certification

Employees, third party business partners, and management officers are required and mandated to undergo annual training and development programs about anti-bribery and anti-corruption, provided by the Company's Corporate Governance/Compliance Team. This shall be part of the Company's commitment to ensure that its stakeholders are appraised and educated on compliance matters, aligned with the Company's position against bribery and corruption.

Those who are considered required to undergo such training, are expected to do so within the allotted schedule for the year, or as the need arises. Failure of any of these required persons or entities to undergo such anti-bribery and anti-corruption training, without reasonable justification, shall be considered as an offense under this policy, to which the Company's Human Resources Department or Vendor Management Department shall be responsible for implementing the necessary sanctions based on the Employee Discipline Policy or the Blacklisting and Suspension Policy, as the case may be.

Further, third-party intermediaries, business partners, and the like are directed to undergo these trainings as part of their accreditation, renewal procedures, or pre-engagement requirements. A certification shall be issued to third parties upon accomplishment of the anti-bribery and anti-corruption training. Failure to undergo the training will result to such third party being flagged as non-compliant with accreditation and good standing requirements of the Company.

6.9 Third-Party management

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The Company can be held liable for activities of its subsidiaries, affiliates and third parties over which it has control, including activities of its agents, consultants, business partners and other third-party intermediaries acting on behalf of the Company, regardless of where the activities are performed or consummated.

The Company commits to only enter business relationships with reputable, qualified and ethical third parties. To minimize the risk of working with third parties with questionable reputations, the Company shall conduct due diligence to properly select appropriate candidates.

Due diligence must include (where appropriate) examination of publicly available records, interview with the third party, ocular inspection of physical sites, review of Third Party's Code of Conduct or ABAC policies, and other measures to reasonably assess possible bribery or corruption risks. It is the responsibility of the Vendor Management Department to conduct initial due diligence on the transaction, project, activity, representative or personnel of the third party.

Any third party found to be in violation of this policy or has been proven to be engaged in bribery and corruption related activities, shall warrant disengagement, termination or contract, and/or blacklisting and suspension.

Insofar as the Company's engagement with its third party are concerned, the Company shall:

- Prior to any engagement, commencement, and delivery of any project or service, execute a written contract that formally defines the scope of relationship between the Company and the third party, compensation terms, and an express provision that such third party undertakes to adhere and comply with the provisions of this policy, and to all applicable laws related to combating bribery or corruption¹⁸.
- Document and verify all information requested by the Company to the third party during the process of accreditation, renewal, or pre-engagement. This includes ensuring that all necessary information related to its due diligence procedures and conflict of interest procedures has been collected.
- Conduct periodic reviews to and spot checks to ensure that the information provided by the third party to the Company are accurate, timely, and relevant.
- Request the third party an undertaking to which such third party is obliged to report and communicate all actual or suspicious violations of this policy when dealing with other parties on behalf of the Company.

¹⁸ Compliance and Data Privacy Annexes - <https://corporate.convergeict.com/wp-content/uploads/2022/10/COMPLIANCE-AND-DATA-PRIVACY-ANNEXES-FINAL.pdf>

- Require the third party to present an Anti-Bribery and Anti-Corruption Policy, or any equivalent document that purports to the same, and ensure that such policy or document is aligned with the provisions of this policy.

The Company likewise mandates and subjects its third parties to audit activities as part of our initiatives to ensure that ABAC controls have been adopted or implemented by our third parties. Such audit activity shall also ensure that our third parties are not complicit with any existing anti-bribery and anti-corruption laws. This involves our internal or external auditor checking the transactions and books of our third parties. To this end, third party audits should, among others, aim to:

- Ensure that the anti-bribery and anti-corruption initiatives of the Company are aligned with its third parties' controls.
- Ensure that third parties have been properly trained and educated by the Company with respect to its anti-bribery and anti-corruption policy.
- Review business agreements, and any other similar document, and check its adherence to the Company's ABAC policy and existing legislations.
- Provide the Company with findings relative to the sufficiency or lack of controls of third parties pertaining to anti-bribery and anti-corruption.

The above audit activities to be conducted on third parties shall follow the standard auditing process and shall remain confidential unless otherwise instructed by the Company.

This provision on third-party management shall be read in conjunction with the Company's Third Party Code of Conduct, Third-Party Due Diligence Policy, and Blacklisting and Suspension Policy.

6.10 Stakeholder and community engagement

The Company recognizes the importance of stakeholder and community engagement in eliminating or mitigating bribery and corruption related activities. This means enacting cross-cutting efforts to reach out to multiple stakeholders, through different channels and diverse means. The Company commits to foster meaningful and impactful relationships with external parties such as through dialogue and partnerships with government bodies, local communities, and other like-minded institutions.¹⁹

6.11 Governance

¹⁹ UNGC Management Model - https://d306pr3pise04h.cloudfront.net/docs/news_events%2F9.1_news_archives%2F2010_06_17%2FUN_Global_Compact_Management_Model.pdf

In our pursuit of obtaining ISO 37001 – Anti-Bribery Management Systems certification, the Company commits to leverage its Corporate Governance initiatives to give focus in addressing and eliminating all acts of bribery and corruption, regardless of if committed by private or public entities. Towards this goal, the Company’s Corporate Governance Team has implemented Compliance related strategies that among others, provide for the following:

- Establishment of an Ethics and Governance pillar that functions to monitor compliance with the Company’s Key Compliance Policies, particularly our Anti-Bribery and Anti-Corruption Policy, Code of Business Ethics, and other related guidelines. The Corporate Governance/Compliance Team shall be the Company’s strategic partners in providing guidance to employees as well as providing support towards enabling a compliance-driven culture.
- Continuous employee and stakeholder education, which promotes awareness on the Company’s anti-bribery and anti-corruption initiatives, pursuant provision 6.8 of this policy.
- Establishment of a dedicated whistleblowing channel that enables the Company’s stakeholders to report and speak up, without fear of retaliation, against any form of bribery and corruption.
- Formation of a legal and regulatory monitoring and oversight program that ensures that the Company is not complicit with any anti-bribery and anti-corruption laws.

Our Governance strategies are aligned with the UNGC’s 10th principle²⁰, to which our management, board members and key executives are at the forefront of driving initiatives to act against any form of bribery or corruption. Our strategies shall always lean towards considering the Company’s and our stakeholders’ best interests and complying with legal and regulatory mandates applicable to us.

7. Management Responsibility for Business Ethics

All matters involving business ethics, including those related to the infractions of this ABAC Policy or any act of bribery or corruption, shall be reported by the Corporate Governance / Compliance Team to the Ethics Committee for proper deliberation and handling. The assessments of the Ethics Committee, which also includes risk assessments shall then be disclosed to the management and executive officers for further consideration and advisement. The Company’s Board of Directors (BOD) shall have primary oversight for ensuring that controls, measures, and ABAC strategies are implemented to resolve and address any such infraction.

²⁰ UNGC Principle Ten: Anti-Corruption - <https://www.unglobalcompact.org/what-is-gc/mission/principles/principle-10>

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In all cases, management shall have the responsibility to facilitate communication, initiate investigations, and provide for appropriate corrective measures to ensure that cases involving bribery and corruption are managed in accordance with the law and policy guidelines.

8. Implementation and Monitoring

The Company adopts Transparency International’s Six- Step Implementation Process (Annex C)²¹ in ensuring that this ABAC policy gets implemented and operationalized in accordance with globally recognized principles. We shall use this process model to leverage our strategies against bribery and corruption:



Towards this end, our Responsible, Accountable, Support, Consulted, and Informed (RASCI) matrix (Annex D) shall outline our key focus areas and business units tasked to take primary responsibilities in ensuring that the provisions reflected herein are implemented accordingly. We do this to ensure that our efforts to address bribery and corruption are taken holistically and cohesively as an organization.

To supplement the process model above, our Compliance Monitoring shall be done through our Compliance Risk Management program. This will enable the Corporate Governance/ Compliance Team to identify, analyze, and address key risks in our operations that may be impacted, or has been impacted by actual or potential bribery and corruption related activities. These include legal, reputational, operational, and financial risks²² to which the Company commits to resolve and address, in line with its risk treatment plans and operational mandates.

Additionally, the Company, through its Security Team and Human Resources Department, is mandated to conduct random lifestyle checks on its employees, particularly on those who are highly exposed to transactions involving public officials, third-party business partners, and other high-risk entities. This is to ensure that our personnel are not influenced or are part of any act involving bribery or corruption. This mandate shall be carried out in a manner that does not infringe on a person’s Data Privacy Rights under the Data Privacy Act of 2012²³. Further details on how to operationalize this, shall be available through the Company’s internal policies and procedures.

²¹ Transparency International Six-Step Implementation Process - www.transparency.org.

²² Business Against Corruption (A Framework for Action) - https://d306pr3pise04h.cloudfront.net/docs/news_events%2F8.1%2Fbac_fin.pdf

²³ Republic Act No. 10173 – Data Privacy Act of 2012 - <https://www.officialgazette.gov.ph/2012/08/15/republic-act-no-10173/>

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To further reinforce our ABAC strategies, the Company shall continue to utilize its Whistleblowing (WB) Platform²⁴, which serves as our internal monitoring system to detect, monitor, and act on unethical activities, especially those involving bribery and corruption. The WB Platform is managed by the Corporate Governance and Data Privacy Group to ensure that all reports the Company receives are kept secure, confidential, and free from any untoward influence from internal or external parties. To this extent, we have made our WB Platform accessible to our employees, stakeholders, and the general public, signifying our commitment to have zero tolerance to all acts related to bribery and corruption.

9. Communication

The Company is committed to communicate and implement this policy to both internal and external stakeholders. In full transparency, we shall reflect how we uphold our commitments in our related company documents and reports.

Upon approval of the ABAC Policy, The Corporate Governance Team, is tasked to immediately disseminate and enforce this policy, company wide. It should be noted however that the primary responsibility of ensuring that the provisions of this policy are operationalized rests with the CG Team and supporting business unit partners tagged in the RASCI matrix (Annex D).

10. Non-Compliance and reporting process

We expect our personnel, third-party intermediaries, business partners, and other relevant stakeholders to aid us in preventing, identifying, and responding to any form of bribery or corruption. Anyone found to have violated this ABAC policy, in relation to the course of our operations, products, and services shall be dealt with in accordance with local legislation, supported by our internal policies and procedures.

Any employee found to have violated the provisions of this ABAC Policy shall be subjected to disciplinary action in accordance with the Company's Employee Discipline Policy.

Any person, with knowledge of, or has observed, any form of disregard for this ABAC policy or any act considered as an offense under the Anti-Graft and Corrupt Practices Act, as amended, or any local legislation penalizing bribery, corruption, or unethical conduct of public officials, may choose to file a report to the proper authorities or through the whistleblowing reporting channels for immediate attention. Further details on how the Company handles reports can be found in its Whistleblowing Policy and Whistleblowing Procedure documents.

²⁴ Converge Whistleblowing Platform - <https://corporate.convergeict.com/whistleblowing-platform/>

11. Related document references

Please see the cover page for the breakdown of reference documents.

12. Details of revision/s made to this policy

From time-to-time the Company may amend this Policy and set out relevant guidelines to continuously improve its suitability, adequacy, and effectiveness.

Version No.	Date	Description of Change	Author	Approver
1.0	May 22, 2020	Initial policy draft	Marlyn E. Malabanan	Elvira C. Oquendo
2.0	November 2022	Inclusion of the following: <ul style="list-style-type: none"> - Policy Framework - Commitment Statements - Policy Principles - Key Focus Areas - Management Responsibility for Business Ethics - Implementation and Monitoring - Communication - Non-Compliance and Reporting Process - Annexes 	JM Avila	Please see cover sheet for the list of approvers

13. Annexes

Annex A - Glossary of terms used in this policy.

Annex B – Entertainment, Gifts & Travel Checklist

Annex C – Transparency International's Six- Step Implementation Process

Annex D – RASCI Matrix

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Annex A - Glossary of terms used in this policy

Term	Definition
Bribery	The act of promising, offering or giving, directly or indirectly, of an undue advantage, to any person or entity, in order that such person or entity acts or refrains in the exercise of his/her/its official duties.
Charitable Contributions and Donations	Company resources, whether financial or otherwise, provided voluntarily and without any expectation of reciprocation, by the Company to support civic activities, intended to promote overall social welfare and public interest.
Conflict of Interest	Any circumstance where an employee or third party's private interest might contradict the company's interest.
Corruption	The abuse of entrusted power for private/personal gain. This also covers any unlawful or improper behavior that is inconsistent with official duty and uses illegitimate means to gain personal advantage.
Facilitation Payments	Unofficial payments to induce POs or private entities to perform, expedite, or prefer the fulfillment of a function they are obliged to perform.
Hospitality	A gesture of goodwill that is intended to promote the Company's business interest, while being mindful of restrictions under the law.
Incentives or commissions	A value-added benefit received by an employee, or any other party pursuant to the fulfillment of an obligation.
Public Official (PO)	Elective and appointive officials and employees, permanent or temporary, whether in the career or non-career service, including military and police personnel, whether they receive compensation, regardless of amount, from the government. Government includes the national government, the local governments, the government-owned and government-controlled corporations, and all other instrumentalities or agencies of the Republic of the Philippines and their branches

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Term	Definition
Sponsorships	An initiative to provide financial or non-financial assistance to an interested party, in return for a commercial benefit.

Annex B - Entertainment, Gifts & Travel Checklist



Entertainment, Gift and Travel Checklist

Annex C - Transparency International's Six- Step Implementation Process

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TRANSPARENCY INTERNATIONAL SIX-STEP IMPLEMENTATION PROCESS

STEP	1	2	3	4	5	6
ACTION	Decide to adopt a no bribes policy	Plan the implementation	Develop detailed anti-bribery Programme	Implement Programme	Monitor	Evaluate and improve
PRIMARY RESPONSIBILITY	Owner of company/board/ CEO	Appointed senior manager/Project Team	Appointed senior manager/heads of department	Appointed senior manager/ support functions/ business partners	Ethics/compliance officer Internal and external auditors	Owner of company/board/ CEO/audit committee
PROCESS	Obtain commitment to no-bribes policy "from the top"	Define specific company risks/ review current practices	Integrate no-bribes policy into organisational structure and assign responsibilities	Communicate anti-bribery Programme - internal/external	Regular reviews of the system	Receive feedback from monitoring
	Decide to implement an anti-bribery Programme	Review all legal requirements	Review ability of service functions to support new Programme	Run training courses for all employees and business partners	Capture knowledge from incidents	Evaluate effectiveness of Programme
	Decide extent of any public disclosure	Write no-bribes policy, develop and write anti-bribery Programme	Develop detailed implementation plan to include: <ul style="list-style-type: none"> ■ adapt HR policies ■ communications ■ training programmes 	Ensure capabilities are in place of specialist functions up to speed: internal audit, finance, legal department	Use external Verification Providers	Develop improvements to Programme
			Prepare for incidents	Review role of Project team	Review use of issues (whistle-blowing) channels	Report to management
					Board review and sign-off on Programme	
					Publish Programme process and results (optional)	
TIME SPAN	One Month	Three to six months	Three to six months	One year	Continuous	At least annually

Annex D - RASCI Matrix

Key Focus Area	Responsible	Accountable	Support	Consulted	Informed
Working with Government Officials	CCPR – GA Business Units handling permitting, licenses, and government related applications	CCPR- GA Business Units handling permitting, licenses, and government related applications	CGDP	LSG CGDP	Management

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Anti-Bribery and Anti-Corruption Policy

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Business Amenities (private to private)	Project owner	Project owner	CGDP	LSG Management	Management
Gift, Meals, and Entertainment	Project owner	Project owner	CGDP	Management CGDP LSG	Management
Travel Expenses	Project owner	Project owner	CGDP	Management CGDP LSG	Management
Facilitation Payments to or from private entities	SCM WPM MW Project owner	SCM WPM MW Project owner	CGDP	LSG Management	Management
Incentives and commissions	Multiple Business Units Project owner Third Party	Multiple Business Units Project owner Third Party	POCs of TP	Sales Group	Management
Conflict of Interest	Organization - wide	Organization - wide	HR SCM	CGDP Management	Management
Money laundering	SCM Third Party	SCM Third Party	Finance	CGDP	Management
Books and Records	Finance	Finance	IA	Management	Management
Hiring	HR	HR	Group leaders	Management	Management
Charitable Contributions, Donations, and Sponsorships	Marketing Sales group CCPR	Marketing Sales group CCPR	Finance CGDP	Management	Management

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	CCPR - GA	CCPR - GA			
Training and Certification	CGDP	CGDP	HR SCM Group leaders CGDP Champions	Management	Management
Third- Party management	SCM	SCM	CGDP	Management	Management
Stakeholder and Community Engagement	CCPR Marketing	CCPR Marketing	CGDP HR Group leaders CGDP Champions	Management	Management
Governance	CGDP	CGDP	Group leaders CGDP Champions	Management	Management

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