



CODE OF CONDUCT AND ETHICS

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INTRODUCTION

Ayala Corporation (“Ayala” or the “Corporation”) is a company that has achieved its position of leadership by being values-driven and by adopting as part of its basic operating principles the commitment of doing its business with the highest ethical standards.

Ayala and its directors, officers and employees are fully committed to promote a culture of good corporate governance anchored on core values of integrity, long-term vision, empowering leadership and commitment to national development.

This Code of Conduct and Ethics (the “Code”) is the embodiment of the values and principles shared by Ayala and its people. It is a symbol of renewal of commitment to long-held values and ethical standards that have been the foundation for the growth and continued success of the Corporation.

This Code, together with its Implementing Rules and Policies, the Corporation’s Human Resources Manual of Policies and Procedures, the Employee Handbook and other company policies, serves as guide to the directors, officers, and employees of Ayala in their relationships among themselves and with the Corporation’s customers, shareholders and business partners, as well as with the government and the public. All directors, officers, and employees of Ayala are enjoined to comply with the Code in their decisions, transactions, and interactions and to abide by the principle of “doing the right thing” at all times.



PART I – BUSINESS CONDUCT AND ETHICS

I. COMPLIANCE

All directors, officers, and employees shall:

1. Conduct business in accordance with Philippine laws and regulations;
2. Personally and firmly adhere to the standards and restrictions imposed by laws and regulations as well as the Corporation's policies, rules and procedures; and
3. Ensure compliance with all disclosure requirements, making sure that all disclosures of material information are full, fair, accurate, clear and timely.

The Corporate Governance Group and the Office of the General Counsel should be consulted in case of any doubt concerning the legality of any matter.

II. FAIR DEALING

All directors, officers, and employees shall:

1. Deal fairly with the Corporation's customers, suppliers and business partners, and with the government, competitors and colleagues;
2. Not take undue advantage through misrepresentation of material facts, concealment, manipulation, or any other form of unfair dealing practice; and
3. Treat everyone with respect and act in good faith and with integrity and sense of professionalism at all times.

III. CONFIDENTIALITY OF INFORMATION

All directors, officers, and employees shall:

1. Strictly observe company rules that provide for restrictions to access to classified information and controls on the release of such information to other companies, agencies, parties, or to the general public. These include:
 - corporate plans and objectives;
 - employee records;
 - stockholder records;
 - Board of Directors and Management classified materials;
 - business transactions;
 - corporate reports;
 - governmental reports;
 - company resources;
 - organizational structures; and
 - other similar records and data.
2. Not release classified information unless authorized by Management.
3. Maintain the integrity of all company documents and records, and protect them against unauthorized or improper alteration, forgery, concealment, or destruction.

IV. PROPER USE OF COMPANY ASSETS AND RESOURCES

All directors, officers and employees shall:

1. Be responsible for the proper use of all company assets and resources, which include, but are not limited to, information, facilities, equipment, software, vehicles and supplies owned or leased by the Corporation or are otherwise in its possession; and
2. Use company assets and resources efficiently, responsibly and for legitimate business purposes only.

V. CONFLICT OF INTEREST

All directors, officers, and employees shall:

1. Act in the best interest of the Corporation and its shareholders.
2. Avoid situations of conflict of interest or impropriety, whether actual or apparent.

There is conflict of interest when a director, officer or employee has a personal or pecuniary interest, which influences or could influence his ability to exercise objectivity and perform his responsibilities in the best interest of the Corporation.

3. Observe the following guidelines:

- Directors, officers and employees shall not acquire any personal or pecuniary interest in conflict with their duty as such directors, officers or employees.
- Directors, officers and employees shall not take as their own any business opportunity that belongs to the Corporation.
- Directors, officers and employees shall not take part in any transaction of the Corporation with any enterprise with which they have personal or pecuniary interest. This prohibition extends to participation in the negotiation and approval of the transaction and to its implementation. In the case of the directors, they shall strictly comply with the provisions of Section 3.1 of the Board Charter.

The same rule shall be observed in the case of transactions between the Corporation and any enterprise owned by family or close personal relations of the directors, officers and employees of Ayala, or in which such family or close personal relations have pecuniary interest. Family relations include relatives within the first and second degrees of consanguinity and within the first degree of affinity. Close personal relations include close personal friends and other social and fraternal connections.

- Directors, officers and employees shall not use material company information of which they may have knowledge and/or access by reason of their office in, or employment with, Ayala to their personal advantage or to the advantage of any third party, to the prejudice of the Corporation.
- Directors, officers and employees who have personal or pecuniary interest on any enterprise with which the Corporation has an existing or intended transaction shall fully disclose the relevant facts of the situation to the Chairman of the Board in the case of the directors, President and CEO, to the President in case of the Managing Directors, and to the Group Head and Unit Heads in the case of employees.

All disclosures shall be submitted to the Managing Director for Strategic Human Resources (SHR). Any information disclosed under this rule shall be treated confidential except to the extent necessary to evaluate the situation and pre-empt the conflict of interest.

The disclosure requirement provided above shall apply to transactions between the Corporation and any enterprise owned by, or in which there is pecuniary interest in the part of, any family or close personal relations of the directors, officers and employees.

- Directors, officers and employees shall not accept gifts or invitations of any form from any supplier, customer or business partner of the Corporation, or from any third person or entity with existing or intended business dealings with the Corporation, except when the gift or invitation is:
 - (i) directly attributable to purely familial or personal relationships;
 - (ii) only of nominal value;
 - (iii) a simple promotional item or is part of the supplier's public relations program; or
 - (iv) part of business meetings or discussions.

When the gift does not fall under any of the above-mentioned conditions, Ayala encourages the director, officer or employee concerned to turn over the gift to SHR for inclusion in the Corporation's Christmas party raffle.

- Directors, officers and employees must immediately report any offer or gift of any value given to them or their immediate family with a view to get favors or to influence business recommendations, proposals or decisions affecting the Corporation or any of its related companies. The report shall be made to the Chairman of the Board in the case of the directors, President and CEO, to the President in case of the Managing Directors, and to the Group Head and Unit Heads in the case of employees. All disclosures shall be submitted to the Managing Director for Strategic Human Resources (SHR).

1. All officers and employees are discouraged from accepting outside employment to maintain their efficiency and ensure their continued physical and mental health.

Outside employment is defined as any activity taken for gain or pay other than that which is undertaken for the Corporation. This includes, but is not limited to:

- jobs, whether full-time or part-time, other than company assignments;
- teaching in a centre of learning,
- private tutoring;
- personally held directorships other than for purely professional, civic or religious organizations; and
- commercial endorsements for products or services

Should an officer or employee wish to accept or take an outside employment, he must send a request through his Unit Head for the approval of the President. The Corporation, however, reserves the right to withdraw its permission at any time.

2. All directors, officers and employees shall not accept employment or directorship by, or have a consultancy agreement with, an entity which is a competitor of the Corporation.

VII. INSIDER TRADING

All directors, officers, employees and consultants, who have knowledge of material information about the Corporation that is not disclosed or generally available to the public, shall:

1. Not trade in Ayala securities; and
2. Not communicate such material non-public information to any person.

The foregoing applies even if made through another person.

This Insider Trading Policy must be observed until the material information is disseminated to the public and a lapse of three (3) full trading days from the disclosure thereof for the market to absorb such information.

Material information includes, but is not limited to:

- financial results;
- projections of future earning or losses;
- news of a pending or proposed merger;
- change in the corporate structure such as reorganization;
- acquisitions/divestures/joint ventures;
- dividend declaration and changes in dividend policy
- stock splits;
- new significant equity investments or debt offerings;
- significant litigation exposure;
- major changes in key senior management positions;
- public or private sale of company securities

All directors, officers and employees shall be restricted from trading Ayala securities during the following blackout periods:



- For structured disclosures - ten (10) trading days before and three (3) trading days after the disclosure of quarterly and annual financial results; and
- For non-structured disclosures - three (3) trading days before and three (3) trading days after the disclosure of any material information other than quarterly and financial results. Office bulletins for special blackout periods pertaining to these will be issued by the Compliance Officer.

The sale of shares acquired from options is subject to the above-mentioned blackout periods. However, the exercise of stock options may be done at any time even during blackout periods.

All directors and officers from Managing Directors and above, and the Controllers, Chief Internal Auditor, Chief Risk Officer, Treasurer, Corporate Secretary and Assistant Corporate Secretary, shall report their trades to the Office of the Compliance Officer within three (3) business days from dealing with such securities. All other officers and employees shall likewise report to the Office of the Compliance Officer within ten (10) days from the end of each quarter their trades with Ayala securities during such quarter.

Violation of the Corporation's Insider Trading Policy shall be subject to disciplinary action, without prejudice to any civil or criminal proceedings which the Corporation or regulators may file for violation of existing laws.

VIII. ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Ayala adopts a zero tolerance policy towards bribery and corruption. Thus, all directors, officers and employees of the Corporation are obliged to strictly observe the following guidelines:

1. Directors, officers and employees shall not offer, promise or give bribes to obtain, retain or “facilitate” business or any transactions of the Corporation.
2. Directors, officers and employees shall not request, agree to accept or take bribes from any person or organization.

The foregoing applies even if made through another person.

“Bribes” include anything of value, which may be in the form of fee, commission, reward, improper gifts or contributions, or other form of advantage, financial or otherwise.

This Anti-Bribery and Anti-Corruption Policy must be strictly observed in all transactions and dealings of the directors, officers and employees of Ayala with the customers, suppliers and business partners of the Corporation as well as with the government.

The Offices of the Internal Audit, Controller, SHR, the Finance Group, Compliance Officer and General Counsel, subject to the approval of the President and CEO, shall provide for the Implementing Rules of this Policy.

PART II – IMPLEMENTATION AND MONITORING



All directors, officers and employees of Ayala are expected to observe and comply with this Code.

The SHR has the specific task of implementing and monitoring compliance with the provisions of this Code. It is responsible for:

- ensuring that the contents of this Code are communicated to all existing and new directors, officers and employees of Ayala, and requiring each to sign an Acknowledgment Receipt that he/she has read and understood the same and agrees to abide with the standards and norms set forth herein;
- making this Code available to the company intranet for ease of access;
- requiring all directors, officers and employees to declare annually that they have complied with this Code, particularly on the provisions relating to conflicts of interest and insider trading;
- investigating violations of this Code and imposing sanctions for violations thereof;
- reviewing and continuously updating this Code; and
- drafting and promulgating the Implementing Rules for the effective implementation of this Code, subject to the approval of the President and CEO.

Management is also responsible for:

- enforcing and monitoring compliance with this Code within their respective area of jurisdiction; and
- taking or implementing disciplinary action after proper investigation.

All directors, officers and employees have the duty to report non-compliance with this Code and its Implementing Rules that may come to their knowledge and attention, in accordance with the relevant company rules and procedures.

Any violation shall be dealt with in accordance with the procedures provided or to be provided in the Implementing Rules, the Corporation's Human Resources Manual of Policies and Procedures, the Employee Handbook and



other existing company policies and proper observance of the requirements of due process. This shall be without prejudice to the filing of any legal action against the party concerned under existing laws.

This Code as written does not and cannot cover all types of situation a director, officer or employee may encounter. As such, when in doubt, all are encouraged to consult the Managing Director for SHR or any SHR manager and staff, who are available to discuss concerns and answer additional questions relative to the application and correct interpretation of the Code.

Likewise, in matters of trading, the Compliance Officer is on hand for consultation with regard to doubts or concerns about transactions and will help determine if a trade will or will not violate the Insider Trading Policy.