



OFFICE OF THE PRESIDENT

Dear **Colleague @ FPG**,

You and I and all the other staff of FPG have much at stake in making sure that all our business dealings and the way we conduct ourselves are above board and in line with the principles of **Transparency and Good Governance**. **Insurance is a business of trust and long-term partnerships**, therefore, all our decisions and actions must be worthy of the trust of our customers, suppliers, business partners, reinsurers, fellow employees, the Board, stockholders and the industry whose interests we serve and uphold.

The foregoing **"Business Conduct Guidelines"** is in addition to all existing rules and regulations that embody our beliefs and principles on the ethical behavior of conducting business. Please take to heart these guidelines, which have brought us where we are today and which should steward us in the years to come - succeeding in business without sacrificing principles and ethics.

To confirm that you have read and fully understood the statements in this BCG, you are required to accomplish the **Annual BCG Certification Form** and to submit the same to HR Department. The signed certificate confirms your understanding of the BCG requirements as part of your employment conditions with FPG.

At FPG Insurance we continually focus on our desire to **Innovate, Create and Deliver** the highest value to our **Customers, Partners and Shareholders including our Insurance Industry**.

Our mission and values as the leading general insurer in Asia, shapes the management and direction of the company. This also paves the way to the creation of compelling, relevant products and insurance solutions that are tailored specifically to business and consumers.

Together, let us continue to passionately pursue our journey for industry leadership guided by **our beliefs of Integrity, Professionalism and Excellent Service** coupled with the unique and timeless Filipino cultural value of **Malasakit**.

RAMON YAP DIMACALI
January 2017

This is the Annual BCG employee Certification for 2016.
Please read the FPG BCG document and send back to HR
Your completion of BCG review and acceptance of the BCG terms.

FPG Insurance Co., Inc.
Business Conduct Guidelines (BCG) Compliance Certification

This is to certify to FPG Insurance management that I have read and understood the FPG Insurance Business Conduct Guidelines (BCG) and hereby agree to comply with the specified rules and guidelines for business dealings and conduct of behavior in support of the FPG Insurance beliefs of Professionalism, Responsiveness and integrity. Further, I agree to the imposition of fair sanctions and penalties as management sees fit in Cases of violations and disregard of the Business Conduct Guidelines.

Printed Name & Signature
Employee

Department

Printed Name & Signature
Immediate Manager

Date

**FPG INSURANCE CO., INC.
BUSINESS CONDUCT GUIDELINES (BCG)**

I. INTRODUCTION

At FPG, the President and Senior Executives are responsible for setting the standards of business ethics and overseeing the employees' compliance with these standards. **It is the personal responsibility of each FPG employee to comply with these general Business Conduct Guidelines.**

When confronted with ethical and legal issues, we should decide on these issues in ways consistent with **FPG's basic beliefs and values of Excellent Service, Professionalism, Integrity and *Malasakit*.**

All FPG employees are expected to obey the law, act ethically and comply with the BCG. Any employee who violates this BCG or allows a subordinate to do so shall be subject to disciplinary action including possible demotion or termination.

Every FPG employee is required to certify annually that he/she has reviewed the BCG and accepts it as part of the conditions for employment with FPG.

If you have any questions, you should review it with your manager to assess the nature and extent of any concern and how it can be resolved to comply with the BCG. You may also discuss with FPG HR or the management team, if needed.

II. COMPANY BELIEFS

FPG Values and Beliefs serve as guide for proper business conduct:

Integrity - The Company is committed to integrity and high ethical standards of conduct in all its business transactions.

Professionalism – The Company values professionalism in the way we conduct our business to ensure the highest level of customer satisfaction of our clients, business partners, reinsurers, shareholders, employees and other stakeholders. We have personal commitment to continuously improve our skills in our role as insurer.

Excellent Service - The Company acknowledges its responsibility in responding well with speed, accuracy, completeness and clarity to the needs of its clients, business partners, shareholders, employees and the industry. We will always strive to enhance our reputation as the leading insurer, preferred for its marketing coverage and claims management.

Malasakit - The Company practices this Filipino cultural value of compassion, accountability, and putting others' interest above his own. In the context of a global workforce, it is what proudly separates Filipinos from the rest. Our sense of empathy, selflessness with responsibility, solicitude, and care for the welfare of another individual, the Company and all its stakeholders is something our employees are expected to embody.

III. CONDUCTING FPG'S BUSINESS

1. *Avoiding Misrepresentation*

Honesty based on clear communication is integral to ethical behavior. Never make misrepresentation or dishonest statements to anyone. Promptly correct any misinterpretation to avoid misunderstanding. It is best to summarize or clarify for proper understanding in your communication. Trustworthiness is essential to forming and maintaining smooth, sound and lasting relationships.

2. *Dealing With Brokers and Agents*

We acknowledge that brokers/agents/affiliates are integral in our business operations. All dealings with them must be conducted with utmost sincerity and integrity. Whatever commissions and/or fees they have earned must be given to them in accordance with the existing policies and guidelines. We must be direct in giving guidelines to them on the businesses we would either be accepting or not accepting in a polite and courteous manner. There should be equal treatment of brokers/agents/affiliates with no element of favoritism whatsoever.

3. *Dealing With Suppliers*

In deciding among competing suppliers, weigh the facts impartially to determine the best offer. Never exert any influence to obtain "special treatment" for a particular supplier. Evaluation of prices and other information provided by suppliers are confidential to FPG. Existing and former employees shall not use any of this information outside of FPG without written permission from management. It is essential that suppliers competing for FPG's businesses have trust and confidence in the integrity of our selection process.

3.a. *Avoiding Reciprocal Dealing*

Seeking reciprocity is contrary to FPG policy, and may also be an unlawful action. Never tell a prospective supplier that your decision to buy its goods/services is conditioned on the supplier's agreement to buy FPG products/services. FPG's decision to buy goods/ services from a supplier must be made independently from that of the supplier's decision to buy FPG products/services. The decision should be based on sound judgment in consideration of the merits of the offer.

4. *Competing In The Field*

FPG will always compete vigorously for business. If circumstances require modified pricing/service terms, the appropriate level of management must specifically approve the modifications. Any modified service/contract terms must never be extended to any customer without prior authorization. If you are performing a marketing/service activity, FPG expects you to compete aggressively and effectively within lawful and ethical standards.

4.a. *Avoiding False and Misleading Statements About Competitors*

It is FPG's policy to sell products/services on their merits. Avoid false or misleading statements and innuendoes about competitors, their products/services. All comparisons to competitors and

their products/services must be substantiated, complete, accurate and not misleading whenever they are made.

4.b. Selling Against Competitive Orders

If a competitor already has a firm order (a legally enforceable contract agreed and signed between a customer and a supplier/competitor for the competitor's product/service), it is FPG's practice not to market competing FPG products/services to that customer until the competitor's product/service policy has elapsed or the firm order is cancelled or the customer has requested for renewals quotes. If a firm order does not exist, you may sell to the customer.

5. Relationship With Other Organizations

It is likely that other organizations have multiple relationships with FPG given our continuous expansion of alliances, networks, marketing and service partnerships. An agent/broker might be carrying our lines as well as those of the competitors'. Another organization may be an FPG supplier and customer at the same time. It is important that you understand each of the relationships involved, and that you act accordingly. Fair and honest dealing with any party is expected at all times.

5.a. Complementary Third Parties

FPG has various relationships with complementary third parties, such as agents and brokers, to help market and sell FPG products/services. If your responsibilities bring you into contact with these third parties, you must follow the applicable sales, marketing and services guidelines that describe the appropriate conduct for dealing with them. In instances when some of these third parties market products/services that compete with FPG, you must exercise caution and follow established guidelines for dealing with competitors at all times.

5.b. Business Contacts with Competitors

A company you are dealing with, as a supplier or a customer, may also be an FPG competitor which requires extra care. It is inevitable that you and competitors will, from time to time, meet, talk and attend the same industry/association meetings. These contacts are acceptable as long as appropriate business discretion and sensitivity to confidential information are observed.

Acceptable contacts include:

- sales through agents/brokers and other intermediaries that likewise carry competing products/services;
- approved participation in coinsurance bids;
- attendance at business shows; and,
- industry and trade association meetings.

These contacts require caution. If in doubt about your situation, consult FPG management. It is essential that suppliers competing for FPG's business have trust and confidence in the integrity of our selection process.

5.c. Prohibitions

In all contacts with competitors, avoid discussion on pricing policy, contract terms, costs, marketing and product plans, market surveys and studies, and any other proprietary confidential information. Dissociate yourself and FPG from any participation in a possible illegal activity with competitor. Confine your communication to what is only clearly a legal and proper activity.

6. Acquiring And Using Information About Others

Acquiring information even from competitors is a normal business practice to benchmark our performance/ competitiveness or to use as reference in extending credit and evaluating suppliers. The company also collects information on competitors from a variety of legitimate sources to evaluate the relative merits of its own products/services and marketing/sales methods.

The company should not resort to improper means to acquire a competitor's trade secrets or other confidential information from any of its stakeholders. FPG will not tolerate any form of questionable intelligence/information gathering. Information about other companies or individuals should be treated with sensitivity and discretion. We are rightly concerned about their reputation and the privacy of their stakeholders similar to how we also would want to be treated.

7. Information Owned By Others

Other organizations, like FPG, and some individuals have intellectual property, including confidential information they want to protect. They are sometimes willing to disclose and allow others to use their proprietary information for a particular purpose. If you receive another party's proprietary information, you must proceed with caution and discretion to prevent any accusations that FPG misappropriated or misused the said information.

8. Bribes, Gifts And Entertainment

Gifts offered by employees of different companies vary widely. They can range from widely distributed advertising novelties of nominal value, which you may give or accept, to bribes, which you unquestionably may not give or accept. Gifts include not only material goods, but also services, promotional premiums and discounts.

The following are FPG's guidelines on giving and receiving gifts and business amenities. Senior management may approve exceptions, but those exceptions must abide by company laws or known acceptable business standards and practices.

8.a. Business Amenities

With management approval, you may give or accept customary business amenities, such as meals and entertainment, provided the expenses involved are kept at a reasonable level and are acceptable by law or known customer business practice. Suppliers, including FPG, frequently find it appropriate to provide education and executive briefings for their customers. It is all right to provide or accept some services in connection with this type of activity, such as transportation and accommodation, with the appropriate management approval.

8.b. Receiving Gifts

Neither you nor any member of your family may solicit or accept from a supplier/customer money or a gift that could influence or could reasonably give the appearance of influencing FPG's business relationship with that supplier/customer. Unless FPG has specified to the contrary, you may accept promotional premiums and discounts offered by transportation companies, hotels, auto rental agencies, restaurants, and other suppliers/service providers if they are based upon membership in bonus programs for individuals and are offered to customers in general. Furthermore, you may accept a gift of nominal value, such as an advertising novelty, when it is customarily offered to others having a similar relationship with the customer/supplier. If there are any concerns about your particular situation, immediately consult your manager.

If you are offered a gift which has high nominal value or which is not customarily offered to others, or money, and whether it was delivered to your home or office, inform your manager immediately. Appropriate arrangement will be made to return or dispose of what has been delivered, and the supplier or customer has to be informed with utmost courtesy to ensure that this act will not cause any damage to your good working relationship with them.

8.c. Referral Fees

When authorized by FPG, you may refer customers to third party business partners (e.g. agents/brokers). However, any FPG employee cannot accept any fee, commission or other compensation from the third party.

8.d. Giving Gifts

You may not give money or any gift to an executive, official or employee of any supplier, customer or any other organization if doing so would influence or could reasonably appear as influencing the organization's relationship with FPG. You may, however, provide a gift of nominal value, such as FPG advertising novelty, if law allows it or the customer's known business practices it.

9. Relationship With Government Employees

You must not give money or gift to an official or an employee of a government entity if doing so could be reasonably misconstrued as an influence directed action in connection with FPG's business relationship.

IV. YOU AND YOUR JOB IN FPG

1. Communications Channel

If you know of an unlawful or unethical situation, report it immediately to your manager and/or FPG HR or Senior Management, including the President. FPG will promptly review your report of unlawful or unethical conduct. Rest assured that FPG will not tolerate threats or acts of retaliation against you for making such report. Remember that as stakeholders of FPG, it is our joint responsibility to help preserve the integrity of our Company and uphold its values and beliefs.

2. Personal Conduct

FPG's reputation for integrity and business ethics should never be taken for granted. Thus, you must abide by FPG's Business Conduct Guidelines and exercise good judgment in your decision and actions. We are collectively responsible in upholding BCG policy and protecting FPG's integrity and reputation.

If FPG management finds that your conduct on or off the job adversely affects your performance, that of other employees', or FPG's legitimate business interests, you will be subject to disciplinary measures, including possible dismissal.

Further, be responsible in managing your social media communication. Think very well before releasing any of your postings and proceed with caution on your usage of social media more so whenever the FPG brand is mentioned or is shown in that particular page or site to ensure that you protect the trusted and credible brand of FPG at all times.

3. Work Environment

FPG strives to maintain a healthy, safe and productive work environment which is free from discrimination or harassment based on race, color, religion, sex, sexual orientation, age, disability, political inclinations or other factors that are unrelated to FPG's legitimate business interests. FPG will not tolerate sexual advances, actions, comments, racial or religious slurs, jokes or any other comments or conduct in the workplace that creates, encourages or permits offensive, intimidating or inappropriate work environment. Employees found to have engaged in harassment or discrimination, or have misused their positions of authority in this regard, will be subject to disciplinary measures, including possible dismissal.

Other conduct prohibited because of its adverse impact on the work environment include:

- threats;
- violent behavior;
- possession of weapons of any type;
- gambling including use of internet for gambling; and,
- use, distribution, sale or possession of illegal drugs.

In addition, employees should not be on FPG premises or in FPG work environment if they are under the influence of or affected by illegal drugs, controlled substances used for non-medical purposes or alcoholic beverages. Consumption of alcoholic beverages during company-sponsored events requires FPG management approval. But remember to always drink in moderation to maintain presence of mind and sobriety in the said FPG event. Although each employee is encouraged to enjoy, unwind and have fun during these occasions, be sure not to be carried away to the extent of affecting the safety and protection or inflicting any possible harm to any of your companions or other individuals present nor cause any adverse impact to our Company image and brand.

4. Employee Privacy

Employees who have access to personnel information must ensure that the information is kept private and confidential. Personal items, messages or information that you consider private and unrelated to FPG business should not be placed or kept anywhere in the FPG workplace. FPG management has the right to access and inspect FPG furnished facilities. To protect its

employees and assets, FPG may ask to search an employee's personal property, including bags, located on or being removed from FPG locations. FPG management requests all employees to cooperate and appropriate sensitivity during these times and ensure that management presence is deployed during a search.

5. Protecting FPG's Assets

You are personally responsible for protecting FPG property entrusted to you and for helping to protect the company's assets in general. You should be alert to any situations or incidents that could lead to the loss, misuse or theft of company property. You should immediately report such situations to your manager or to the top management.

5.a. Physical Assets

FPG's physical assets, such as equipment, systems, facilities, corporate charge cards and supplies, must be used only for conducting business-related transactions or for purposes authorized by management.

5.b. FPG Information and Communication System

FPG's information and communication systems, including FPG connections to the internet, are vital to FPG's ongoing business. You can use them for conducting FPG business or for other incidental purposes authorized by your management or by applicable FPG guidelines. It is inappropriate to use FPG systems to play computer games, visit internet sites that feature sexual content or to email chain letters totally unrelated to the conduct of FPG business. Downloading of heavy files that may slow down internet connection and/or cause possible virus to enter into the computer system of the Company require prior management approval and/or IT department endorsement. These acts are also inappropriate for these may interfere with your productivity or the productivity of others within the Company. You are responsible to ensure that your use of FPG system is appropriate and not in violation of any FPG guidelines.

5.c. Proprietary Information

FPG proprietary information is any information that is owned by FPG, including all information in FPG databases. Much, but not all, FPG proprietary information is confidential.

Proprietary information includes:

- FPG's technical information relating to current and future products/services;
- business/marketing plans or projections; and other financial data;
- personnel information including executive and organizational changes; and,
- computer software or program.

FPG's proprietary information is the result of the ideas and hard work of many of your fellow employees and of substantial investments by your Company. FPG confidential information gives FPG a competitive advantage in the marketplace, and FPG would be disadvantaged if its competitors discovered it.

As an FPG employee, you will have access to information that FPG considers proprietary. It is critical that you do not disclose or distribute that information except as authorized by FPG management.

5.c.1. Inadvertent Disclosure

Inappropriate disclosure is a violation of the BCG. Never discuss with any unauthorized person proprietary information that FPG considers confidential or which FPG has not made public. You should not discuss such information even with authorized FPG employees if you are in the presence of others who are not authorized (i.e. elevators or any other public area). You should also not discuss such information with family members or with friends, who might innocently or unintentionally pass the information on to someone else.

Remember that a harmful disclosure may start with the smallest leak of bits of information. Fragments of information you disclose may be pieced together with fragments from other sources to form a fairly complete picture. Thus, you should be very careful to avoid the inadvertent disclosure of proprietary information at all times.

5.c.2. Using Proprietary Information

Besides your obligation to protect FPG proprietary information from unauthorized disclosure or distribution, you are also required as an employee to use such information only in connection with FPG's business. This obligation applies whether or not you developed the information yourself.

5.c.3. Business-related Financial Transactions

Employees are expected to comply with prudence and good judgment all their official financial business transactions. All employees must act in accordance with all our existing accounting policies and procedures. Employees should always be conscientious and on time in filing liquidation and/or reimbursement on financial transactions. Being responsible in financial reporting will help relieve you from any stress or pressure on administrative compliance thereby making you more focused on your tasks at hand.

6. Sexual Harassment

The Company values and upholds the dignity of every individual. Thus, all forms of sexual harassment in the workplace are absolutely prohibited.

7. Leaving FPG

If you leave the Company for any reason, including retirement, you must return all FPG property, including documents and media that contain FPG proprietary information, and you may not disclose or use FPG proprietary information, including FPG confidential information. Also, FPG's ownership of intellectual property that you created or were exposed with while you were an FPG employee continues even after you leave the company.

V. ON YOUR OWN TIME

1. Conflicts of Interest

Your private life is very much your own. Still, a conflict of interest may arise if you engage in any activities or advance any personal interests, at the expense of FPG's interests. In instances

like these, consult your manager immediately. In evaluating your own situation, you will have to consider many factors and areas.

The most common types of conflicts are shown here to help you make informed decisions.

1.a. Assisting a Competitor

You cannot work for an organization that markets products/services in competition with FPG's current or potential products/service offerings in any capacity, such as employee, a consultant or as a member of its board of directors. Such activities are prohibited because they could divide your loyalty between FPG and that organization.

1.b. Competing Against FPG

You may not commercially market products/services in competition with FPG's current or potential product/service offerings. Such marketing activities are "commercial" if you receive direct or indirect remuneration of any kind. Performing such activities on a non-commercial basis is usually permissible, but not if FPG decides that the activities have or may have more than a minimal impact on FPG's current or future business.

1.c. Supplying FPG

Unless approved in advance by senior management and reviewed annually, you may not be a supplier to FPG, work for a supplier, and be a substantial owner or member of its board of directors while you are an employee of FPG. You may not accept money or benefits of any kind for any advice or services you may provide to a supplier in connection with its business with FPG.

1.d. Using FPG's Time and Assets

You may not perform non-FPG work or solicit such business on FPG premises while working on FPG time, including time you are given with pay to handle personal matters. Also, you are not permitted to use FPG assets, including equipment, vehicle, telephones, corporate card, materials, resources or proprietary information for any outside work.

1.e. Personal Financial Interests

You should not have a financial interest in any organization that FPG does business with or competes with if that interest would give you or would appear to give you a conflict of interest with FPG. Such organizations include suppliers, competitors, customers, agents, brokers, distributors and alliance partners.

An FPG employee shall not be allowed to earn more than what is officially provided as his/her financial remuneration. Thus, he/she should never engage in financial personal arrangements for commission with agents, motor shop repairs, adjusters and the like.

A financial interest is improper if your job allows you to access or influence the business decisions process that could benefit other organizations with negative impact to FPG. Consult your management immediately whenever you feel that you need to resolve a related situation.

2. Participation in Public Life

FPG will not make contributions, payments or give any endorsement of support which would be considered as a contribution, directly or indirectly, to political candidates, political parties including intermediary organizations, such as political action and campaign committees. You must not make any political contribution as a representative of FPG.

You will not be paid by FPG for any time campaigning for a political candidate. You can, however, take reasonable time off without pay for such activities if your FPG duties permit and management approves such vacation time for your political activity.

The employee is not allowed to serve in appointive or elective position in Government or holding other employment elsewhere where his/her efficient performance of duties and responsibilities to the company maybe adversely affected due to his/her obligations to the Government or elsewhere. In such case, the employee should decide early on whether to still pursue his career in the company and devote his/her time and effort performing his/her duties at his best.

An FPG employee is, however, encouraged to actively participate in socio-civic causes, environmental or charitable institutions or various industry associations whether as a member or as an officer. This is a noble and effective way to network FPG to the outside world while being able to bring back to the community and the country in general, through your personal services or FPG resources, the blessings that we generously receive all these years.

2.a. Speaking Out

When you speak out on public issues, make sure that you do so in your personal capacity, making sure you are not perceived as acting on behalf of FPG nor expressing any Company statements/opinions unless you were authorized by the Company.

3. Someone Close to You Working in the Industry

With the growth in two-career families and the expansion of the industry, you may find yourself in a situation where your spouse, another member of your immediate family or someone else you are close to is a competitor or supplier of FPG or is employed by one.

Such situations call for extra sensitivity, confidentiality and management of conflicts of interests. Always remember to avoid inadvertently compromising FPG's interests.

Several factors to consider in assessing such a situation include the:

- relationship between FPG and the other company;
- nature of your responsibilities as an FPG employee and that of the person close or related to you; and,
- access each of you has to your respective employers' confidential information.

If you have any questions on this, review it further with your manager to assess the nature and extent of any concern and how it can be resolved.

Frequently, any risk to FPG's interests is sufficiently remote that your manager needs only to remind you to guard against inadvertently disclosing FPG confidential information. However, in

some instances, a change in the job responsibilities of one of the people involved may be necessary.

We trust that you will abide by and comply with all the stated guidelines for an ethical business dealing.

Updated January 2017
RYD approved