



Business Integrity Program

1. COVERAGE

This policy shall apply to all directors, officers, employees, third-party business partners, and other stakeholders of AREIT, Inc. (“AREIT” or the “Company”).

2. STATEMENT OF POLICY

All directors, officers, employees, third-party business partners, and other stakeholders of the Corporation are expected to observe and uphold AREIT’s Business Integrity Program (“BIP”).

3. OBJECTIVES AND SCOPE

- 3.1 As part of fostering an open environment, AREIT created the BIP to advocate honesty and communication between the AREIT Audit Committee, acting as AREIT’s Ethics Committee, and allied enterprises.
- 3.2 AREIT’s BIP scope includes implementing its Whistleblowing, Anti-Bribery and Corruption, Employee Investigation Policies, Vendor Audit Program, Code of Ethics, and other related policies.
- 3.3 AREIT can identify and rectify all unethical practices and remain a stalwart example of honest corporate governance through the program.

4. DEFINITION OF TERMS

- 4.1 **Business Integrity Channels** refer to the whistleblowing channels that can be any of the following: (a) website; (b) e-mail; (c) mobile phone; or (4) Management Reporting.
- 4.2 **Director** refers to a member of the Company’s Board of Directors.
- 4.3 **Officer** refers to those who execute organizational activities and are listed or appointed following the Company’s Bylaws. These shall include but not limited to the President and Chief Executive Officer, Chief Finance Officer, Chief Audit Executive, Chief Compliance Officer, Chief Risk Officer, Comptroller, Treasurer, Chief Information Officer, Data Privacy Officer, Corporate Secretary, and Assistant Corporate Secretary.
- 4.4 **Reportable Condition** covers any of the following concerns: (a) misconduct or policy violations; (b) corruption; (c) asset misappropriation; (d) financial reporting fraud; and (e) retaliation complaints.
- 4.5 **Subsidiary/ies** shall refer to a corporation or a partnership or an incorporated joint venture owned or controlled, directly or indirectly, through one or more intermediaries, by AREIT whether by ownership or more than fifty percent (50%) of the voting stock or equity interest or by contract.
- 4.6 **Third-Party Business Partner** refers to potential or existing suppliers of goods or services, buyer, customer, or any other business partner who has current or intended business dealings with AREIT.
- 4.7 **Whistleblower** refers to an employee, third-party business partner, or other stakeholders who report alleged Reportable Conditions using the Business Integrity Channels.



4.8 **Whistleblowing Report** refers to a complaint filed by a Whistleblower about a Reportable Condition.

5. ROLES AND RESPONSIBILITIES

The following bodies provide oversight and lead AREIT's BIP implementation.

5.1 AREIT ETHICS COMMITTEE

- a. The AREIT Ethics Committee spearheads the implementation of AREIT's Business Integrity Program, which includes providing oversight on the implementation of the Business Integrity Channels and conduct of all investigations, including but not limited to employee investigations and vendor audits. It reports directly to the AREIT Audit Committee.
- b. AREIT President and CEO shall chair the AREIT Ethics Committee, composed of three members: (1) the Chief Finance Officer; (2) Chief Audit Executive; and (3) the Chief Compliance Officer, with the Head of Legal as alternate.
 - i. The AREIT Ethics Committee shall ensure that all reports concerning employees' potential company policy violations, including those received through the Business Integrity Channels, and vendor audit results are processed following the defined scope of the AREIT BIP.
 - ii. The AREIT CAE shall aid in understanding the existing internal control design and provide advice as to the needed control improvements.
 - iii. The AREIT CFO/CCO shall use the final investigation reports as inputs to enhance overall governance and risk management.
 - iv. The Head of Legal may be tapped to provide the necessary legal advice.
- c. The AREIT Ethics Committee shall convene at least once a year, or as may be necessary, to discuss, among others, the following items:
 - i. Nature and status of all reports received by the AREIT Ethics Committee concerning employee's potential violation of the Company policies, including whistleblowing reports received via the AREIT Business Integrity Channels as discussed in the Whistleblowing Policy;
 - ii. Status and final resolution of all investigations carried out by the AREIT Employee Investigation Committee as described in the Employee Investigation Policy;
 - iii. Status and final resolution of all Vendor Audits conducted in accordance with the Vendor Audit Program; and
 - iv. Needed improvements to the AREIT BIP policies and processes, if any.
- d. The AREIT Ethics Committee shall consolidate and maintain a complete BIP Masterfile, which will record the above items. Such BIP Masterfile shall become the basis of the AREIT Ethics Committee Chairman's biannual reporting to the AREIT Audit Committee.
- e. Reports received that do not involve employee's potential violation of the Company policies or whistleblowing reports that do not fall under any of the reportable conditions defined in Section 5 of the Whistleblowing Policy shall be excluded from the scope of the AREIT Ethics Committee.



5.2 Employee Investigation Committee

- a. The Employee Investigation Committee shall be responsible for initiating, conducting, and monitoring Preliminary Investigations on cases involving employees of AREIT. It is expected to exercise confidentiality and impartiality and consider previous cases and decisions.
- b. The Employee Investigation Committee shall be chaired by the AREIT President and CEO, which is also responsible for forming the committee if an investigation is warranted. Two (2) members shall support the Chairperson, namely, the Chief Risk Officer and a member of the legal team (*i.e.*, should be a different person from the Head of Legal who is a member of the AREIT Ethics Committee, if warranted). The Chairperson shall determine the need to involve resource persons such as the employee's immediate supervisor and subject matter experts (*i.e.*, CFO for related financial matters, lawyers for legal matters, Data Privacy Officer for data privacy matters, Internal Audit for internal control related matters, among others) from other groups or externally, if applicable.
- c. The Employee Investigation Committee shall also lead the periodic reporting of the status and final resolution of Preliminary Investigations to the AREIT Ethics Committee.
- d. The activities of the Employee Investigation Committee shall be governed by the provisions of the Company's Employee Investigation Policy.

5.3 Construction or Corporate Bidding Committees ("Bidcom")

- a. As a subsidiary of Ayala Land, Inc. ("ALI"), AREIT shall avail of the services of ALI's Construction or Corporate Bidding Committees.
- b. **Notwithstanding the defined roles and responsibilities of ALI Bidcom, it shall likewise act as a decision-making body for business integrity-related cases involving vendors.**
- c. **The ALI Bidcom shall also lead the periodic reporting of vendor audits' status and final resolution to the AREIT Ethics Committee through AREIT's Chief Audit Executive.**
- d. **The ALI Bidcom shall be guided by the provisions of the Vendor Audit Program.**

6. ADMINISTRATION

The AREIT BIP administration shall consider the Whistleblowing Policy, Anti-Bribery and Corruption Policy, Insider Trading Policy, Vendor Audit Program, Related Party Transactions Policy, Employee Investigation Policy, and other related policies, all of which are deemed adopted into this BIP.

7. EFFECTIVITY OF THE POLICY

This Business Integrity Program, approved by the Board of Directors on the 24th of February 2023 shall be effective immediately.


JOSE EMMANUEL H. JALANDONI
Chairman


MA. TERESA R. FAMY
Chief Compliance Officer