

BELLE CORPORATION

Code of Business Conduct and Ethics

Rev. May 2018

Belle Corporation (Belle) envisions itself as a world-class provider of the finer things in life. The Company is fully committed to doing business in accordance with the long-held values and ethical standards that have been the foundation for the growth and success of the Company as well as comply with all applicable laws and regulations.

The Directors, officers, employees, consultants, advisers and suppliers acting on behalf of the Company shall always act honestly, comply with all the applicable laws and regulations, protect the name of the Company and safeguard its reputation.

The Company's business ethics is founded on its core values of vision, leadership, focus, hard work, integrity, innovation and prudence, which shall guide the Company in the accomplishment of its mission, namely:

- To develop quality entertainment and leisure facilities that promote growth and environmental sustainability;
- To enhance shareholder value for the Company's partners and investors;
- To promote a mutually beneficial relationship with all stakeholders grounded on integrity and respect;
- To be an employer of choice offering career growth opportunities; and
- To enhance the quality of life of the communities it serves.

I. Coverage of the Code of Business Conduct and Ethics

This Code of Business Conduct and Ethics (CBCE) states the principles that guide the Company's directors, officers, employees, consultants, advisers and suppliers acting on behalf of Belle in the performance of their duties and responsibilities and in their relationships with themselves and with investors, creditors, customers, contractors, suppliers, competitors, regulators, other stakeholders and the general public.

Vendors, suppliers, contractors, business partners, customers, stakeholders and shareholders should align their dealings with the Company's CBCE.

II. Compliance with Laws

- A. Belle business dealings and transactions should be compliant with all applicable laws in the countries, districts, and communities in which its companies operate and must not in any way compromise the good name and reputation of the Company. This includes legislation and regulation pertaining to financial reporting, upholding fair trade and competition, pricing, employment, protection of the environment and other regulations.

B. Insider Trading

All directors, officers, employees are prohibited from buying or selling (trading) shares of stock of publicly-listed Belle Group using material and confidential information that has not been disclosed to the public and obtained by reason of position, contact within or other relationship with the Company. They are also prohibited from passing on such information to someone else who then buys or sells the Company's stock. (Please refer to Annex 1 for the Insider Trading Policy).

Material information is any non-public information that is significant enough to affect the value of the Company's stock, or to influence someone to buy or sell stock. Public information is that which is available in a Securities and Exchange Commission (SEC) and Philippine Stock Exchange (PSE) filing or press release in major media communications channels.

C. Public Disclosures

Belle respects and protects the rights of its shareholders. The Company shall adopt strategies and plans with the end view of increasing shareholder value.

The Company shall maintain accurate and complete records of all financial and business transaction in accordance with laws and regulations governing financial reporting and generally accepted accounting principles.

Shareholders will be provided with complete, accurate, material and timely information regarding their investment and the Company's operations. These provide the basis for the report it discloses to the public, its shareholders and stakeholders regarding the Company's results of operations and financial position.

The Company shall fully comply with the reporting requirements of the SEC, PSE and other government agencies and regulators. (Please refer to Annex 2 for the Disclosure Policy).

The Company also ensures that an independent audit of its financial statements is conducted by external auditors. It shall maintain a system of internal controls to ensure that financial reports present fairly the financial position and operating results of the Company.

D. Related Party Transactions (RPT)

Full disclosure of the details, nature, extent, and all other material information on transactions with related parties shall be observed in the Company's financial statements, and in its quarterly and annual reports to the SEC and the PSE. (Please refer to Annex 3 for RPT Policy).

Belle Management shall present the details of transactions entered into by the Company with related parties to the Related Party Transactions Committee for review and approval. This is to ensure that the Company conducts all related-party transactions at arm's length and at market rates.

The Directors are required to abstain from participating in any board discussion, deliberation and decision-making concerning any issue or transaction where they are conflicted.

III. Ethical Practices

To illustrate Belle's commitment to uphold the principles of fairness, integrity and accountability in the way it conducts business, it supports the following ethical practices:

A. Support for Diversity and Non- Discrimination

The Company values, promotes and observes a policy on diversity in the composition of the Company's Board of Directors. Diversity in age, gender, ethnicity, experience, field expertise, and personal qualities shall be considered by the Board as it installs a process of selection to ensure a mix of competent directors and key officers.

Whether in selection of the countries and markets where the Company operates, hiring and promotion of employees, selection of suppliers and contractors – the Company decides on the basis of merit and value to shareholders and does not discriminate on the basis of race, age, religion, or gender.

All board members, officers, employees, consultants and suppliers acting on behalf of Belle are prohibited from practicing any form of discrimination or harassment in the workplace, This obligation to refrain from such behavior extends to contractors, vendors, suppliers, or visitors, to the extent that their conduct affects the work environment.

B. Respect for Confidentiality and Privacy of Information

Directors, employees and officers, consultants, advisers and suppliers acting on behalf of Belle are expected to maintain and safeguard the confidentiality of Company information relating to Belle, its subsidiaries, affiliates, customers, stakeholders and other groups with whom Belle relates except when disclosures are allowed and mandated by law. Vital business information such as financial reports, strategies, plans, trade secrets and proprietary information about the Company, its business activities shall not be disclosed unless authorized by the Company or required by law. Everyone shall ensure the accuracy of business information and protect the integrity of corporate records and other documents related to the operation of the Company.

Information regarding individuals working for the Company shall also be treated as private information and shall not be divulged to other parties except when required by legal processes or with the consent of the employee.

C. Customer Welfare

Belle recognizes that the core of its business is its customers, and values customer satisfaction and loyalty. Thus, all directors, officers, employees, consultants and suppliers acting on behalf of Belle shall be guided by fairness, professionalism, courtesy and respect when dealing with customers, and shall endeavor to provide excellent and diligent service at all times. No false or misleading information shall be provided to customers.

In the event a customer (whether external or internal) raises a concern in person or through electronic mail, regular mail or telephone, his complaint shall be immediately acknowledged and

referred to Management for proper action. Customer shall expect a feedback either via mail or telephone from the concerned Department within a reasonable period of time.

The Company sets a policy that non-financial performance indicators (NFPI) shall be identified, monitored and trends analyzed to ensure that results not within acceptable guidelines are addressed. These NFPI's include, but are not limited to: number and nature of customer complaints received, speed and appropriate response for resolving customers' and other stakeholders' concerns, increased number of property hand-overs to buyers within a shorter period, number of properties under reservation sales/completed sales/cancellations, percentage of completion of new project developments, etc.

Likewise, Belle is committed to protect the safety and security of its customers. Accordingly, the Company shall undertake to keep its premises well-secured, and continuously implement ways to eliminate hazards that would pose threats to the safety of its customers.

In addition, Belle is committed to keeping its clients' information private and secure. These shall cover the clients' names, home addresses, telephone numbers, educational background and other details pertaining to customers' families.

D. Employee Welfare

All officers and employees are to be selected, engaged, and compensated based on qualification, merit and performance. Equal opportunities are likewise promoted regardless of age, race, gender and religion.

In line with one of the Company's missions which is to be the employer of choice offering career growth opportunities, Belle continues to provide services and facilities for their employees' betterment. The aims are to make them improve as individuals, as team players at work and as members of the community. Further, focus on employee welfare is given to help improve their skills, loyalty, dedication, passion and productivity at work.

The Company shall also provide continuous learning and development opportunities to improve and increase their level of competency, efficiency and general well-being leading to professional growth. Office uniforms, leave credits, medical healthcare, merit increases, bereavement assistance are extended as well. In addition, as the Company values the importance of work-life balance, it enjoins its employees to participate in health and fitness programs, team building, sports competitions and CSR-related activities which promote the spirit of volunteerism.

On an annual basis, performance is measured against defined targets, which are based on both financial and non-financial indicators of progress towards the short and long-term goals of the Company. Employee compensation and rewards are determined based on the individual performance of the employee and overall Company performance.

All employees shall be treated fairly and accorded respect and dignity. Their individual and collective rights shall not be violated.

The Company shall maintain a safe, productive and conducive workplace and comply with all applicable health, safety and environmental laws. It shall foster harmonious relations among its

officers and employees and establish free and honest communication with them. Employees are covered by rules against the use of prohibited drugs and working under the influence of liquor.

The Company endeavors to provide career advancement to employees through a clearly defined promotion system based on the employee's competencies, major contributions and accomplishments, work attitude and interpersonal relationships. Performance appraisals are conducted annually, and merit increases resulting from the appraisals are given to the deserving employees subject to the review and approval of Management.

Employee loyalty and dedication are also given due recognition. Service awards are given at every Belle corporate Christmas party to employees who have rendered services of 5, 10, 15, 20 and 25 years.

News and information about the Company's developments, events, messages from company executives and best governance practices are featured in the Belle portal. This is reviewed monthly and cascaded to all employees.

E. Corporate Social Responsibility

Belle shall continue to initiate and participate in charitable causes and community organizations thru its corporate social responsibility arm, Belle Kaagapay, to help improve the quality of life of the communities where it operates, through education, environment protection, social services, health care and livelihood programs.

Belle Kaagapay shall remain committed in its partnership it has forged with the citizens of these host communities by teaching them sustainable, realistic and easy to replicate activities that will create productive and empowered citizens, uplifting their qualities of life while nurturing self-respect and human dignity.

F. Environmental Sustainability

Belle shall endeavor to adhere to sustainable practices such as tree-planting activities, waste segregation, recycling, and installation of a sewerage treatment plant that converts wastewater to usable water to ensure the protection of the environment, and shall seek to deliver maximum growth with minimal and responsible consumption of natural resources.

G. Avoiding Conflicts of Interest

All business decisions and actions must be based on the best interests of the Company and the value to shareholders, and should not be motivated by personal considerations or relationships which may interfere with the exercise of independent judgment. (Please refer to Annex 4 on Policy for Conflict of Interest).

All directors, officers and employees should use the property and resources such as but not limited to facilities, intellectual properties, software vehicles, supplies of the Company, its businesses and their positions exclusively for Belle's benefit. This means that they must not act on their own or support any action that will run counter against the Company's ethical standards. They should

always seek to advance the goals of the Company as approved by its Board. They shall also not use their positions for their or their related interests' personal gain or benefit.

Grants or loan arrangements extended to Directors and Key Officers by the Company and/or its subsidiaries and affiliates are prohibited unless covered by the requisite approval from the Board of Directors and are done at arms'-length basis and at market rates.

All directors, officers, employees, consultants, advisers and suppliers acting on behalf of Belle shall act with utmost integrity and shall not engage in unfair dealing practices or dealings. As such, they are required to disclose any business and personal interest or benefit in any transaction involving Belle or its subsidiaries to ensure that potential conflicts of interest are immediately brought to the attention of Management. Even the appearance of impropriety and the potential for conflict should be disclosed and avoided. Such may include but need not be limited to the following:

1) Interest in businesses of suppliers, competitors, or customers

This refers to any financial or personal interest in the business of a supplier, competitor, or customer, whether publicly listed or privately held. Financial interest or management participation by an immediate family member or relatives or friends needs to be disclosed as well.

2) Employment or analogous service in the business of a supplier, contractor, or customer

Engagement by such entities as a director, adviser, officer, employee, or consultant needs to be disclosed and requires prior approval by the Company. Engagement in such capacity of an immediate member of the family (parent, brother, sister, spouse, child) needs to be disclosed as well.

3) Engagement by other commercial enterprises or in a political office

Engagement in another occupation or provision of service to any other commercial enterprise, as well as holding of a concurrent position in government in addition to one's position in Belle needs to be disclosed and requires written approval by the Company.

4) Acceptance of gifts, entertainment, hospitality

Gifts, entertainment, meals and travel of significant value may not be accepted from any supplier or customer of the Company. Neither can an immediate family member or representative be designated to accept such on behalf of the employee. (Please refer to Annex 5 for Guidelines on Gifts / Entertainment / Hospitality).

5) Political activities

If a director, employee is engaged in a political activity, one must make sure that he is not suggesting that he is acting on behalf of the Company. In addition, active involvement in any political party or political campaign should be disclosed and requires written permission from the Company.

The Company prohibits the payment of money or anything of value to any person working for the government, or a political party member or candidate for the sole purpose of securing, retaining or directing business. This covers the consultants and business partners and representatives acting on behalf of the Company.

6) Relatives in the same company

Disclosure should be made when an employee has a relative that is employed by the same company. Management may exercise its discretion on such disclosure, but should avoid as much as possible situations where there will be relatives with a superior-subordinate relationship or in a control function exercised over the department of a relative.

In addition to the presence of relatives in such situations, employees should disclose any personal relationship when such begins to exist with another employee where one exercises a superior-subordinate relationship or control relationship with the employee.

7) Supervisor and Subordinate relationship

Personal borrowings where the co-maker is the subordinate's direct or indirect report or supervisor is prohibited. The same holds true where a direct or indirect report or supervisor stands as the subordinate's wedding sponsor and/or godparents of subordinate's family members. This prohibition is in the interest of promoting fair dealings among employees themselves, officers and Directors as all decisions shall be based on the best interest of the Company.

8) Abuse of authority for personal advantage

Authority shall be exercised with regard to truth, justice, prudence even charity. It has to respect and protect a person's rights, and especially if it does not serve the common good.

IV. Reporting Ethics Violations

Directors, officers, and employees may report verbally or in writing and anonymously any violations of this Code to any of the following members of the Ethics Committee:

1. Head of the Human Resources Department
2. Head of the Governance and Corporate Affairs Department
3. Head of Internal Audit

Management has a commitment to handle such reports with strict confidentiality and discretion, and protect the identity of the person making such a report. Such persons shall be granted protection from any retaliation that may come from the parties being reported. (Please refer to Annex 6 for Policy on Accountability, Integrity and Vigilance – Whistle Blowing).

V. Accountability for Ethics Code Implementation

The office of the Head of the Human Resources shall be accountable for the publication of this code and shall ensure that all directors, officers, employees, consultants, advisers and suppliers acting on behalf of Belle receive a copy.

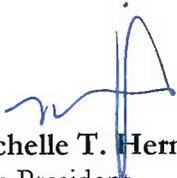
For reports on violations, the office of the Human Resources Department Head shall ensure a confidential investigation is immediately undertaken to determine the veracity of the report, gather pertinent data, and recommend appropriate sanctions which may lead to separation from the service of the Company, and/or may result to the filing of appropriate civil actions.

All Managers are responsible for the proper dissemination and implementation of the provisions of this Code in their respective work units and shall strive to be role models of the Code's provisions.

This Code shall take effect immediately upon the approval of the Board of Directors and shall be reviewed annually or such other frequency as mandated by the Board and/or the Office of the Ethics Committee.

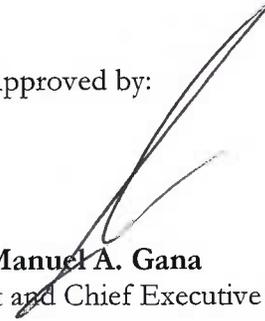
Belle Corporation
Code of Business Conduct and Ethics
Rev. May 2018

Recommended by:



Michelle T. Hernandez
Vice President
Governance and Corporate Affairs

Approved by:



Manuel A. Gana
President and Chief Executive Officer

 BELLE CORPORATION	POLICY	Governance and Corporate Affairs	Policy No. GOV 2017-002	
			Reference: Code of Business Conduct and Ethics	
	INSIDER TRADING			Effective Date as approved by BOD on 07.29.2013

1. Objective

- 1.1. To implement the prohibitions on insider trading in the Securities Regulation Code and to comply with best practices on Corporate Governance.

2. Scope / Coverage

- 2.1. This policy covers Directors, Officers, Employees, Consultants and Advisers, as well as:
- 2.2. Persons who may have been made aware of any material non-public information, with respect to the Company and its operations, either thru his work or received inadvertently¹; and
- 2.3. Extends to the above insiders' spouse or relatives by affinity or consanguinity within the second degree, legitimate or common-law².

3. Definition of Terms

- 3.1. Material Information – is any non-public information that is significant enough to affect the value of the Company's stock, or to influence someone to buy or sell stock. Such material information includes, but is not limited to, financial results, mergers and acquisitions, significant investments and litigations, major changes in key senior management positions, dividend declarations, and the like.
- 3.2. Public information is that which is available in a Securities and Exchange Commission (SEC) and Philippine Stock Exchange (PSE) filing or press release in major media communications channels.

4. Policy

Directors, Officers and Employees are prohibited from buying or selling (trading) shares of stock of Belle Corp. using material non-public information and obtained by reason of position, contact within or other relationship with the Company. They are also prohibited from passing on such information to someone else who then buys or sells the Company's shares of stock.³

5. Guidelines

- 5.1. Trading Restriction Period – Directors, Officers and Employees and covered persons mentioned above are prohibited from trading in Belle shares within the period five (5) trading days before and two (2) trading days after the disclosure of quarterly and annual financial results and any other material information.
 - 5.1.1. This is pursuant to Section 13.2 of the PSE Disclosure Rules – “13.2 A Director or Principal Officer of an Issuer must not deal in the Issuer's securities during the period within which a material non-public information is obtained and up to two full trading days after the price sensitive information is disclosed.”
- 5.2. Reporting Requirements – Directors, Officers and Employees are required to report to the Governance and Corporate Affairs (G&CA) Department all dealings in Belle shares within three (3) business days from the date of trading. All Directors and Key Officers covered by the SEC and PSE's reporting requirements with regard to their shareholdings in the Company shall do so immediately and correctly.

¹ Republic Act No. 8799 – The Securities Regulation Code, Section 3.8

² Securities Regulation Code – 2015 Implementing Rules and Regulations, Rule 27

³ Belle Corp. Code of Business Conduct and Ethics ver. May 2017, Section II-B

 BELLE CORPORATION	POLICY	Governance and Corporate Affairs	Policy No. GOV 2017-002	
			Reference: Code of Business Conduct and Ethics	
	INSIDER TRADING			Effective Date as approved by BOD on 07.29.2013

5.3. Penalties – Any person who violates this policy shall be subject to disciplinary action, without prejudice to any civil or criminal proceedings which may be filed against him. Under the law, insider trading may be subject to penalty for damages or fines and/or imprisonment.

6. Work Instructions

6.1. Do not trade (buy or sell) BEL shares within the trading ban of five (5) business days before and two (2) business days after disclosure of material information. Illustration follows:

If BEL Disclosure of material information will be made on 11.03.2017 (for example, the 3Q2017 Financials), do not trade from 10.25.2017 (5 days before) up to 11.07.2017 (2 days after). Trading may resume on 11.08.2017.

October 2017							November 2017						
Sun	Mon	Tue	Wed	Thu	Fri	Sat	Sun	Mon	Tue	Wed	Thu	Fri	Sat
1	2	3	4	5	6	7				1	2	3	4
8	9	10	11	12	13	14	5	6	7	8	9	10	11
15	16	17	18	19	20	21	12	13	14	15	16	17	18
22	23	24	25	26	27	28	19	20	21	22	23	24	25
29	30	31					26	27	28	29	30		

11.03.2017	BEL Disclosure of 3Q2017 Financials to SEC and PSE
BAN 5D before	= From 10.25.17 to 11.05.17
BAN 2D after	= From 11.06.17 to 11.07.17
Resume trading	= On 11.08.2017

6.2. Directors, Officers and Employees are required to report their trading of BEL shares within three (3) business days after the transaction to the G&CA Dept. via email to: governance@belcorp.com stating the number of BEL shares purchased or sold, price per share and percentage of BEL shares owned to BEL's outstanding capital stock. G&CA will send a monthly summary report to the Compliance Officer.

6.2.1. G&CA shall file a Disclosure Form to SEC and PSE for Directors and Key Officers who:

6.2.1.1. Are newly appointed as Director or Key Officer – SEC Form 23-A (Initial Statement of Beneficial Ownership of Securities) within ten (10) calendar days after becoming a Director / Key Officer;

6.2.1.2. Acquire / Dispose of BEL shares – SEC Form 23-B (Statement of Changes in Beneficial Ownership of Securities) within ten (10) calendar days after the close of each month thereafter.

6.2.2. G&CA shall file a Disclosure Form to SEC and PSE for Employees and Other Covered Persons who:

6.2.2.1. Acquire more than five percent (5%) of Belle's outstanding capital stock (OCS) – SEC Form 18-A (Report by Owner of more than Five Percent) within five (5) business days after acquisition;

6.2.2.2. Acquire ten percent (10%) of Belle's OCS – SEC Form 23-A (Initial Statement of Beneficial Ownership of Securities) within ten (10) calendar days after becoming a 10% holder.

For clarification, please call Liz Tan or Michelle Hernandez of G&CA at extension 2111 and 8812 respectively.

	POLICY	Governance and Corporate Affairs	Policy No. GOV-2018-001	
			Reference: Manual on Corporate Governance	
	CORPORATE DISCLOSURES		Effective Date as approved by BOD on 05.25.2017	Amended on 05.25.2017

1. Objective

- 1.1. To provide guidelines on corporate disclosure policy and procedures.

2. Scope / Coverage

This policy covers all Directors, Officers and Employees.

3. Policy

The Company shall establish corporate disclosure policies and procedures that are practical and in accordance with best practices and regulatory expectations.

4. Guidelines

- 4.1. Corporate disclosure policies and procedures shall be in place to ensure a comprehensive, accurate, reliable and timely report to shareholders and other stakeholders to give a fair and complete picture of the Company's financial condition, results and business operations.
- 4.2. The Company shall have a policy requiring all directors and officers to disclose/report to the Company any dealings in the Company's shares within three business days.
- 4.3. The Board shall fully disclose all relevant and material information on individual board members and key executives to evaluate their experience and qualifications, and assess any potential conflicts of interest that might affect their judgment.
- 4.4. A clear disclosure of its policies and procedure shall be in place for setting Board and executive remuneration, as well as the level and mix of the same in the Annual Corporate Governance Report.
- 4.5. Full disclosure of the Company's policies governing Related Party Transactions (RPTs) and other unusual or infrequently occurring transactions shall be required in the Manual on Corporate Governance. The material or significant RPTs reviewed and approved during the year shall be disclosed in its Annual Corporate Governance Report.
- 4.6. A full, fair, accurate and timely disclosure shall be made to the public of every material fact or event that occurs, particularly on the acquisition or disposal of significant assets, which could adversely affect the viability or the interest of its shareholders and other stakeholders. Moreover, the Board of the offeree Company shall appoint an independent party to evaluate the fairness of the transaction price on the acquisition or disposal of assets.
- 4.7. The corporate governance policies, programs and procedures shall be submitted to the regulators and posted on the Company website.
- 4.8. The Board shall therefore commit at all times to full disclosure of material information dealings. It shall cause the filing of all required information through the appropriate Exchange mechanisms for listed companies and submissions to the Commission in the interest of its stockholders and other stakeholders.

For questions and/or clarifications, please contact Liz Tan or Michelle Hernandez at extension 2111 and 8812, respectively, or email governance@bellecop.com.

 BELLE CORPORATION	POLICY	Governance and Corporate Affairs	Policy No. GOV 2017–003	
			References: Annual Corporate Governance Report	
	RELATED PARTY TRANSACTIONS	Effective Date as approved by BOD on 07.29.2013		Amended on 01.01.2017 Ver.1, Rev. 1

1. Objective

- 1.1.** To provide guidelines that address Related Party Transactions (RPT) in the manner that will safeguard the interest of the Company and in particular of its minority shareholders and other stakeholders.

2. Scope / Coverage

- 2.1.** This policy covers material transactions between Belle Corporation and Related Parties, which include (but are not limited to) subsidiaries, affiliates, associates, directors, officers and employees.

3. Definition of Terms

- 3.1.** Related Parties – are enterprises and individuals that has the ability to control directly, or indirectly through one or more intermediaries or are controlled by, or under common control with the Company, including holding companies, and subsidiaries, or exercise significant influence over the other party in making financial and operational decisions. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties. (REF: BEL 2016 SEC Form 17-A, SGV Report p84).
- 3.2.** Material transactions – are transactions reaching the set threshold amount as recommended by Management and approved by the Board of Directors.

4. Policy

It is the Company's policy that transactions with related parties are made at terms equivalent to prevailing market rates and at arm's length basis.

5. Guidelines

- 5.1.** Belle Management shall present material transactions entered into by the Company with related parties to the Related Party Transactions Committee for review prior to Board approval and Management execution.
- 5.2.** Management shall conduct a periodic assesment on the following:
- 5.2.1. Collectibility of receivables from related parties and the necessity to provide allowance for doubtful accounts for such receivables
 - 5.2.2. Market and financial risks faced by related parties
 - 5.2.3. Guarantees issued to or received from related parties
 - 5.2.4. Financial and economic soundness of RPTs (e.g. receivables and payables, cash placements and loans, investments in shares of stock, management / service fees, etc.)
- 5.3.** Full disclosure of the details, nature, extent and all other material information on transactions with related parties shall be stated in the Company's financial statements, and its quarterly and annual reports to the SEC and PSE. The financial reports are available on the corporate website and readily accessible to the public.

 BELLE CORPORATION	POLICY	Governance and Corporate Affairs	Policy No. GOV 2017–004	
			Reference: Annual Corporate Governance Report	
CONFLICT OF INTEREST			Effective Date as approved by BOD on 07.29.2013	Amended on 01.01.2017 Ver.1, Rev. 1

1. Objective

- 1.1. To provide guidelines on identifying any actual or probable conflict of interest to which Directors, Officers, Employees and significant shareholders may be involved.
- 1.2. To establish mechanism to detect, determine and resolve any possible conflict of interest between the Company and/or its group and their Directors, Officers, Employees and significant shareholders.

2. Scope / Coverage

- 2.1. This policy covers all Directors, Officers, Employees and Significant Shareholders, as well as:
- 2.2. Their business or other affiliations, family and/or significant other, or close associates who may stand to receive a benefit or gain.

3. Definition of Terms

- 3.1. Conflict - a situation wherein a Director, Officer or Employee has or appears to have a direct or indirect personal interest in any transaction, which may deter or influence him/her from acting in the best interests of the Company.
- 3.2. Significant Shareholders – those owning 5% or more of the Company's outstanding capital stock.

4. Policy

All business decisions and actions must be based on the best interests of the Company and not motivated by personal considerations or relationships which may interfere with the exercise of independent judgment.

5. Guidelines

- 5.1. The Company aims to conduct business in accordance with the highest standards of business ethics. To this end, all business dealings should be compliant with all applicable laws and must not in any way compromise the good name and reputation of the Company.
- 5.2. All Directors, Officers and Employees shall act with utmost integrity and shall not engage in unfair dealing practices. The Company prohibits any conflict of interest, unfair competition, breach of trust, insider trading, or any other act inimical to the Company's interest.
- 5.3. All Directors, Officers and Employees are required to disclose in writing to the Management, within forty-eight (48) hours, any financial or personal interest in any transaction involving the Company to ensure that potential conflicts of interest are brought to the attention of Management.
- 5.4. Directors shall inhibit themselves from participating in any discussion, deliberation and decision-making concerning any issue or transaction where they may be conflicted.
- 5.5. The Company shall not extend loans to Directors and Officers unless these grants are conducted at arms-length basis and at prevailing market rates.

 BELLE CORPORATION	POLICY	Governance and Corporate Affairs	Policy No. GOV-2017-005	
	GIFTS / HOSPITALITY / ENTERTAINMENT		Reference: Code of Business Conduct and Ethics	Effective Date as approved by BOD on 07.29.2013

1. Objective

- 1.1. To provide guidelines on acceptance of and giving of gifts / hospitality / entertainment
- 1.2. To ensure that this does not lead to conflict of interest and improper influence of business judgement
- 1.3. To promote integrity in procurement practices and in selection of the most appropriate business partners for all Belle projects and transactions

2. Scope / Coverage

This policy covers all Directors, Officers and Employees.

3. Definition of Terms

- 3.1. Gift – anything of value such as, but not limited to, cash or cash equivalent, loans, fees, rewards, commissions, allowances, employment, travel, entertainment, sponsorship of personal events (like birthday, wedding, baptism, etc.), the use of property owned by business partners (like vehicles, beach houses, resorts, restaurants, bars, sports or recreational facilities), and special favors and privileges, whether for personal or business use.
- 3.2. Business partner – refers to clients, contractors, suppliers, banks and other entities engaged in business with the Company.
- 3.3. Nominal value – set at a maximum amount of Php2,000.00.

4. Policy

The Company prohibits direct/indirect solicitation of gifts, hospitality and entertainment from a business partner, by any director, officer, and employee of the Company. Belle personnel may accept corporate giveaways if the estimated value is Two Thousand Pesos (Php2,000.00) and below.

5. Guidelines

- 5.1. Belle personnel invited to travel for the purpose of attending trade shows, exhibits or the like, wherein products of business partners are featured, and/or for exposure to new techniques, products, and/or innovations, among similar purposes, said personnel are prohibited from accepting sponsored travel. Should the Company deem that such travel is necessary for the business and for the development and training of its personnel, Belle shall shoulder the cost.
- 5.2. In no case shall any Belle director, officer or employee accept travel and/or entertainment sponsored by any current or prospective business partner which is participating in any on-going bidding or selection process for any Belle project or transaction. Any exception from the foregoing should be authorized by the President or the Chairman.
- 5.3. Belle personnel may accept corporate give-aways, raffle prizes, tokens or promotional items of nominal value (pens, mugs, notebooks, and the like), provided that the gift is voluntarily given by a third person without suggestion or solicitation, as a souvenir or out of courtesy;

	POLICY	Governance and Corporate Affairs	Policy No. GOV 2017-005	
	GIFTS / HOSPITALITY / ENTERTAINMENT		Reference: Code of Business Conduct and Ethics	
				Effective Date as approved by BOD on 07.29.2013

- 5.4. And provided further, that the approximate value of the gift does not exceed Two Thousand Pesos (Php2,000.00). If the approximate value of the gift exceeds Two Thousand Pesos (Php2,000.00), it should be not be accepted, and should be immediately returned to its giver. In situations where it is deemed improper to refuse a gift, the issue shall be referred to the Governance and Corporate Affairs Department (GCA) for proper disposition.
- 5.5. Gifts, hospitality and entertainment with estimated value of Php2,000.00 and above shall upon receipt, be registered with GCA Dept. The registry must contain detailed description of the gift/hospitality/entertainment, its source and the measures taken to dispose of it. (Refer to Item 6 below on Declaration Form)
- 5.6. Likewise, no Belle director, officer or employee shall perform such actions that may be considered corruption, such as the giving of gifts, hospitality and/or entertainment to any of the Company’s various stakeholders.

6. Declaration Form

- 6.1. Declaration for gifts received with estimated value of Php2,000.00 and above shall be submitted, within the week received, via email TO: GCA Dept., CC: Employee’s Dept Head.
- 6.2. GCA Dept. shall submit a consolidated report to the President & CEO by the 7th of each following month.

Employee's Name:		Department	
Date reported:			
DECLARATION FORM FOR GIFTS / HOSPITALITY / ENTERTAINMENT			
NOTE: Only Items with estimated value of <u>Php2,000.00 and above</u> shall be declared on this Form.			
Date Received	Item/s Received	Quantity	Received from
I certify that the foregoing information is true and correct. I further declare that I have disclosed all the information required to comply with the Company's policy on the acceptance of gifts, entertainment and hospitality. I acknowledge that if this declaration is in any part false or incorrect, this could result in disciplinary action that can lead to termination of my employment.			
Employee's signature			
Below portion is for Governance and Corporate Affairs Department Use only			
Form Received by:		Estimated value:	
Date Received:			
Form version dtd:	04.02.2018		

For questions and/or clarifications, please contact Liz Tan or Michelle Hernandez at extension 2111 and 8812, respectively, or email governance@bellecop.com.

	POLICY	Governance and Corporate Affairs	Policy No. GOV 2017–007	
			Reference: Annual Corporate Governance Report	
	ACCOUNTABILITY, INTEGRITY AND VIGILANCE (WHISTLE-BLOWING)		Effective Date as approved by BOD on 07.29.2013	Amended on 01.01.2017 Ver.1, Rev. 1

1. Objectives

- 1.1. To encourage everyone to participate and work towards creating an environment where concerns can be freely raised for possible violations of our Code of Business Conduct and Ethics, policies and laws without fear of retaliation.
- 1.2. To provide guidelines on reporting violations or potential violations of policies.

2. Scope / Coverage

- 2.1. This policy covers all Directors, Officers and Employees, as well as:
- 2.2. Consultants, suppliers who act on behalf of Belle collectively, hereinafter referred to as “Employees”

3. Definition of Terms

- 3.1. Accountability – The obligation of an individual or organization to account for its activities, accept responsibility for them, and to disclose the results in a transparent manner. It also includes the responsibility for money and other entrusted property. (Ref. www.businessdictionary.com)
- 3.2. Integrity – Strict adherence to a moral code, reflected in transparent honesty and complete harmony in what one thinks, says and does. (Ref. www.businessdictionary.com)
- 3.3. Vigilance – Alert watchfulness (Ref. www.thefreedictionary.com)

4. Policy

Consistent with Belle Corporation’s commitment to professional ethics and traditional values, the Company expects its directors, officers, employees, consultants, suppliers who act on behalf of Belle, hereinafter referred to as the “Employees” to observe high standards of business and personal ethics in the conduct of their duties and responsibilities at all times inside and outside the Company.

Everyone is expected to participate and work towards creating an environment where concerns can be freely raised for possible violations of our Code of Business Conduct and Ethics, policies and laws so they can be resolved sooner than later.

5. Guidelines

- 5.1. **Reporting Mandate** – It is the responsibility of all Employees to comply with and to report violations or suspected violations of the Code of Business Conduct and Ethics, policies, or laws in accordance with this policy.
- 5.2. **Reporting in Good Faith** – All Employees are encouraged to report violations or potential violations of this policy. Anyone filing a complaint concerning this must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code, policies, or law. Any allegations that prove not to be substantiated and have been made maliciously or with knowledge that they were false will be treated as a serious disciplinary offense. Any good faith report, concern or complaint is fully protected by this policy, even if the report, question or concern is, after investigation, not substantiated.

	POLICY	Governance and Corporate Affairs	Ref. Policy No. GOV 2017-007	
	ACCOUNTABILITY, INTEGRITY AND VIGILANCE (WHISTLE-BLOWING)		Effective Date as approved by BOD on 07.29.2013	Amended on 01.01.2017

5.2.1. Reporting may be done in writing or verbally and anonymously through the Employee’s Manager, or the Human Resources, or the Governance and Corporate Affairs, Departments.

5.3. No Retaliation – Anyone who in good faith reports a violation of the Code or policies, or law shall not be retaliated upon or suffer harassment or adverse employment consequence. Belle expressly disapproves of acts of retaliation, intimidation and other harmful actions.

5.4. The Escalation Process – Violations or suspected violations of Company policies can be escalated to any of the following members of the Ethics Committee:

- The Head of Human Resources
- The Head of Governance and Corporate Affairs
- The Head of Internal Audit

5.4.1. Above member shall acknowledge receipt of complaints in writing within 24 hours from receipt of the same.

5.5. Confidentiality – Upon the request of the complainant, the Company will use its best efforts to protect the confidentiality of the complainant for any good faith report. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate and immediate investigation.

5.6. Handling of Reported Violations – The Company’s Code of Business Conduct and Ethics, Code of Discipline, and other relevant rules and regulations, shall serve as guide in determining the penalties and sanctions to be imposed where violations are proven and validated by the Ethics Committee.

5.6.1. The principle of due process shall be observed in the handling of all cases.

5.6.2. The Corporate Governance Committee, as it is in charge of monitoring compliance with the Code of Business Conduct & Ethics and applicable laws, etc., shall be informed of all such complaints or reports and their status to be rendered by the Ethics Committee.