



GUIDELINES ON GIFTS AND HOSPITALITY/ENTERTAINMENT

The SM Group is fully committed to the continued development of its ethics and governance practices. In line with this, the Company expressly prohibits the solicitation or acceptance of gifts and/or hospitality/entertainment from business partners.

Definition of Terms

1. Business Partner – any entity engaged in business with SM (i.e., contractors, suppliers, banks), whether their engagement is current or prospective.
2. Gifts – anything of value, such as but not limited to cash or cash equivalent (i.e., loans, fees, rewards, commissions, allowances, employment).
3. Entertainment – the sponsorship of meals, travel, personal events, (i.e., birthdays, weddings, baptisms), the use of property (vehicles, houses, resorts, restaurants, bars, sports or recreational facilities) and/or the giving of access to shows, concerts, tournaments and the like.

Guidelines

1. The Company prohibits the solicitation or acceptance of gifts and/or hospitality in any form from business partners directly or indirectly, by any director, officer or employee of the Company.
2. The term “gift” covers 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 the use of property owned by business partners whether for personal or business use.
3. SM 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, SM shall shoulder the cost.

4. In no case shall any SM 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 SM project or transaction. Any exception from the foregoing should be authorized by the President or the Chairman of the respective companies.
5. SM personnel may accept corporate giveaways, tokens or promotional items of nominal value (i.e., pens, mugs, notebooks), provided that the gift is voluntarily given by a third person without suggestion or solicitation, as a souvenir or out of courtesy, and provided further that the approximate value of the gift does not exceed Two Thousand Pesos (Php 2,000.00). If the approximate value of the gift exceeds Two Thousand Pesos (Php 2,000.00), it should not be accepted, and should be immediately returned to the giver. In situations where it is improper to refuse a gift, the issue shall be referred to the management for proper disposition.
6. All gifts, hospitality and entertainment shall upon receipt, be registered with the Governance, Risk and Compliance Department. The registry must contain a detailed description of the gift/hospitality/entertainment, its source and the measures taken to dispose it.
7. Likewise, no SM director, officers 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

For questions and/or clarifications, kindly refer to Mr. Wellington Palmero, Chief Risk and Compliance Officer (+2 8857-0330) or Mr. Noel T. Ang, SAVP for Governance, Risk and Compliance (+2 8857 0296) or email governance@sminvestments.com.