




AYALA CORPORATION

CODE OF CONDUCT AND ETHICS

(Revised: January 2024)

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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

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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.

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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 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 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

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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 fourth civil degree of consanguinity and affinity, legitimate and common-law. Close personal relations include close personal friends and other social and fraternal connections.

- 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.

Transactions that will breach the materiality thresholds provided in the company's Related Party Transaction Policy shall be disclosed to the Risk Management and Related Party Transaction Committee and presented to the Board for approval before completion or execution of the transaction.


All disclosures of employees and officers shall be submitted to the Managing Director for Strategic Human Resources (SHR). All disclosures of the Directors of the Corporation shall be submitted to the Office of the Corporate Secretary. Any information disclosed under this rule shall be treated as 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:
 - directly attributable to purely familial or personal relationships;
 - only of nominal value;
 - a simple promotional item or is part of the supplier's public relations program; or
 - 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

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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).

VI. OUTSIDE EMPLOYMENT

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 POLICY


Scope

This policy shall apply to the Corporation's Covered Persons (as defined below) and to material non-public information of the Corporation and/or of the other Ayala listed companies.

Definition of Terms

Covered Persons shall refer to all incumbent directors, officers, employees, consultants, advisers of the Corporation and members of their immediate families who are living in the same household, who have knowledge of material information about the Corporation and/or about the other Ayala listed companies that is not disclosed or generally available to the public.

Material Non-Public Information shall refer to information that has not been disclosed to the public and would likely affect the market price of the Securities of the Corporation

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and/or of the other Ayala listed companies after being disseminated to the public and after the lapse of a reasonable time for the market to absorb the information; or would be considered by a reasonable person as important, under the circumstances, in determining his/her/its course of action whether to buy, sell, or hold the Securities of the Corporation and/or of the other Ayala listed companies. As a general rule, information required to be disclosed under the rules of the Securities and Exchange Commission and the Philippine Stock Exchange should always be considered material in nature. Material information includes:

- i. Financial results
- ii. Projections of future earnings or losses
- iii. Mergers/Acquisitions/Divestitures/Joint ventures
- iv. Dividend declarations and changes in dividend policy
- v. Stock splits
- vi. Material equity investments or debt offerings (involving amounts equivalent to 10% or more of the Corporation's total assets)
- vii. Material litigation exposure (involving amounts equivalent to 10% or more of the Corporation's total assets)
- viii. Major changes in key senior management positions.

Officers shall refer to the President, Chief Operating Officer, Chief Finance Officer, Senior Managing Directors, Managing Directors, Executive Directors, Chief Risk Officer, Comptroller, Chief Audit Executive, Treasurer, Chief Legal Officer, Chief Compliance Officer, Corporate Secretary, and Assistant Corporate Secretary.


Securities shall include shares of stocks, bonds, debentures, notes, evidences of indebtedness, asset-backed securities; investment contracts, certificates of interest or participation in a profit sharing agreement, certificates of deposition for a future subscription; derivatives like option and warrants; certificate of assignments, certificates of participation, trust certificates, voting trust certificates or similar instruments; and other instruments that may, in the future, be determined by the Securities and Exchange Commission.

Restrictions and Obligations

1. All Covered Persons, from the time they obtained knowledge of such Material Non-Public Information, are:
 - 1.1 Not allowed to trade in the Securities of the Corporation and/or of the other Ayala listed companies, as applicable, directly or indirectly; and
 - 1.2 Not allowed to communicate, directly or indirectly, such Material Non-Public Information to any person.

until the Material Non-Public Information is disseminated to the public and two (2) trading days have lapsed from the disclosure thereof for the market to absorb such information.

2. All Covered Persons are prohibited from trading the Securities of the Corporation and/or of the other Ayala listed companies, as applicable, during the following blackout periods:

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- 2.1 For structured disclosures - five (5) trading days before and two (2) trading days after the disclosure by the relevant listed company of its quarterly and annual financial results; and
- 2.2 For non-structured disclosures – two (2) trading days after the disclosure by the relevant listed company of any material information other than quarterly and annual financial results. Office bulletins for special blackout periods pertaining to these will be issued by the Office of 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.


3. Any director or Officer is prohibited from profiting from the purchase-and-sale or the sale-and-purchase of the Corporation’s Securities within a period of less than six (6) months regardless of the intent. The exceptions are: (i) if the Corporation’s Securities were acquired in good faith in connection with debts previously contracted or obtained; and (ii) the transactions arise from compensation arrangements between the director or Officer, and the Corporation, previously approved by the Board of Directors or the Executive Committee.

In addition to any disciplinary action that may be imposed for violation of this particular restriction, all profits realized within that period should be disgorged in favor of or turned over to the Corporation.

4. All directors and Officers from Managing Directors and above, including the Controller, Chief Audit Executive, Chief Risk Officer, Treasurer, Corporate Secretary and Assistant Corporate Secretary, shall report their trades and the trades of their respective immediate family members who are living with them in the same household to the Office of the Compliance Officer within three (3) business days from dealing with the Securities of the Corporation and/or of the other Ayala listed companies.

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 and the trades of their immediate family members who are living in the same household vis-à-vis the Securities of the Corporation and/or of the other Ayala listed companies during such quarter.

5. All directors, Officers, and employees are required to report suspected or possible violations of this policy directly to the Office of the Compliance Officer or through the various whistleblower channels of the Corporation.
6. When in doubt, the Covered Persons are enjoined to consult the Office of the Compliance Officer, prior to transacting Securities of the Corporation and/or of the other Ayala listed companies in order to determine if the planned trade will or will not violate this policy.
7. In addition to the foregoing requirements, Officers of the Corporation who intend to or are trading the Securities of the Corporation and/or of other Ayala listed companies are required: (i) to open an account with and trade the Securities of the Corporation and/or of the other Ayala listed companies only through BPI Securities; (ii) execute the necessary waivers to allow the Corporation to examine such trades at

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any time; and (iii) seek approval from the Chief Compliance Officer before trading the Securities of the Corporation and/or of the other Ayala listed companies. The Corporation shall conduct regular compliance audits in this regard.

Reportorial Requirements

1. Within five business days after the end of each month, the Office of the Compliance Officer will submit to the Corporate Governance and Nomination Committee a consolidated list of notices received from Covered Persons pursuant to this policy, if any.
2. At the end of each year, the Chief Compliance Officer shall, as the case may be:
 - i. submit a report to the Board of Directors disclosing to the best of his/her knowledge (i) the names of Covered Persons who, during each fiscal year, committed violations of this Policy, reported transactions late or failed to make the necessary disclosures, and (2) the number of violations or delinquent filings and transactions for each such Covered Person, or
 - ii. submit a Certification under oath that to the best of his/her knowledge, there were no insider trading violations committed during the year and that all whistleblower reports received in relation to possible violations of this policy, if any, had been duly investigated and were not found to be meritorious.

Sanctions for Policy Violations

Violations of this policy shall be subject to disciplinary action as may be prescribed by the Corporation's Board of Directors and Management, without prejudice to any civil or criminal proceedings which the Corporation or regulators may file for violation of existing laws. Penalties under existing laws include fine and/or imprisonment.

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

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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

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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.

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Annex A

Report on Trade/s of Company Securities
(In accordance with the Insider Trading Policy)

To: **Office of the Compliance Officer**
Ayala Corporation
Email: compliance@ayala.com

Name of Reporting Person: _____

Position: _____

Date of Transaction: _____

Securities of which Ayala Company: _____

Nature of Transaction:

___Acquisition of Securities ___Disposition of Securities

Number of Securities Acquired/Disposed: _____

Acquisition/Disposition Price: _____

Person who Transacted: ___ Reporting Person ___ Family member¹

Date of Last Transaction of Reporting Person or Family Member: _____

Securities of which Ayala Company: _____

Nature of Last Transaction:

___Acquisition of Securities ___Disposition of Securities

Number of Securities Acquired/Disposed: _____


Acquisition/Disposition Price: _____

I certify that the above information is true and correct to the best of my knowledge.

Name & Signature of Reporting Person

Date

¹ Immediate family member living in the same household

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Annex B

Form for Reporting Suspected or Probable Violations of the Insider Trading Policy
(In accordance with the Insider Trading Policy)

To: **Office of the Compliance Officer**
Ayala Corporation
Email: compliance@ayala.com

Whistleblower email: whistleblower@ayala.com

Date: _____

Name of Reported Person: _____

Suspected or Probable Violation/s: _____

Date of Transaction/s: _____


Details of Transaction/s: _____

Optional

Name of Reporting Person: _____

Contact Number: _____

Email Address: _____

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Annex C

Request for Approval to Trade in Company Securities - For Officers
(In accordance with the Insider Trading Policy)

To: **Office of the Compliance Officer**
Ayala Corporation
Email: compliance@ayala.com

I, _____, am requesting for approval of my intended acquisition/disposition of Company Securities with the following details:


Type of Securities: _____

Number of Securities: _____

I will be submitting the required report to the Office of the Compliance Officer within three (3) business days from transaction date. I also hereby allow the Corporation to examine at any time the aforementioned trade in Company Securities and will execute any necessary waiver to facilitate this examination.

Name & Signature of Officer

Date

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Annex D

Undertaking to Trade only through BPI Securities - For Officers
(In accordance with the Insider Trading Policy)

To: **Office of the Compliance Officer**
Ayala Corporation
Email: compliance@ayala.com

UNDERTAKING

I, _____ (Name) _____, (Position) of Ayala Corporation, hereby undertake the following:

1. To open an account with BPI Securities;
2. To trade the Corporation's Securities solely and exclusively through BPI Securities;
3. To execute any necessary waivers to allow the Corporation to examine such trades at any time; and
4. To seek approval from the Chief Compliance Officer before each trade in the Corporation's Securities.

Name & Signature of Officer

Date