

APPENDIX 6: WHISTLE BLOWING POLICY

1. STATEMENT OF POLICY

It is the Board of Directors' responsibility to foster the long-term success of GENDIESEL PHILIPPINES INC. (Gendiesel); to sustain its competitiveness and profitability in a manner consistent with its corporate objectives and the best interests of its stockholders and other stakeholders;¹ to ensure a high standard of best practice for the corporation, its stockholders and other stakeholders;² and to ensure Gendiesel's faithful compliance with all applicable laws, regulations and best business practices.³

In addition, under good corporate governance principles, it is the responsibility of the Board of Directors of Gendiesel to formulate and implement policies and procedures that would ensure the integrity and transparency of related party transactions between and among the Company and other entities or businesses it deals with, including associates, affiliates, major stockholders, directors and officers, including their spouses, children and dependent siblings, and interlocking director relationship by members of the Board.

2. BACKGROUND AND PURPOSE

The purpose of this Whistleblowing Program (Program) is to enable any concerned individual to report and provide information, anonymously if he/she wishes, and even testify on matters involving the actions or omissions of the directors, officers, and employees of Gendiesel, including the Company's suppliers and other persons and entities that it has commercial dealings with, that are illegal, unethical, violate good governance principles, are against public policy and morals, promote unsound and unhealthy business practices.

All persons, stakeholders, and institutions concerned are encouraged and empowered, through this Program, to report such acts, using the modes and procedures herein established, any and all issues and concerns respecting the aforementioned actions or omissions.

3. SCOPE

This Program shall be applicable to all directors, officers and employees of, as well as suppliers and other entities that have business or commercial dealings with, Gendiesel.

4. DEFINITION OF TERMS

- (a) **Integrity Monitoring Committee (IMC)** – refers to the Committee tasked with handling the implementation of this Program.
- (b) **Reportable Conditions** – Matters that may be brought to the attention of Gendiesel or IMC through this Program as enumerated in Section 7 below.
- (c) **Reporting Channels** – Can be any of the following: (1) Program dedicated seal in the Gendiesel website; (2) Face-to-face meetings with members of the IMC; (3) E-mail; (4) Mail; (5) Telephone, and; (6) Fax.
- (d) **Respondent** – The person who is the subject of a report filed with the IMC or Gendiesel pursuant to this Program.

¹Article 3(F)(1), SEC Revised Code of Corporate Governance (SEC Memorandum Circular No. 6, s. 2009, as revised by SEC Memo Circular No. 9, s. 2014).

²Article 3(F)(2), SEC Revised Code of Corporate Governance.

³Article 3(F)(2)(c), SEC Revised Code of Corporate Governance.

- (e) **Retaliation Actions** – Actions carried out by a Respondent in retaliation against a Whistleblower, such as, but not limited to, discrimination or harassment in the Gendiesel workplace carried out by a respondent officer against a whistleblowing employee;
- (f) **Whistleblower** – A person who reports a Reportable Condition to the IMC or Gendiesel through this Program.
- (g) **Whistleblowing Report (WR)** – refers to a complaint filed by a Whistleblower about a Reportable Condition.

5. THE INTEGRITY MONITORING COMMITTEE

The IMC shall be composed of a Senior Partner as IMC Head, a Senior Associate and a Junior Associate of a reputable Law Firm to be formally retained by Gendiesel for purposes of the Program.

The IMC Head will make an initial evaluation of the submitted WRs in accordance with Section 14.3 below and convene the IMC accordingly as may be needed.

Decisions of the IMC on the WRs shall be submitted for approval to the Gendiesel Board of Directors.

6. REPORTABLE CONDITIONS

The Program is intended to be implemented in connection with acts or omissions that are of a serious and sensitive character, with considerable negative impact on the Gendiesel, its stockholders or other stakeholders, or the persons or entities with which it has business or commercial dealings, as to warrant special attention and action under this Program.

Such acts or omissions must involve violations of the laws, such as those pertaining to crimes against property, such as estafa and theft, those against public order, such as bribery, money laundering and breach of procurement laws; those pertaining to sexual harassments and gender sensitivity issues; violation of employment or labor standards; those constituting breach of fiduciary duties of directors, officers and other representatives of Gendiesel, such as but not limited to self-dealings, dealings constituting conflicts-of-interests; and violation of all laws, rules and regulations covering the business of Gendiesel.

All WRs must state the specific condition/s, action/s and/or omission/s being complained about, as well as the corresponding laws, rules or regulations allegedly violated. If possible, documentary and other evidence in support of the WRs must be submitted to the IMC for evaluation.

7. REPORTING CHANNELS

The following are dedicated Reporting Channels which the Whistleblower can use to file any Reportable Condition:

- (a) **Whistleblowing Seat at Website:** <http://www.gendiesel.com>
- (b) **Face-to-Face Meetings:** with IMC members.
- (c) **E-Mail:** attorneys@vgsllaw.com
- (d) **Mail:** Atty. Cesar L. Villanueva, 20/f 139 Corporate Center, 139 Valero St., Salcedo Village, Makati City
- (e) **Telephone:** (632) 813-32-09
- (f) **Fax:** (632) 813-32-02

8. ANONYMOUS REPORTING

The IMC shall accept WRs made anonymously. The Whistleblower who files a WR anonymously may choose to provide the WR in a manner by which he/she can be contacted without jeopardizing his/her anonymity. Such means shall include, but is not limited to using an e-mail, a prepaid mobile number, and the like.

It must be noted, however, that Anonymous Reporting is limited to the identity of the Whistleblower. All Respondents must be clearly identified by their full names and positions. Furthermore, the alleged violations, actions and/or omissions must also be clearly identified, together with the laws, rules, and regulations allegedly violated.

9. WITHDRAWAL OF REPORT BY THE WHISTLEBLOWER

In the event that the Whistleblower withdraws his/her WR, the investigation shall continue provided that the evidence gathered is sufficient as determined by the IMC.

10. RESIGNATION OF RESPONDENT PENDING COMPLETION OF INVESTIGATION

In the event that the Respondent resigns prior to the final resolution of the case against him, the investigation shall still continue provided that the evidence gathered is sufficient as determined by the IMC.

11. CONFIDENTIALITY

The IMC shall ensure confidentiality of all information arising from WRs, treating all reports, including the identity of the Whistleblower and the Respondent, in a confidential and sensitive manner. The identity of the Whistleblower will be kept confidential, unless compelled by law or by the courts to be revealed, or unless the Whistleblower authorized the disclosure of his/her identity.

12. PROTECTION OF A WHISTLEBLOWER AGAINST RETALIATION

Retaliation Actions against a Whistleblower will be taken cognizance of by IMC if the WR is made in good faith, and Gendiesel shall extend all possible assistance to the Whistleblower under the law and given the circumstances.

13. UNTRUE ALLEGATIONS

If a Whistleblower makes allegations that are determined to be fabricated or malicious falsehoods, and/or he/she persists in making them, legal action may be taken against him/her by Gendiesel.

14. PROCEDURE ON HANDLING WHISTLEBLOWING REPORTS:

14.1. FILING OF WHISTLEBLOWING REPORTS – All WRs must be submitted to the IMC through any one of the Reporting Channels enumerated in Section 7. Any WR received by Gendiesel itself must be forwarded immediately to the IMC for proper disposition.

While WRs may be filed anonymously, the Whistleblower, whenever applicable, must state his/her connection to Gendiesel, as well as his/her general relationship to the Respondent, if any.

To aid the IMC in evaluating and investigating the WRs, it is the duty of the Whistleblower to include all relevant documents, files, photographs, videos, records, recordings, news clippings, and articles, among others, to support his/her reports and complaints.

14.2 HANDLING INITIAL RECEIPT OF WHISTLEBLOWING REPORTS – The following IMC Officials will handle initial receipt of WRs from the different Reporting Channels:

REPORTING CHANNEL	CONCERNED IMC OFFICIAL
(a) Website	IMC
(b) Face-to-face meetings	Member of IMC Met
(c) E-mail	IMC
(d) Mail	IMC
(e) Telephone	Member of IMC Talked to
(f) Fax	IMC

It is the responsibility of the concerned member of the IMC in cases of face-to-face meetings and teleconferences, to refer and fully disclose the WR to IMC. The concerned member of the IMC shall ask the Whistleblower if he/she is willing to sign the transcript of the discussions between them.

14.3. PRELIMINARY INVESTIGATION OF WHISTLEBLOWING REPORTS

The concerned IMC member receiving WRs shall coordinate with the IMC Head for an initial evaluation of the information provided therein.

The information in a WR, whether anonymously filed or not, may be considered sufficient in form if:

- The Gendiesel Office/Officer concerned is identified;
- The Respondent is identified by his full name and position;
- Violations and/or charges are specified, including the relevant material facts (e.g., nature of the incident, time and places of the incident, persons involved, evidence, if any, and other important matters necessary to establish a case);
- The corresponding law, rules, or regulations of Gendiesel violated are specified; and
- Documents in support of the allegations are submitted.

The IMC Head will make the initial determination of whether or not information provided may be considered as a Reportable Condition, in which case the IMC Head will refer the same to the IMC for appropriate action.

If the IMC Head determines that such information does not qualify as a Reportable Condition, the same may be treated as an ordinary complaint which will be acted on in accordance with the rules provided for in the Program.

The IMC reserves the right to disregard WRs that are vague, ambiguous, patently without merit, or are clearly harassment complaints against the Respondent/s. The IMC shall communicate his/her initial findings on such WRs to the Whistleblower who will be given the opportunity to substantiate the same, failing in which the matters raised in the WR will be considered closed and terminated.

14.4. FULL INVESTIGATION

If the IMC finds the WR sufficient in form and substance, the IMC shall conduct an investigation, part of which will involve informing the Respondent of the allegations against him/her and requiring the Respondent to submit comments within fifteen (15) days from receipt thereof. The IMC may also seek the assistance of other government agencies in the conduct of investigation of the WRs.

The IMC shall then furnish the Whistleblower a copy of the comments of the Respondent, and give him/her the opportunity to provide more information or controverting evidence. If the Whistleblower submits additional information or evidence, the IMC shall likewise give Respondent the opportunity to submit rebutting evidence.

If the IMC is satisfied that all information and evidence necessary for the resolution of the WR are already on hand, it may proceed to draft the corresponding resolution of the WR, and submit its recommendations to the Gendiesel Board of Directors.

14.5. MONITORING

The IMC shall submit to Gendiesel Board of Directors a quarterly status report of all WRs with the corresponding actions taken thereon.

15. FINAL ACTIONS ON THE WRs

(a) In cases of WRs against Gendiesel directors, officers or employees, the IMC may pursue any of the following actions:

(i) Dismiss the WR outright for want of palpable merit;

(ii) Submit a formal recommendation to the Gendiesel Board of Directors for the appropriate administrative action against the Respondent.

(b) In the event the WR is against suppliers or other persons having commercial dealings with Gendiesel, submit a formal recommendation to Gendiesel Board of Directors on the appropriate action to take against the Respondent.

(c) Recommend to the Gendiesel Board of Directors the manner by which to comply with applicable laws or jurisprudence and/or to undertake corrective measures to address the matters raised in the complaint.

(d) In all cases of WRs, IMC may consider the WR closed and terminated if the response of the Respondent is found to be adequate.

16. EFFECTIVITY

This Circular shall take effect immediately upon its publication in Gendiesel's website: www.gendiesel.com.

17. REPEALING CLAUSE

All existing rules, regulations and other issuances or portions thereof inconsistent with the provisions of this Policy are hereby modified, repealed or revoked accordingly.