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GT CAPITAL HOLDINGS, INC.

GT Tower International, Ayala Avenue corner H.V. Dela Costa St.,
Makati City

WHISTLE BLOWING POLICY

A. Overview of the Whistleblowing Policy

GT Capital Holdings, Inc. (the “Company”) is committed to maintaining the highest standards of transparency, probity and accountability, and in furtherance of these values, the Company shall conduct its operations in a manner consistent with its stature as a publicly listed company and in compliance with all applicable laws, rules and regulations. The Company strictly prohibits fraudulent practices and unethical conduct by any of its **board members, officers, and employees**. This Policy defines who qualifies as a whistleblower, outlines a procedure for whistleblowers to report in good faith such acts or omissions that he or she reasonably believes violates a law, rule or regulation, or constitutes unethical conduct or fraudulent accounting or other practices, and provides certain protections for Whistleblowers.

B. Scope and Applicability

A whistleblower includes, but is not necessarily limited to, the Company’s directors, officers, employees (whether regular, probationary, project, or casual employees), former employees, consultants, advisers, trainees and interns, agents, representatives and other stakeholders of the Company. Individuals who provide supporting information at an investigation or proceeding or those who assist or attempt to assist a whistleblower shall be treated as a whistleblower and extended the same protection under this Policy.

C. General Guidelines

If a whistleblower has a reasonable and good faith belief that the Company or any person connected to the Company has engaged in any act, or has failed to do a particular act that:

1. results in the violation of any applicable law, rule or regulation, including, but not limited to those concerning accounting and auditing;
2. constitutes a fraudulent practice or unethical conduct;
3. poses health and safety risks, including risks to the public or to the Company’s employees;
4. deliberately conceals or covers up information or evidence pertaining to any matter in the foregoing enumeration

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5. violates the rules and regulations of the Company or the Code of Conduct

the whistleblower is expected to immediately report such information to the Chief Audit Executive (the “CAE”), providing the following details:

1. Name
2. Address
3. Tel no.
4. Email
5. Date
6. Names of those involved
7. Details of concerns
 - a. Names
 - b. Dates
 - c. Places
 - d. Reasons for concerns
 - e. Supporting evidences/documents

PROCEDURE

1. Reports, by employees and non-employees, may also be submitted by email to governance@gtcapital.com.ph, access rights of which shall be with the CAE. The whistleblower shall not be bound by existing Confidentiality Agreements, Non-Disclosure Agreements, or similar agreements when making a report.
2. Based on the complexity of the situation, the sensitivity of the issue or person, or amount or person involved, the CAE shall have the discretion to investigate the report himself/herself, to appoint an investigating officer, to create a special Task Force either internally or outsourced to investigate the matter independently, or to elevate the report to the Discipline, Ethics, and Values Committee (the “Committee”) composed of the following: Head of Human Resources and Administration, Head of Legal and Compliance and the CAE. .
3. The Company shall provide the Committee with sufficient support and resources to enable its members or a Task Force created for this purpose, to conduct a fair, thorough and impartial investigation. During the course of the investigation the whistleblower shall be allowed to effectively follow up his or her report and a response shall be provided by the Committee within a reasonable time.
4. The Committee shall complete its investigation and present its findings and recommendation to the Company’s Corporate Governance Committee within sixty (60) calendar days from receipt of the report unless more time is required under the circumstances.

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CONFIDENTIALITY

Recognizing that the decision to report a concern may be difficult to make, the Corporate Governance Committee and the Company will strive to maintain the anonymity of the whistleblower, and shall not reveal the whistleblower's identity without his or her explicit consent while conducting an adequate review and investigation. At the appropriate time, however, the whistleblower may have to come forward as a witness before a court or quasi-judicial agency or tribunal. In case the identity of the whistleblower is revealed without his or her consent by any employee of the Company, the Committee may recommend appropriate sanctions, including dismissal of the employee who revealed the identity of the whistleblower.

NON-RETALIATION POLICY

Aside from maintaining the confidentiality of the identity of the whistleblower, the Company will not retaliate against a whistleblower who is an employee of the Company in the terms and conditions of employment. Such retaliation or reprisal tactics include:

1. punitive transfers
2. harassment
3. reduced duties or hours
4. withholding of professional promotion or training
5. discrimination and disadvantages in the workplace
6. direct and indirect disciplinary action
7. loss of seniority rights or benefits
8. unfair dismissal
9. threats of other action

However, any action which is similar or analogous to any of the foregoing retaliatory acts, which are set forth as penalties in the Company's code of conduct or company policies, rules and regulations, that may be taken by the Company against an employee who is also a whistleblower shall not be considered retaliation if the Company shows through clear and convincing evidence that the whistleblower-employee has committed or has been involved in any act that is in violation to the Company's Code of Conduct and other policies, whether it is or in no sense connected with or motivated by the act of whistleblowing.

The Company may take disciplinary action against an officer or employee who has engaged in retaliatory conduct in violation of this Policy which may include termination or dismissal.

FALSE REPORTS

This Policy shall not apply when, after due investigation, it is found that the whistleblower intentionally made a false statement, or that the report made was frivolous or vexatious. In such case the whistleblower may be subjected to sanctions under Company policy, or appropriate law, rule or regulation.

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ENFORCEMENT AND REVIEW

This Policy shall at all times be consistent with and shall supplement any whistleblower law, act or rule enacted by Congress or appropriate regulatory agency. The effectiveness of this Policy in practice shall be periodically evaluated and reviewed by the Committee, and amended if necessary.

A copy of this Policy shall be posted on the Company's website to ensure proper dissemination and to promote and raise awareness of the Policy.