

# SYNERGY GRID & DEVELOPMENT PHILS., INC. CODE OF CONDUCT AND ETHICS

## I. INTRODUCTION

Synergy Grid & Development Phils., Inc. (the Company) fully recognizes that adherence to the highest standards of business conduct is vital to its growth and success. As such, the Company is firmly committed to the promotion of a culture that fosters and maintains the core values of fairness, transparency, accountability and integrity in the conduct of its business and expects each of its directors, officers and employees (Employees) to observe with seal such core values in the performance of their duties, in their relationships with fellow Employees and in all their dealings with shareholders, customers, suppliers, government, and the general public.

This Code of Conduct and Ethics (this “Code”) was constituted by the by the Board of Directors pursuant to the provisions of the Manual on Corporate Governance of the Company (the “CG Manual”). The Code sets out the standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of Employees.

## II. PURPOSE

The Company establishes below the fundamental standards of conduct and values consistent with the principles of good governance and business ethics. These standards of conduct and values shall guide and define the actions and decision of the Company’s and its subsidiaries’ Employees, and each Employee commits to adhere to them .

## III. VALUES AND PRINCIPLES

Each Employee shall commit to observe and adhere to the following values and principles:

a. *Passion for success*

Each Employee shall constantly strive for excellence. The Employee shall be the best that he or she can be and create value in everything that he or she does. The Employee shall be proactive and entrepreneurial, propelled by a sense of urgency, competitiveness, and total dedication to results.

b. Teamwork

Each Employee shall work toward shared aspirations, transcending boundaries along functional and organizational lines with trust and respect for each other and with unit in purpose.

The Employee shall avoid circumstances and positions that actually or potentially conflict with the Company's interest or interfere with his loyalty and objectively in his business dealings and relationships.

c. Accountability for Actions

The Employee shall take full responsibility for all his or her actions and decisions, and discharge his or her duties conscientiously, honestly, and efficiently. He or she shall uphold and regard as paramount the Company's interest in the undertaking of business strategies, opportunities and endeavors, with deliberate and full evaluation and management of attendant risks and the end view of enhancing and maximizing shareholder value. Moreover, he or she shall comply with and respect all applicable laws, rules and regulations governing the Company's business, in all jurisdictions where such is conducted.

d. Respect for People and Property

The Employees shall recognize each other as individuals and commit to nurturing each other's individual capabilities. Each Employee commits to uplift the dignity of labor by encouraging each other to the best in their fields, and create an environment that encourages open communication, camaraderie, and professional growth.

The Employees shall respect and preserve the Company assets and property by ensuring that they are used efficiently and solely for legitimate business purposes, and accord the same to the assets and property of others. They shall safeguard and maintain the confidentiality of knowledge or information on the Company's products, business strategies, processes, and systems.

e. Innovativeness

The Employee shall encourage creativity and ingenuity in the Company's processes and systems, products, and services, continuously looking for ways to outdo himself or herself, always striving to be the first to anticipate consumer needs and deliver something better.

f. Integrity

The Employee shall conduct business in a manner which is ethical, fair and right, and in all reasonable circumstances, above reproach. He or she shall compete fairly and honestly. Each Employee believes in profit with honor and is committed to good governance and the highest moral standards in the performance of his duties and responsibilities.

The Employee shall ensure the integrity of the Company's records, books and accounting, and endeavor to fully, fairly, timely and accurately report and disclose material Company Information.

The Employee shall exercise utmost discretion in accepting personal favors or gifts from persons seeking or doing business with the Company, and refuse to grant personal favors, or decline any gift or benefit, that may compromise the independence of the Company, create a sense of obligation on its part or potentially influence its business judgment.

*g. Social Responsibility*

The Employee shall strive towards good corporate citizenship and contribute positively to the promotion of social responsibility in the community in which he or she lives and works by supporting activities and programs geared towards

#### **IV. ANNUAL REVIEW**

This Code shall be reviewed annually or as may be deemed necessary by the Company. Employees who fail to comply with the standards and abide by the values set forth in this Code shall be subject to disciplinary action, including termination, as the Company may deem appropriate to the nature of the violation, without prejudice to the Company's right to avail of criminal and civil remedies available to it under law. The Company will not tolerate any retaliation in any form against any employee who, in good faith, raises a concern or reports a possible legal or ethical violation under this Code.