

**SYNERGY GRID & DEVELOPMENT PHILS., INC.
CONFLICT OF INTEREST POLICY**

I. INTRODUCTION

The purpose of this Conflict-of-Interest Policy is to guide directors, officers, and employees in recognizing and avoiding situations that are most likely to cause a real or potential conflict of interest. To maintain independent judgment and action, personnel must avoid any potential conflict or appearance of conflict with the interests of the Company.

The Board of Directors has the overall responsibility for implementation, monitoring and periodic review of this

II. SCOPE

This Conflict-of-Interest Policy applies to employees of Synergy Grid & Development Phils., Inc. (“SGP” or “Company”), all contractors, and their employees, and all vendors’ employees who are performing work on behalf of a SGP (all of whom are referred to as “Personnel”).

III. GUIDING PRINCIPLES

All Personnel, including the Chief Executive Officer, Chief Audit Executive, and Chief Risk Officer, have an obligation to conduct Company-related business in an environment free from the influence of conflicting personal interests. Generally, a conflict of interest arises when our position or job responsibilities present an opportunity for personal gain or when an obligation or situation resulting from our personal activities and financial affairs may influence our judgment and action in the performance of our Company duties.

Personnel is encouraged to use their own good judgment in discerning whether a conflict of interest might exist. When in doubt about whether a situation a personnel is engaged in or contemplating will cause a conflict with the interests of the Company, personnel is encouraged to make a timely disclosure of the facts to their supervisor or the Board of Directors.

Any existing or potential conflict of interest with respect to any outside work or financial interest must immediately be reported in writing to the personnel’s supervisor or the Board of Directors.

IV. OUTSIDE WORK AND ACTIVITIES OF PERSONNEL

Personnel may engage in activities outside the normal scope of their employment, however such activities should not conflict with the ability of Personnel to properly perform their job duties.

A conflict of interest exists when personnel or an immediate family member within the third degree of affinity or consanguinity serves as personnel of an organization which has or seeks to have a business relationship with SGP as a supplier or contractor, and the personnel are in a position within SGP to directly or indirectly influence decisions concerning this relationship.

Similarly, a conflict exists when Personnel receive or agree to receive compensation in any form, including honoraria, from an outside source for representing or assisting any person, business, firm, or other entity in dealings with the Company.

A conflict does not exist when the financial interest consists of stocks, bonds, or other securities of a company listed on a public securities exchange, and the amount of such interest is less than five percent of the value of the class of such securities.

V. POLITICAL OR CIVIC INVOLVEMENT

The Company encourages its Personnel to take an active role in the political and civic activities of the communities in which they are part of and which the Company serves. Should matters brought before political or civic bodies directly affect the Company's business, Personnel serving on these boards are expected to abstain from participation during the time that matters affecting the Company are voted upon.

VI. GIFTS, ENTERTAINMENT, GRATUITIES AND OTHER FAVORS

Accepting a gift, favor, service, or privilege, including travel or entertainment, from an existing or potential customer or supplier that is of more than nominal value, and that exceeds the level of business courtesies extended in accordance with accepted ethical business standards – thereby creating a conflict of interest – is prohibited. If Personnel have any doubt as to whether accepting a gift would violate such policy, then that Personnel should consult with their supervisor. If the supervisor has any questions regarding the matter, he/she should consult with the Board of Directors. The acceptance of cash (whether in the form of a gift or a loan) or a gift certificate in any amount is also prohibited. If a prohibited gift is received, it must be returned immediately with an explanation of this policy.

VII. CONFIDENTIAL INFORMATION

Information about our customers, shareholders, suppliers (including bid prices, terms, and evaluations), personnel, business plans and results of operations as well as other financial information is considered to be confidential and is only available on a need-to-know basis. This information should be used solely for Company business purposes. A conflict of interest and, in some cases, a violation of law exists when Personnel use Company information for personal gain or discloses it to others for purposes of gaining a competitive advantage or for solicitation purposes. Use of information in this manner is prohibited.

VIII. COMPLIANCE

The Board of Directors has the authority to resolve questions regarding proper ethical conduct, including matters dealing with conflicts of interest. Certain matters, however, may require consideration by SGP's Board of Directors or applicable committee.