

**SYNERGY GRID & DEVELOPMENT PHILS., INC.  
WHISTLE-BLOWING POLICY**

**I. INTRODUCTION**

Pursuant to its commitment to promote a culture of fairness, transparency, accountability and integrity in the conduct of its business, Synergy Grid & Development Phils., Inc. (“Company” or “SGP”), has adopted procedures for directors, officers, employees and other interested parties in relation to the whistle-blowing.

The policies below are guidelines for implementation. The Company explicitly reserves the right to modify any provisions of this statement at any time.

**II. POLICY**

The Company has an established whistle-blowing policy aimed at encouraging employees to speak out and call the attention of Management to any suspected wrongdoing which is contrary to the principles of the Code of Ethics and violations of the Corporation's rules and regulations.

The policy aims to protect the whistle blower from retribution or retaliation, and provides a disincentive to passively allowing the commission of wrongful conduct. The whistle blowing policy provides for procedures for interested parties to communicate, even anonymously, concerns regarding accounting, internal accounting, auditing or financial reporting matters directly to the Audit and Risk Committee through the Compliance Officer.

The Corporate Governance Committee has the overall responsibility for implementation, monitoring and periodic review of this Whistle-blowing Policy.

**III. COMMUNICATIONS WITH RESPECT TO FINANCIAL MATTERS**

All concerns relating to accounting, internal accounting controls, auditing or financial reporting matters may be communicated to SGP’s Compliance Officer.

All communications received by the Compliance Officer shall be kept confidential and employees and other interested parties may communicate concerns regarding questionable accounting, internal accounting controls, auditing or financial reporting matters (collectively, “Financial Matters”) to the Compliance Officer on an anonymous basis.

The Compliance Officer will distribute all communications regarding Financial Matters to the Audit and Risk Committee at each meeting of the Audit and Risk Committee. If it is unclear whether a communication involves Financial Matters, the Compliance Officer shall likewise direct such communication to the Audit and Risk Committee, with a note to that effect.

In each case and except as the Audit and Risk Committee may otherwise request, the Compliance Officer will provide original copies or records of all communications along with a summary of the communications. Depending, however, on the length and number of communications received, the Compliance Officer may provide a summary of the

communications along with the original copy or record of any communications deemed particularly important.

The original copies or records of all communications will be available to any Audit and Risk Committee member upon request. The Compliance Officer will maintain a log of each communication received, the date such communication was distributed to the Audit and Risk Committee and whether it was distributed in summary or original form.

Should the concerns relating to Financial Matters involve the Compliance Officer, such concerns may be communicated to the President (or the officer designated by the President), who shall likewise keep a log of each communication received. The President (or the officer designated by the President) shall then forward such communications to the Audit and Risk Committee.

The Audit and Committee will determine whether any action or response is necessary or appropriate with respect of a communication, and it will take or direct such action as it deems appropriate. The determinations made by the Audit and Risk Committee in respect of each communication and any further action taken will be recorded in the log maintained for such purpose by the Compliance Officer or a person designated by the Audit and Committee if the Compliance Officer is the subject of a communication. These determinations may be recorded based on the standard categories established by the Audit and Risk Committee. The Compliance Officer or any other person designated by the Audit and Risk Committee will report the status of any further action directed by the Audit and Risk Committee on a monthly basis or at such frequency as the Audit and Risk Committee may otherwise require.

All communications received by the Compliance Officer or the President, as the case may be, will be placed in confidential files and will be retained for ten years or for such longer time as may be deemed necessary by the Audit and Risk Committee. These files will be under the direct control of the Audit and Risk Committee.

#### **IV. COMMUNICATION ON OTHER MATTERS**

Misdirected communications as determined by the Audit and Risk Committee or concerns not relating to Financial Matters shall be addressed to and be acted upon by the appropriate responsible supervisor or officer of the business units affected. In this connection, employees with such concerns should raise them with their respective supervisors and the supervisors have the responsibility to ensure that such concerns are properly acted upon.

SGP shall not tolerate retaliation in any form against a director, officer or employee or other interested party who, in good faith, raises a concern or reports a possible violation under this policy. This policy, however, shall not be used for addressing or taking up personal grievances.