

CONFLICT OF INTEREST DISCLOSURE & COMMITMENT FORM

Employee Name (Last, First, Middle)	Employee Number and Position
Company (Please check the Company which you belong) <input type="checkbox"/> MPTC <input type="checkbox"/> MPTMSI <input type="checkbox"/> NLEX Corp. <input type="checkbox"/> M+ <input type="checkbox"/> MPT South <input type="checkbox"/> Easytrip <input type="checkbox"/> CCLEC <input type="checkbox"/> _____	Department/Group Immediate Head Date of Disclosure

In the interest of transparency and in compliance with the Corporate Governance Policies of Tollways especially the Conflict of Interest Policy, I hereby disclose the following information to my Immediate Head as indicated below (*please check the appropriate box*):

- | | |
|---|--|
| <input type="checkbox"/> The Board of Directors (through the Chairman) | ▪ For the President & CEO, and Directors |
| <input type="checkbox"/> The Chief Executive Officer | ▪ For Division Heads, Group Heads (w/o Division Heads) reporting directly to the Chief Executive Officer |
| <input type="checkbox"/> The Division Head | ▪ For Group Heads not reporting directly to the Chief Executive Officer |
| <input type="checkbox"/> The Group Head | ▪ For Department Heads and Consultants |
| <input type="checkbox"/> The Department Head | ▪ For Senior Managers/Managers, Senior Supervisors/Supervisors and Staff/Non-Supervisory employees |

CONFLICT OF INTEREST AREAS

(If details are requested, you may use the back pages or a separate sheet, if necessary)

A. Dealings with and as Suppliers, Contractors, Consultants and/or other 3rd Party Business Partners

	Yes	No
1) I have official dealings, direct or indirect, with Tollways' Suppliers, Contractors, Consultants and/or 3 rd Party Business Partners.		
2) I have personal or private dealings with Tollways' Suppliers, Contractors, Consultants and/or 3 rd Party Business Partners. If YES, please specify briefly (<i>ex. personal purchase from suppliers, non- Tollways related services from contractors, etc.</i>)		
3) I have dealings with Tollways' as Supplier, Contractor, Consultant and/or 3 rd Party Business Partner.		
4) I have associates / relatives / friends who are Tollways' Suppliers, Contractors, Consultants, 3 rd Party Business Partners, etc. If YES, please state the name, position, company and relationship.		

In relation to the foregoing, I commit to:

- Deal fairly and objectively with any individual or entity with whom Tollways (and/or any company within the Group) does business
- Avoid circumstances that could (or could be reasonably expected) to impair the objective performance of my duties and obligations to Tollways (and/or any company within the Group)

B. Dealings with Directors, Consultants and/or Prospective Employees / Consultants (application in process)

	Yes	No
1) I have official dealings with (please check if YES) Directors <input type="checkbox"/> , Consultants <input type="checkbox"/> , Prospective Consultants <input type="checkbox"/> or Prospective Employees <input type="checkbox"/> .		
2) I have personal or private dealings with Directors <input type="checkbox"/> , Consultants <input type="checkbox"/> , Prospective Consultants <input type="checkbox"/> or Prospective Employees <input type="checkbox"/> . If YES, please specify briefly.		
3) I have affiliates* who are Directors <input type="checkbox"/> , Employees <input type="checkbox"/> , Prospective Employees <input type="checkbox"/> , Consultants <input type="checkbox"/> or Prospective Consultants <input type="checkbox"/> . If YES, please state the name, position and department.		
4) I take part in the decision-making process on human resource matters (<i>recruitment-selection, promotion, disciplinary procedures, staff development, performance review, benefits-remuneration, etc.</i>) with regard to my affiliates.		

***Affiliate is any person, entity, organization, business or venture with whom/which a Director, Employee or Consultant has an affiliation, personal relationship or financial involvement.**

In relation to the foregoing, I commit to:

- Inhibit myself from any decision-making process on human resource matters **with respect to my affiliates***, including action that may be deemed as seeking to influence any official action with respect to such affiliates
- Treat them with respect, fairness, impartiality, and equal opportunity, including respect for varying views and individual ideas, regardless of rank, seniority or relationship
- Avoid any action or inaction that gives undue preferential treatment or discriminates against any Director, Employee, Consultant or Prospective Employee or Consultant

C. Directorships, Executive Positions and Employment in Other Companies or Organizations

	Yes	No
1) I render service for Tollways outside of my official function/role (<i>examples: event organizer/manager, host, performer, talent, model, artist, photo/video coverage, graphics designer, software developer, content provider, consultant, professor, etc</i>). If YES, please identify recipient of service and specify whether with or without remuneration.		
2) I render service for non- Tollways entities in relation to my official function/role (<i>speaker, lecturer, moderator, facilitator, etc</i>). If YES, please identify recipient of service and specify whether with or without remuneration.		
3) I am a Director, Executive Officer or Employee in other companies or organizations. If YES, please state the position and company.		
4) I directly or indirectly own, operate or manage (wholly or partially) private business/es. If YES, please state company / business name and nature of business / industry.		

In relation to the foregoing, I commit to:

- Avoid accepting positions or employment, or carrying out work or other activities outside of Tollways where a Conflict of Interest or loyalty may arise which may **significantly affect my efficiency** in the performance of my duties and obligations to Tollways or otherwise **adversely affect my work** for Tollways.

D. Use of Property, Services and Other Resources

	Yes	No
1) I use the property, services or other resources of Tollways only for purposes authorized or allowed under the policies or guidelines issued by Tollways.		
2) I use the property, services or other resources of Tollways responsibly, efficiently and with care.		

E. Dealings with Customers or Clients

	Yes	No
1) I have official dealings, direct or indirect, with Tollways customers and clients.		
2) I have personal or private dealings with Tollways customers and clients. If YES, please specify briefly.		

In relation to the foregoing, I commit to:

- Treat all customers and clients of Tollways with respect, fairness, impartiality and equal opportunity
- Avoid granting to my affiliates preferential terms including discounts not ordinarily available to other customers/clients, from which personal benefit will be derived by such affiliate

F. Other Conflict of Interest Situations

	Yes	No
1) I have a financial involvement with Tollways or any of its Directors, Employees or Consultants. If YES, please specify whether as creditor, debtor, guarantor, investor (shareholdings exceeding 10% of subscribed capital or equity), depositor, etc.		
2) I have a financial involvement with any 3 rd party business partner of Tollways. If YES, please specify whether as creditor, debtor, guarantor, investor (shareholdings exceeding 10% of subscribed capital or equity), depositor, etc.		
3) I have associates / relatives / friends who are Directors, Executive Officers or Employees in another tollway/toll road company or organization. If YES, please state the position, company and your relationship.		
4) I hold or occupy a political office or position (local or national). If YES, please specify.		
5) I am currently pursuing further studies. If YES, please state school, course and number of units being taken.		

In relation to the foregoing, I commit to:

- Refrain from acquiring or attempting to acquire directly or indirectly through an affiliate any business opportunity in the line of the Company's business, in which the Company has an interest or a reasonable expectancy and which the Company is financially able to undertake

I confirm that the foregoing disclosures are true and correct to the best of my knowledge, information and belief.

By a copy of this **Disclosure and Commitment Form** which I have freely and voluntarily signed and executed, I authorize the Company to look into the circumstances as to whether there exists a potential or real conflict of interest in any given situation, incident or business undertaking and/or transaction I may be involved in/with. In the course of such an inquiry, I further authorize the Company to seek and obtain information or documents from any and all persons and/or entities as may be necessary to resolve any issue of potential or real conflict. I likewise authorize such persons or entities to provide and/or release any information or document that may be requested by the Company and hereby waive any and all actions or rights of actions against them and/or forever release them from liability of whatsoever nature for any disclosure of data, document or information to the Company

I am willing to take further steps, actions or measures to comply with other requirements as may be prescribed by Tollways (and/or the Group) such as, but not limited to, periodic declaration of relevant relationships and/or affiliations.

I acknowledge the authority of Tollways to determine and impose the appropriate sanction, in accordance with law and/or company policies, in the event of my violation or non-compliance with its Conflict of Interest Policy.

(Signature above printed name)

(Date)

EVALUATION, REMEDIATION AND APPROVAL

IMMEDIATE HEAD To be filled by Level 1 Approver		
<input type="checkbox"/> Without Conflict	Comments <i>(if any)</i>	
<input type="checkbox"/> With Conflict	Conflict Areas <i>(please specify conflict area and item, e.g. A1, C2, G5)</i>	
<input type="checkbox"/> For Remediation	Recommended Remediation Action <i>(use another sheet as necessary)</i>	
<input type="checkbox"/> Refer to COI Committee	Comments <i>(if any)</i>	
Printed Name and Signature		
NEXT LEVEL HEAD To be filled by Level 2 Approver		
Recommendation/s and/or Comments		
Printed Name and Signature		
CONFLICT OF INTEREST (COI) POLICY COMMITTEE To be filled as needed		
Members	Comments	Printed Name and Signature
Human Resource Management & Development		
Legal & Regulatory Management		
Internal Audit		
ADVISORS To be filled as needed		
	Comments	Printed Name and Signature
Corporate Governance		
Division Head/ CEO / Board of Directors		
COMMUNICATION DETAILS To be filled by Immediate Head (Level 1 Approver) and Signed by Employee		
Date Communicated		
Remediation Period		
Employee's Printed Name and Signature		
REMEDATION DETAILS To be filled by Employee and Signed by Immediate Head (Level 1 Approver)		
Action Taken <i>(use another sheet as necessary)</i>		
Date Completed		
Immediate Head's Printed Name and Signature		