



WHISTLEBLOWING POLICY

1. Policy Statement

This Whistleblowing Policy (the “Policy”) shall encourage the confidential communication - without risk of reprisal – of known or reasonably suspected improper conduct, incident or transactions that may or may not include Related Party Transactions (as defined herein). It is aimed at fostering an environment where directors, officers, employees, and third parties are encouraged to report in good faith, any wrong doing, free from fear of discrimination, harassment, or retaliation.

This Policy shall include guidance on how and to whom legitimate concerns should be reported, and by whom it shall be investigated and addressed.

This Policy

2. Applicability

This Policy applies to all employees (regardless of employment status), officers, and members of the Board of Directors of Vivant, and Third Parties and other stakeholders (the “Reporting Persons”), in their dealings with Vivant.

3. Definition of Terms

“Complaint Administrator” refers to the person in charge of receiving, collating, and submitting Disclosures, keeping track of the status of investigations, and making reports to the Disclosure Committee.

“Disclosure” refers to any communication or allegation of Reportable Events.

“Disclosure Committee” refers to the committee formed to investigate a Disclosure made pursuant to this Policy.

“Employee” refers to any person who is employed by Vivant, regardless of the status of employment.

“Protected Disclosure” means the good faith communication that discloses information that may be evidence of Reportable Events, which is protected under this Policy

“Receiving Persons” refers to the Disclosure Committee, Corporate Secretary, or the Board of Directors.

“Related Party Transaction” refers to any financial transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which Vivant, or any of its subsidiaries, is a participant and any related party has or will have a direct or indirect interest.

“Reportable Events” means legitimate concerns on illegal, unethical, or questionable transactions that may or may not include Related Party Transactions, which may include suspected fraud, wrongdoing; corruption, bribery, or blackmail; and conflict of interest situations.

“Reporting Channels” are methods that the Reporting Person may use when disclosing a Reportable Event.

“Reporting Person” refers to all employees (regardless of employment status), officers, and members of the Board of Directors of Vivant, and Third Parties and other stakeholders, who reports a concern on illegal, unethical, or questionable transactions that may or may not include Related Party Transactions.

“Subsidiaries” refers to any entity over which Vivant has substantial ownership interest.

“Third Party/ies” refers to a potential or existing supplier, contractor, sub-contractor, buyer, customer, or any other business partner who has existing and/or intended business dealings with Vivant and its Subsidiaries.

“Vivant” refers to Vivant Corporation

Whistleblower refers to a Reporting Person who communicates a Reportable Event.

Whistleblowing Report refers to a complaint filed by a Whistleblower about a Reportable Event.

4. Coverage

It is the policy of Vivant to ensure the observance of ethical conducts and practices and promote openness, integrity, and accountability within the company. Vivant encourages the reporting of any of the following (“Reportable Events”):

- a) Any suspected fraud, wrongdoing
- b) Corruption, bribery, or blackmail
- c) Conflict-of-interest situations.

Conflicts-of-interest situations may refer to situations which may impair the objectivity of a person because of the possible incompatibility of a person’s self-interest on one hand and professional or public interest on the other (e.g.,

inappropriate relations or questionable transactions with clients or suppliers, or misuse of client/company information).

d) Misconduct or Policy Violations

Misconduct or policy violations refer to acts that violate the law, Vivant's Code of Business Conduct, Manual on Corporate Governance, Data Privacy Manual and other policies of Vivant or its Subsidiaries.

e) Theft, Fraud, or Misappropriation

Theft, fraud, or misappropriation refers to the fraudulent appropriation of funds or properties whether entrusted or not to the employee's/officer's care but actually owned by the employer or someone else in the company, or the company itself.

f) Falsification of Documents

Falsification of documents refers to counterfeiting, forging, falsifying or making fraudulent changes to any document (e.g., forgery, alteration, tampering).

g) Financial Reporting Concerns

Financial Reporting Concerns refer to deliberate misstatements in recording and/or reporting business transactions or result of operations (e.g., incorrect recording of financial transactions, irregularities in application of accounting standards, misleading reports, or fraudulent reporting or accounting practice).

h) Retaliation Complaints

Retaliation Complaints are those filed by a Whistleblower due to any undesirable action taken against him/her and in direct response to the Whistleblowing because he/she reported the wrongdoing (e.g., job harassment, ostracism, unemployment, or threat to security).

i) Health and safety risks, including risks to the public and to the employees

j) Damage to the environment, and

k) Other cases of similar import.

The following are **not covered** by this Policy:

i. Individual employee grievances and complaints regarding terms and conditions of employment. This will continue to be reviewed under the applicable human resources policies or collective bargaining agreement, if any.

ii. Complaints of violations of Vivant's Code of Business Conduct initiated by a superior against a subordinate by way of a disciplinary action. This shall be subject to appropriate processes on disciplinary action as provided in the Code of Business Conduct.

Any concern not relating to the above Reportable Events shall be filed with the appropriate Department or committee designated by Vivant.

5. Duty to Report Violations

It is the duty of every Reporting Person to uphold Vivant's policies against unethical business conduct or practices. Vivant is fully committed to practicing good governance and accountability at work and requires all Reporting Persons and Third Parties to report any Reportable Event, regardless of its perceived magnitude, through the Reporting Channels.

A Reporting Person who is aware or becomes aware of any Reportable Event has a responsibility to disclose that information. Any Reporting Person proven to have knowledge of any Reportable Event, but deliberately fails to report it, may be subject to appropriate disciplinary action. In the case of Third Parties, any deliberate failure to report any Reportable Event may result to loss of future business with Vivant.

Moreover, any Reporting Person who knowingly aids, abets, or conceals or otherwise deliberately permits or allows the commission of any irregular or fraudulent act directed against Vivant shall be considered as guilty as the principal perpetrators of the fraud or irregularity. Hence, the Board, Officers, and employees, have a duty to cooperate in investigations initiated pursuant to the Policy.

6. Form and Contents of Disclosure

A Disclosure may be made in any form. Verbal disclosures, however, must be reduced in writing, and persons receiving verbal disclosure, who wish to escalate the same for action to the Disclosure Committee, must reduce the same into writing.

A Whistleblower may identify himself/herself and the sources of his/her information (if any), or withhold his/her identity and/or that of his/her sources.

A Whistleblower who files a Disclosure may choose to provide the manner by which he/she can be contacted, without jeopardizing his/her anonymity. Such means shall include, but will not be limited to, using an e-mail address, or a mobile number, among others. If the Whistleblower chooses to identify himself/herself, the recipient of the Disclosure from any of the Reporting Channels shall ask the Whistleblower if he/she is willing to be identified in the course of the investigation.

Disclosures must allege the specific facts that have led the Whistleblower to believe that a Reportable Event has been or is being committed. Disclosures must be coherent, allege facts rather than conclusions or speculations, and should contain as much specific information

as possible to allow for proper assessment of the need, nature, extent, and urgency of action thereon.

7. Whom to Report the Reportable Event

The Reporting Person may use any of the following methods (“Reporting Channels”) to report any Reportable Event:

- a. Email a Disclosure directly to a designated e-mail address for Disclosures;
- b. Sending a letter to the designated personnel of Vivant’s Enterprise Risk Management Group (“ERMG”);
- c. Face-to-face meeting with any member of the Disclosure Committee;
- d. Submit a written Disclosure through Vivant’s portals and website; or
- e. Submit written Disclosure directly via mail or personal service to the Compliance Officer.

Notwithstanding the list, these are by no means the only channels by which Disclosures may be received. Persons or Departments within Vivant who receive Disclosures (in whatever form, including verbal Disclosures) shall forward or relay the Disclosures to the Complaint Administrator for proper handling in accordance with this Policy.

Where, however:

- i. The Disclosure involves a member of the Board of Directors, the Disclosure shall be transmitted directly to the Corporate Secretary for handling.
- ii. The Disclosure involves the ERMG or the Compliance Officer, the same shall be sent directly to the Corporate Secretary.
- iii. The Disclosure involves the Disclosure Committee, the same shall be endorsed to the Board of Directors.

The Whistleblower shall receive a notice that the Disclosure has been received and that it shall be processed in accordance with this Policy.

- f. The Board Risk and Oversight Committee shall designate a Complaint Administrator who shall be in-charge of receiving, administering, collating, and submitting all Disclosures to the Disclosure Committee, Corporate Secretary, or the Board of Directors (“Receiving Persons”), as the case may be.

7. Evaluation of Protected Disclosure and Investigation of the Reportable Event

The Disclosure Committee shall be composed of (i) Vivant's Corporate Secretary, and one representative each from (ii) Human Resources ("HR"), (iii) Internal Audit, (iv) ERMG, and (v) Legal Department. The members of the Disclosure Committee shall be persons of known objectivity, independence, integrity, trustworthiness, sound judgment, and with a good working knowledge of the operations of Vivant.

- a. In the event that the Disclosure involves a member of the Disclosure Committee, such member shall inhibit himself from taking part in the evaluation, investigation, and reporting of that particular Disclosure.
- b. The Disclosure Committee shall evaluate the complaint and determine if an investigation is warranted. An investigation will be conducted if:
 - i. Subject of the complaint is covered by this Whistleblower Policy;
 - ii. The Disclosure is supported by evidence or at least, includes sufficient details which can be validated and used as basis for conducting an investigation;
 - iii. The Disclosure is not patently false, malicious, intended to harass, or make a mockery of this Whistleblower Policy; or
 - iv. The Corporate Secretary (in the case of Disclosures under Section 6 (i) and (ii)) or the Board of Directors (in the case of Disclosures under Section 6 (iii)) determines that an investigation should be made.
- c. If an investigation is warranted, a handler shall be designated or a fact-finding team shall be formed who will conduct a fact-finding investigation, taking into account the gravity, sensitivity or complexity of the Reportable Event. The handler or the fact-finding team shall be composed of Senior Officers of known honesty and probity, with sufficient expertise to investigate the Reportable Event. Depending on the scope and gravity of the Reportable Event, the fact-finding team may be a multi-disciplinary committee which may include external counsels or external auditors.

The Disclosure Committee may establish guidelines in conducting the investigation that will guide the fact-finding team.

- d. The handler or the fact-finding team shall also provide an appropriate response to any Whistleblower who identifies himself, summarizing the actions to be taken to investigate the Reportable Event.
- e. The handler or the fact-finding team shall exercise discretion at all times in investigating the Reportable Event. He/she or they may require additional information and proceed in accordance with Vivant's policies and the requirements of due process.

- f. The result of the investigation shall be communicated by the handler or the fact-finding team to the Receiving Persons. The Receiving Persons, in consultation with Vivant's VP for Legal and the Department Head of the Human Resources Department, shall determine whether sanctions will be necessary or desirable.
- g. A Whistleblower, who expresses preference to be advised of the progress and outcome of the investigation, shall be given feedback, subject to confidentiality requirements or, in general, observing applicable legal restrictions.
- h. The Disclosure Committee shall submit to the HR a Report on the result of the investigation for the imposition of the appropriate disciplinary action, if warranted by such result.
- i. If the Reportable Event subject of the investigation has a significant financial and reputation risk impact to Vivant, HR shall forward the Report of the Disclosure Committee to the President and the Audit Committee. The Audit Committee shall determine if the report shall be further reported to the Board of Directors.
- j. If the Report of the Disclosure Committee includes a finding of civil or criminal liability, HR shall forward to the Legal Department a copy of the Report for the filing of appropriate legal action.

8. Protection from Retaliation

The Whistleblower will be protected from reprisals, harassment or disciplinary action or victimization as a result of any disclosure or raising of a concern or relaying of information where it is made in good faith believing the disclosure to be true and is not made maliciously or for personal gain.

Any harassment or retaliatory action shall be subject to disciplinary or legal action pursuant to relevant policies and procedures of Vivant, and any applicable law. The right of a Whistleblower for protection against retaliation, however, does not include immunity for his/her wrongdoing or participation in the reported irregularity, if any, and such participation was eventually verified and proven during the course of the investigation.

9. Confidentiality

All Disclosures shall be treated in confidence and the identity of the Whistleblower will not be disclosed if the Whistleblower so prefers, unless, the Whistleblower will be required to stand as a witness in court. Vivant is not accountable for maintaining anonymity where the Whistleblower has told others of the Disclosure.

10. False Report

Anyone who reports a Whistleblowing concern must do so in good faith. Any individual found responsible for making allegations maliciously or in bad faith shall be subject to disciplinary action/s which may include termination of employment or appointment.

11. Policy Review

The Board Corporate Governance Committee shall make an annual review and assessment of the adequacy of this Policy for the consideration and approval of the Board of Directors.