

CODE OF BUSINESS CONDUCT AND ETHICS

COMPANY POLICIES ON THE FOLLOWING BUSINESS CONDUCT AND ETHICS AFFECTING DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

Business Conduct & Ethics	Directors	Senior Management	Employees
(a) Conduct of Business and Fair Dealings	<p>All directors, officers, and employees shall:</p> <ol style="list-style-type: none"> 1. Deal fairly with the Company’s customers, suppliers and business partners, and with the government, competitors and colleagues; 2. Not take undue advantage through misrepresentation of material facts, concealment, manipulation, or any other form of unfair dealing practice; and 3. Treat everyone with respect and act in good faith and with integrity and sense of professionalism at all times. 		
(b) Gifts from Third Parties	<p>Directors, officers and employees shall not accept gifts or invitations of any form from any supplier, customer or business partner of the Company, or from any third person or entity with existing or intended business dealings with the Company, except when the gift or invitation is:</p> <ol style="list-style-type: none"> 1. Directly attributable to purely familial or personal relationships; 2. Only of nominal value; 3. A simple promotional item or is part of the supplier’s public relations program; or 4. Part of business meetings or discussions. <p>Directors, officers and employees must immediately report any offer or gift of any value given to them or their immediate family with a view to get favors or to influence business recommendations, proposals or decisions affecting the Company. The report shall be made to the Chairman of the Board in the case of the directors, to the President and CEO, in case of the Managing Directors, and to the Group Head or Unit Heads in the case of employees. All disclosures shall be submitted to the Human Resources Department.</p>		
(c) Compliance with Laws and Regulations	<p>NOW Corporation expects its directors, officers and employees to conduct business in accordance with Philippine laws and regulations. Employees are encouraged to consult with the Legal Department whenever there is any doubt concerning the legality of any matter.</p>		

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	Any suspected criminal violations will be reported to the appropriate authorities. Non-criminal violations will be investigated and addressed accordingly.		
(d) Trade Secrets/Use of Nonpublic Information	The directors, officers and employees shall strictly observe company rules that provide for restrictions to access to classified information and controls on the release of such information to other companies, agencies, parties or to the general public. The directors, officers and employees shall not release classified information unless authorized by Board of Directors. They should maintain the integrity of all company documents and records and protect them against unauthorized or improper alteration, forgery, concealment or destruction.		
(e) Company Funds, Assets and Information	All directors, officers and employees shall be responsible for the proper use of all company assets and resources, which include, but are not limited to, information, facilities, equipment, software, vehicles and supplies owned or leased by the Company or are otherwise in its possession, They shall use company assets and resources efficiently, responsibly and for legitimate business purposes only.		
(f) Labor Laws & Policies	The Company is consistently compliant with the Philippine labor laws, its implementing rules & regulations, DOLE department orders and circulars. The Company also regularly consults its external counsels to monitor and share current trends in, including strict observance of, legislation and jurisprudence on laws, proclamations and orders involving employee and labor relations.		
(g) Disciplinary Action	<p>The Company, in the spirit of its shared and corporate values, holds all its employees in esteem and believes in protecting their rights, implementing discipline with firm but fair actions. At the same time, it expects each of its employees to respect the rights of fellow employees at all times and strive to live out these shared values in conducting personal and business affairs with: integrity; long-term vision; empowering leadership; commitment to national development.</p> <p>All offenses or violations of Company policies and rules shall be dealt with accordingly.</p>		
(h) Conflict Resolution	The Company adheres to the ideals of justice and fairness in its business and in all its dealings with its Employees. The Corporate Secretary, assisted by the Human Resources Department, shall look into serious violations of Company policies, rules and regulations.		