



Inter-office memo

TO : _____
 THE APPROVING AUTHORITY¹

CC : The Corporate Governance Office (CGO)

FROM : _____
 THE DISCLOSING EMPLOYEE

DATE : _____

SUBJECT : **CONFLICT OF INTEREST (COI) DISCLOSURE UPDATE²**

In accordance with our Conflict of Interest (COI) Policy which seeks to ensure that the interest of PLDT and the PLDT Group is protected at all times from any personal bias or impartiality in work-related decisions and actions of employees, I submit herewith my COI Disclosure and Undertaking.

For your consideration and approval, please.

Thank you.

 THE PORTION BELOW TO BE FILLED UP BY THE APPROVING AUTHORITY

DISPOSITION ³	
<input type="checkbox"/>	Approved , subject to the conditions that the disclosing employee shall strictly follow his/her Undertaking set forth in page 3 of this COI Disclosure Update and Undertaking Form and that all business decisions of the disclosing employee should promote the best interest of PLDT and the PLDT Group and not be motivated by personal considerations and//or relationships.
<input type="checkbox"/>	Disapproved
Instructions/Comments:	
<input type="checkbox"/> Route to the following immediate superior/heads who are hereby instructed to countersign herein and ensure that this Disposition and the disclosing employee's undertaking are strictly observed: _____ _____	
BY: _____ DATE: _____ APPROVING AUTHORITY	

¹ Please refer to the appropriate FORM COI-Update Attachment attached hereto or the COI Policy as to the appropriate Approving Authority applicable to the disclosing employee and the disclosed affiliation/transaction.

² Queries regarding this FORM COI-Update may be directed to the CGO at tel. nos. 816-8916, 893-9852 or 816-8915.

³ Original signed duplicates of the COI Disclosures and the Approving Authority's Disposition should be furnished to the CGO.

**CONFLICT OF INTEREST
DISCLOSURE UPDATE AND UNDERTAKING**

Employee Name Last, First, Middle	Employee Number
Position	Organizational Unit

Please attach and indicate in the line provided below the applicable "FORM COI – Update Attachment" (e.g., FORM COI – Update Attachment A). Kindly check the appropriate boxes and provide additional information where applicable. Attach separate sheets if space is insufficient. For guidance in filling up the Form, terms with (*) are further explained in the Footnotes.

This Disclosure Update and Undertaking (**FORM COI – Update Attachment/s** _____) is submitted in the interest of transparency and in compliance with PLDT's Conflict of Interest Policy (Administrative Order No. 1750-05, dated 24 October 2005).

By signing this Disclosure Update and Undertaking, I confirm that:

1. The disclosures contained herein are true and correct to the best of my knowledge, information and belief;
2. I am bound by and will strictly observe and comply with my undertakings contained herein; and
3. I acknowledge the authority of PLDT to determine and impose the appropriate sanction in the event of any proven violation of or non-compliance with the Conflict of Interest Policy by me, including my undertakings contained herein.

UNDERTAKING

In accordance with the Conflict of Interest Policy, I undertake the following:

1. To timely disclose to the proper authority in PLDT any circumstance known to me that will give rise to an actual or potential Conflict of Interest involving me or my Affiliate;
2. In case I have, or I come to know that my Affiliate has, a potential business dealing or transaction with PLDT, I will seek the requisite prior approval from the Approving Authority in PLDT for such business dealing or transaction with PLDT;
3. With respect to any business dealing or transaction with PLDT involving me or my Affiliate, as approved by the Approving Authority in PLDT, or any Conflict of Interest situation (e.g. on human resource matters), I will:
 - (a) inhibit myself from any direct or indirect participation or involvement at any stage of the transactional flow or official action, including decision making process and the signing of any paper or document related to the Conflict of Interest transaction or situation,
 - (b) refrain from seeking to influence any official action with respect to such Conflict of Interest transaction or situation, and
 - (c) avoid any action or inaction on my part that gives or will give indirect preferential treatment to my Affiliate;
4. With respect to employment, directorship or work, outside PLDT or the PLDT Group, I will:
 - (i) strictly observe the prohibition on the use of Company time, resources, properties and services,
 - (ii) uphold the corporate governance principles and values in the performance of such outside employment, directorship or work (to the extent that my affiliation with PLDT or the PLDT Group is part of my credentials considered in the engagement for such outside employment, directorship or work and the performance of which may reflect on the name of PLDT and/or the PLDT Group); and
 - (iii) my involvement in the disclosed employment, directorship or work will not adversely affect (a) the performance of my duties and responsibilities in PLDT, or (b) the reputation of PLDT and/or the PLDT Group; and
5. To comply with such other requirements prescribed by PLDT or the proper authority in PLDT for purposes of enabling PLDT to verify the disclosures contained herein and monitor or ensure compliance with my foregoing undertakings.

Signature: _____
Name: _____
Employee No: _____
Date: _____

Dealings as a Supplier, Contractor, Business Partner, Consultant, Dealer or Distributor

DISCLOSURE UPDATE

In the interest of transparency and in compliance with PLDT’s Conflict of Interest Policy,

I. I am disclosing that I have a pending direct business dealing or transaction with PLDT (as described in the following paragraph) to the proper authority in PLDT.

Date of Disclosure: _____

To Whom Disclosed:

- For Directors: Board of Directors through its Chairman
- For Officers: President & CEO
- For Employees* and Consultants: Group Head or Highest Ranking Officer of the Highest Department to which Employee or Consultant belongs
Name: _____

Description of Pending Business Dealing or Transaction:

Amount Involved: _____

II. I am seeking approval* for such business dealing or transaction with PLDT from the Approving Authority* in PLDT.

Date of Approval: _____

Approving Authority:

- For Directors Board of Directors through its Chairman
- For Officers President & CEO
- For Employees and Consultants Management Committee

Employees – includes Officers except in Items where a separate checkbox is provided for Officers.

Approval - The Conflict of Interest Policy provides that the business transaction involving a conflicted Director, Employee or Consultant is subject to a separate approval (as set forth in the next paragraph) in addition to: (a) the requirements of Sections 31 to 33 of the Corporation Code (where applicable); and (b) the usual approval required in the ordinary course of business and/or the actual evaluation of the commercial and technical aspects of the transaction, including recommendation to award, made and conducted by the appropriate management bodies or business units in accordance with the established procedures of the Company.

Approving Authority – The business dealing or transaction is subject to the following approvals: if involving a conflicted Director, approval of the Board of Directors and if Section 32 of the Corporation Code is applicable, approval of the stockholders representing at least two-thirds (2/3) of the Company’s outstanding capital stock is also required; if involving a conflicted Officer, approval of the President and CEO and if Section 32 of the Corporation Code is applicable, approval of the Board of Directors is also required; or if involving a conflicted Employee other than an Officer or a conflicted Consultant, approval of the Management Committee; Provided, however, that in any transaction involving a conflicted Employee (including Officers) or Consultant where the amount of such transaction exceeds the level of approving authority of the President & CEO or Management Committee, as the case may be, the approval of such transaction shall be made by the relevant authority or authorities having the power to approve such transaction based on the Board-approved approvals matrix in effect at the relevant time.

**Dealings of an Affiliate as a Supplier, Contractor, Business Partner, Consultant, Dealer or Distributor
DISCLOSURE UPDATE**

In the interest of transparency and in compliance with PLDT’s Conflict of Interest Policy,

I. I am disclosing the following relationship or affiliation (for proper guidance, please read B.1 to B.6 below before answering) with the Contractor/Seller/Lessor (as indicated in Paragraphs A and/or C below) to the proper authority in PLDT.

Date of Disclosure: _____

To Whom Disclosed:

- For Directors: Board of Directors through its Chairman
- For Officers: President & CEO
- For Employees and Consultants: Group Head or Highest Ranking Officer of the Highest Department to which Employee or Consultant belongs
Name: _____

A. I have a relationship or affiliation (as indicated in Paragraph B below) with an individual or entity which has a pending business dealing or transaction with PLDT (the “Contractor”).

Yes No N/A

Name of Contractor: _____
 Date of Incorporation: (If an entity) _____
 Address: _____
 Tel. No.: _____
 Description of Contractor’s Pending Business Dealing or Transaction with PLDT: _____
 Amount Involved: _____

B. My relationship or affiliation with the Contractor is as indicated below:

1. Contractor is a relative within the third degree of consanguinity, affinity or by legal adoption (a “Relative”).

Yes No N/A

- | | |
|---|--|
| <u>Relative by Consanguinity/Legal Adoption</u> | <u>Relative by Affinity</u> |
| <input type="checkbox"/> Spouse | <input type="checkbox"/> Son/Daughter-in-Law |
| <input type="checkbox"/> Son/Daughter | <input type="checkbox"/> Father/Mother-in-Law |
| <input type="checkbox"/> Father/Mother | <input type="checkbox"/> Brother/Sister-in-Law |

- | | |
|--|---|
| <input type="checkbox"/> Grandfather/Grandmother | <input type="checkbox"/> Uncle/Aunt-in-Law* |
| <input type="checkbox"/> Brother/Sister | <input type="checkbox"/> Nephew/Niece-in-Law* |
| <input type="checkbox"/> Uncle/Aunt* | |
| <input type="checkbox"/> Nephew/Niece* | |

Domestic Partner and His/Her Relatives

- | |
|--|
| <input type="checkbox"/> Domestic Partner |
| <input type="checkbox"/> Domestic Partner's Relatives up to the third degree of consanguinity, Affinity or legal adoption (please refer to list of Relatives in B 1 above) |

2. I am and/or my Relative is a director, officer* or executive* of the Contractor. (*Note: If you are or your Relative is a general partner of a partnership, please provide relevant information in B.5 below*)

- | | | |
|------------------------------|-----------------------------|------------------------------|
| <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
|------------------------------|-----------------------------|------------------------------|

Name of Relative/Relationship: _____

	<u>Undersigned</u>	<u>Relative</u>
Position in Contractor's Firm:	_____	_____
Term of Office or Employment in Contractor's Firm	_____	_____

3. I own and/or my Relative own(s) more than ten percent (10%) of the subscribed capital stock or equity of the Contractor.

- | | | |
|------------------------------|-----------------------------|------------------------------|
| <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
|------------------------------|-----------------------------|------------------------------|

Name of Relative/Relationship: _____

	<u>Undersigned</u>	<u>Relative</u>
Class & Number of Shares Owned:	_____	_____
Percentage of Ownership:	_____	_____

Uncle/Aunt – Limited to brothers or sisters of parents
Uncle/Aunt-in-Law – Limited to brothers or sisters of parents-in-law
Nephew/Niece – Limited to children of brothers or sisters
Nephew/Niece-in-Law – Limited to children of brothers/sisters-in-law
Officer - Includes an employee with the rank of Vice President and above (or their equivalents).
Executive - Includes an employee with the rank of Manager (including Sr. Relationship Managers) up to Assistant Vice President (or their equivalents).

4. The Contractor is majority owned or controlled by a firm or corporation in which I and/or my Relative own(s), singly or collectively, more than ten percent (10%) of the subscribed capital stock or equity (the "**Controlling Entity**").

Yes No N/A

Name of Controlling Entity: _____
Address: _____
Description of Business: _____

Name of Relative/Relationship: _____

	<u>Undersigned</u>	<u>Relative</u>
Class & Number of Shares Owned in the Controlling Entity:	_____	_____
Percentage of Ownership:	_____	_____

5. The Contractor is a partnership in which I am or my Affiliate is a partner.

Yes No N/A

Name of Partnership: _____
Type/Purpose of Partnership: _____
Address: _____
Name of Affiliate who is a Partner: _____
Description of Affiliation: _____

6. I have an existing or previous close personal relationship or business affiliation or financial involvement with the Contractor.

Yes No N/A

Description of Personal Relationship*
(e.g., co-fraternity member): _____
Description of Business Affiliation*
(e.g., joint venture): _____
Description of Financial Involvement*
(e.g., lender, borrower, guarantor, surety, mortgagor): _____

C. I am a co-owner or my Affiliate (please refer to the list of Affiliates in Paragraph B.1 to B.6) is a co-owner of a property sold, assigned or leased to PLDT or any company within the PLDT Group.

Yes No N/A

Name of Affiliate who is a Co-Owner: _____
Description of Affiliation: _____
Location and Description of Property: _____
Selling Price/Lease Rental: _____

Personal Relationship, Business Affiliation or Financial Involvement – Refers to existing or previous close personal or business affiliation or relationship with Third Parties, in view of which a Director, Employee or Consultant’s decisions or actions in the best interest of the PLDT and/or the Group is unduly affected or compromised.

Date of Sale/Period of Lease: _____

D. My position in PLDT is involved or allows me to be involved in the transaction process flow including decision making with respect to the business dealing or transaction of the Contractor/Seller/Lessor with PLDT [as indicated in A (which refers to affiliation or relationship with a Contractor) and/or C (which refers to co-ownership) as described above).

Yes No N/A

Details/Explanation/Extent of Involvement: _____

E. I am inhibiting myself from being involved in the transaction process flow including decision making with respect to the business dealing or transaction of the Contractor/Seller/Lessor with PLDT (described in A and/or C above).

Yes No N/A

Details/Explanation: _____

II. I am seeking approval* for such business dealing or transaction of the Contractor/Seller/Lessor with PLDT (described in Paragraphs A and/or C above) from the Approving Authority* in PLDT.

Date of Approval: _____

Approving Authority:

- For Directors Board of Directors through its Chairman
- For Officers President & CEO
- For Employees* and
Consultants Management Committee

Employees – includes Officers except in Items where a separate checkbox is provided for Officers.

Approval - The Conflict of Interest Policy provides that the business transaction involving a conflicted Director, Employee or Consultant is subject to a separate approval (as set forth in the next paragraph) in addition to: (a) the requirements of Sections 31 to 33 of the Corporation Code (where applicable); and (b) the usual approval required in the ordinary course of business and/or the actual evaluation of the commercial and technical aspects of the transaction, including recommendation to award, made and conducted by the appropriate management bodies or business units in accordance with the established procedures of the Company.

Approving Authority – The business dealing or transaction is subject to the following approvals: if involving a conflicted Director, approval of the Board of Directors and if Section 32 of the Corporation Code is applicable, approval of the stockholders representing at least two-thirds (2/3) of the Company's outstanding capital stock is also required; if involving a conflicted Officer, approval of the President and CEO and if Section 32 of the Corporation Code is applicable, approval of the Board of Directors is also required; or if involving a conflicted Employee other than an Officer or a conflicted Consultant, approval of the Management Committee; Provided, however, that in any transaction involving a conflicted Employee (including Officers) or Consultant where the amount of such transaction exceeds the level of approving authority of the President & CEO or Management Committee, as the case may be, the approval of such transaction shall be made by the relevant authority or authorities having the power to approve such transaction based on the Board-approved approvals matrix in effect at the relevant time.

**Dealings with Directors, Employees and Consultants
DISCLOSURE UPDATE**

In the interest of transparency and in compliance with PLDT’s Conflict of Interest Policy, I am disclosing my affiliation with the director, employee or consultant named in Paragraph A below to the proper authority in PLDT.

Date of Disclosure: _____

To Whom Disclosed:

For Directors and Governance and Nomination Committee
Human Resources Group Head through its Chairman

For Officers, Employees and Human Resources Group Head
Consultants

A. I have an Affiliate (please refer to the list of Affiliates in I B.1 to B.6 of FORM COI – Update Attachment B) who is a director, employee or consultant of PLDT.

Name of Affiliate: _____

Description of Affiliation: _____

Position of Affiliate in PLDT: _____

Date Elected/Appointed/Hired: _____

B. My present position and/or work responsibilities in PLDT involves or allows me to be involved in recruitment, selection, promotion, disciplinary procedures, staff development, performance review, benefits and remuneration.

Yes No N/A

Details/Explanation/Extent of Involvement: _____

C. My Affiliate works or is assigned to a unit/department/division/center/sector/group/team that is under my direction, control or supervision.

Yes No N/A

Details/Explanation/Extent of Involvement: _____

D. I am inhibiting myself from being involved in any decision making process on human resources matters with respect to my Affiliate, including any action that may be deemed as seeking to influence any official action with respect to such Affiliate.

Yes No N/A

Details/Explanation: _____

**Work or Employment Outside PLDT or PLDT Group
DISCLOSURE UPDATE**

In the interest of transparency and in compliance with PLDT's Conflict of Interest Policy, I am disclosing to, and securing prior approval from, the Approving Authority in PLDT for my work or employment outside PLDT and the PLDT Group (described in Paragraph A below).

Date of Disclosure: _____

Date of Approval: _____

To Whom Disclosed/
Approving Authority: _____

For Directors Board of Directors through its Chairman

For Officers, Consultants,
Employees of the Corporate
Governance Office Governance and Nomination Committee
through its Chairman

For Employees Group Head or the highest ranking officer of the highest
department to which the conflicted employee belongs
Name: _____

A. I intend to work for, provide service to, or seek employment by, an entity (including individual client or employer, firm, corporation, partnership, sole proprietorship, university, etc.) outside PLDT and the PLDT Group.

Name of Outside Entity: _____

Position/Nature of Work Provided: _____

Work Hours: _____

Period of Service: _____

Other Conflict of Interest Situations For Officers and Directors
DISCLOSURE UPDATE

In the interest of transparency and in compliance with PLDT's Conflict of Interest Policy, I am disclosing the following to the Governance and Nomination Committee through its Chairman:

A. Personal Loans

1. I am arranging to obtain a loan directly from PLDT or indirectly through an arrangement with a subsidiary or affiliate of PLDT.

Yes No N/A

Amount of Loan: _____
Purpose of Loan: _____
Tentative Date of Loan _____
Disbursement: _____
Other Terms of the Loan: _____

2. The loan will be obtained under a loan program established by PLDT as permitted under and in accordance with applicable laws and regulations.

Yes No N/A

If no, provide the basis for exception: _____

B. Corporate Opportunities

1. I am in the process of acquiring directly or indirectly through an Affiliate (please refer to list of Affiliates in I B, 1 to 6 of FORM COI – Update Attachment B) a business opportunity in the line of PLDT's business, in which PLDT had or has an interest or a reasonable expectancy and which PLDT is financially able to undertake.

Yes No N/A

Description of Business Opportunity: _____
Tentative Date of Acquisition: _____
From Whom Acquired: _____

2. The above-described business transaction has been submitted for approval by the Board of Directors and Stockholders of PLDT.

Yes No N/A

Date of Approval: _____

**Other Potential Conflict of Interest Situations
DISCLOSURE UPDATE**

In the interest of transparency and in compliance with PLDT’s Conflict of Interest Policy, I am disclosing the following Private Transactions and/or Situations to the proper authority in PLDT:

Date of Disclosure: _____

To Whom Disclosed:

- For Directors: Board of Directors through its Chairman
- For Officers: President & CEO
- For Employees and Consultants: Group Head or Highest Ranking Officer of the Highest Department to which Employee or Consultant belongs
Name: _____

A. Private Transactions with PLDT’S Suppliers, Contractors, Business Partners or Consultants

1. I have a potential private contract for personal purposes with an existing supplier, contractor, business partner or consultant of PLDT (a “**Contractor**”), whose accreditation, selection, performance evaluation, contract renewal or termination as such by PLDT is under my authority or control, or under the authority or control of a panel or committee of which I am a member.

Yes No

Name of Contractor: _____

Date of Contract: _____

Description of Private Contract with the Contractor: _____

B. Please provide details of other situations that have the potential of being categorized as a Conflict of Interest* business transaction or official action.

Conflict of Interest – Occurs when the private interest of a Director, Employee, Consultant and/or his Affiliate interferes or appears to interfere in any way with the interest of PLDT and/or the Group. It can also arise when a Director, Employee or Consultant has interests that may make it difficult to perform his or her work objectively and effectively regardless of whether or not he or his Affiliate receives or will receive Personal Benefit (as defined in the Policy). Conflict of Interest can also arise when a Director, Employee, Consultant and/or his Affiliate receives or will receive improper Personal Benefit from a transaction with PLDT and/or the Group, as a result of the Director, Employee or Consultant’s position in PLDT and/or any company within the Group.