



## **WHISTLEBLOWER POLICY**

WELLCARE is committed to the highest possible standard of openness, probity and accountability. In line with this commitment, this TDG group wide policy is formulated to provide an opportunity to employees, suppliers and clients to report any unethical and improper practice or any other wrongful misconduct that they may observe in the Company.

The procedure set out in this Policy applies to any known or suspected unethical and improper practice or other wrongful misconduct involving employees of the Company, as well as directors, shareholders, suppliers, contractors and/or any other parties with a business relationship with the Company.

Employees should report any suspected or known unethical and improper practice or other wrongful misconduct in violation of the Company's Code of Conduct and other policies of the Company. Failure to report the same may be seen as compounding or assisting fraud and therefore may constitute improper conduct under the TDG Code of Discipline.

Acts covered by this Policy ("Covered Act") include but are not limited to the following:

- commission of a criminal offense against the Company, or any of its shareholders, directors, officers or employees
- accounting or audit irregularities; i.e. acts related to the misstatement and/or destruction of the Company's accounting documents, and acts that fraudulently influence, coerce, manipulate, or mislead any independent public or certified accountant engaged in conducting an audit for the purpose of rendering the Company's financial statements materially misleading
- falsification of Company records
- acts meant to defraud the Company
- solicitation or acceptance of cash, gifts or favors to perform a function, which the employee is required by the job description to perform (e.g., accepting gifts or money from a supplier in order to gain additional business) '



- taking of money or money instruments from the premises of the Company without authoritative permission
- taking or removal of any merchandise or property from the premises of the Company without permission, including, without limitation, utilization of Company's goods and/or services to support the employee's own business
- any act or omission which causes an employee to be paid for time not actually worked
- any act or omission in violation of the Company's Code of Conduct
- suppression or concealment of any information relating to the above.

## **II. SAFEGUARDS**

No adverse personnel action shall be taken or recommended against an employee in retaliation to his disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This Policy protects such employees ("whistleblower") from unfair termination and unfair prejudicial employment practices.

The Company will make all the necessary precautions to best protect the whistleblower's identity. The identity may, however, be divulged if the statement by the whistleblower is required or his/her presence is necessary at disciplinary hearings, Police interviews or any other related activities carried out in the course of the investigation.

This Policy discourages anonymous allegations. It is difficult to obtain verifiable evidences for concerns raised anonymously.

Anonymous allegations may, however, be considered at the discretion of the Compliance Committee (as defined in Section V below) provided any of the following factor exists:

- seriousness of the concern raised
- credibility of the concern and the verifiable evidences put forward anonymously
- likelihood of confirming the allegations from available sources

If a concern was raised in good faith, but proven to be untrue after due investigation, no action shall be taken against the staff that raised the concern. The Company will take all reasonable steps within its powers to ensure that the staff suffers no retaliation. If the concern was, however, made frivolously, maliciously or for personal gain, disciplinary action shall be taken by the Company against the staff including termination.



An employee shall be deemed to be communicating in good faith if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. “good faith” shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious false or frivolous.

This Policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure of information by him and for legitimate reasons or cause under the Member Company’s rules and policies.

### **III. RAISING A CONCERN**

All concerns should be submitted to any of the following:

1. Whistleblower Hotline: +63 998 963 1397 (09:00 to 18:00 Manila time) – Mondays to Fridays except public holidays or
2. Whistleblower email: [tdgwhistleblower@gmail.com](mailto:tdgwhistleblower@gmail.com) or
3. The head of the department in writing or
4. The President of the Company in writing

Suppliers and clients can also raise their concerns on any Covered Act through the above contact channels as well.

Concerns raised to the head of the department or the President shall be immediately forwarded to TDG’s Chief Compliance Officer.

### **IV. HANDLING OF THE CONCERN**

1. Depending on its nature and severity, the concern may be:
  - investigated internally
  - referred to external auditors
  - referred to public or police authorities



2. In order to protect individuals and the Company, initial inquiries shall be made to decide whether an investigation is appropriate and, if so, under what form it should be made.
3. Within ten (10) working days of receipt of the concern, TDG's Chief Compliance Officer shall inform the whistleblower that the concern that the latter raised has been received and indicate the action intended to be taken.
  - a. The amount of communication between the Chief Compliance Officer and the whistleblower, will depend on the nature of the matters raised, the potential difficulties involved in the clarity of the information provided. If necessary, further investigation shall be sought from the whistleblower.
  - b. When a meeting is arranged, the whistleblower may so elect to be accompanied by an associate and/or human resource personnel provided that these persons are not in the area of work or function or authority to which the concern raised is related.
  - c. The Chief Compliance Officer will take steps to minimize difficulties which the whistleblower may experience as a result of raising the concern. For instance, if the staff is required in criminal or disciplinary proceedings, the Chief Compliance Officer shall advise him/her about the procedure.
  - d. The Chief Compliance Officer shall assure the whistleblower that the concern raised is being properly addressed. Thus, subject to legal constraints, the complainant will receive information about the outcome of investigation.

## **V. INVESTIGATION AND RESPONSIBILITIES**

1. TDG's Chief Compliance Officer shall forward a copy of the concern to TDG's Group Chair, the Company's President, unless any of them is the subject of the complaint, in which case the person involved will not be sent a copy.



2. TDG's Chief Compliance Officer shall then convene the Compliance Committee ("Compliance Committee") to institute the appropriate investigation in accordance with this Policy, which committee will be composed of the Chief Compliance Officer, the Company President and TDG's Chief Learning Officer, unless any of them is the subject of the complaint, in which case the person involved will be excluded from the Compliance Committee., and the remaining members shall appoint another person who will take the place of the excluded person. Resolutions of the Compliance Committee shall be adopted by a majority of its members. The Compliance Committee shall evaluate/processing of any concern raised and determine if the concern raised by the whistleblower is a Covered Act.
  - a. If the Compliance Committee determines that the concern raised by the whistleblower is not a Covered Act, the Chief Compliance Officer shall refer the concern to the Company's management for appropriate action taking into consideration the procedure set out in the then existing procedures under the Company's Employee Handbook. For example, sexual harassment cases shall be referred to the Company's Committee on Decorum and Investigation.
  - b. If the Compliance Committee determine that the concern raised by the whistleblower is a Covered Act, they shall outline the procedure and strategy for an investigation of the Covered Act, which strategy shall include whether or not the investigation will be handled internally or with the assistance of external advisers/consultants.
  - c. If the investigation will be handled internally, the Head of Internal Audit shall be tasked to lead the investigation, who will conduct the investigation together with such other officers as the Compliance Committee may deem appropriate.

Any disciplinary action that needs to be taken based on the results of the investigation shall be pursued in accordance with the then existing policies and procedures of the Company.



## **VI. REPORTS**

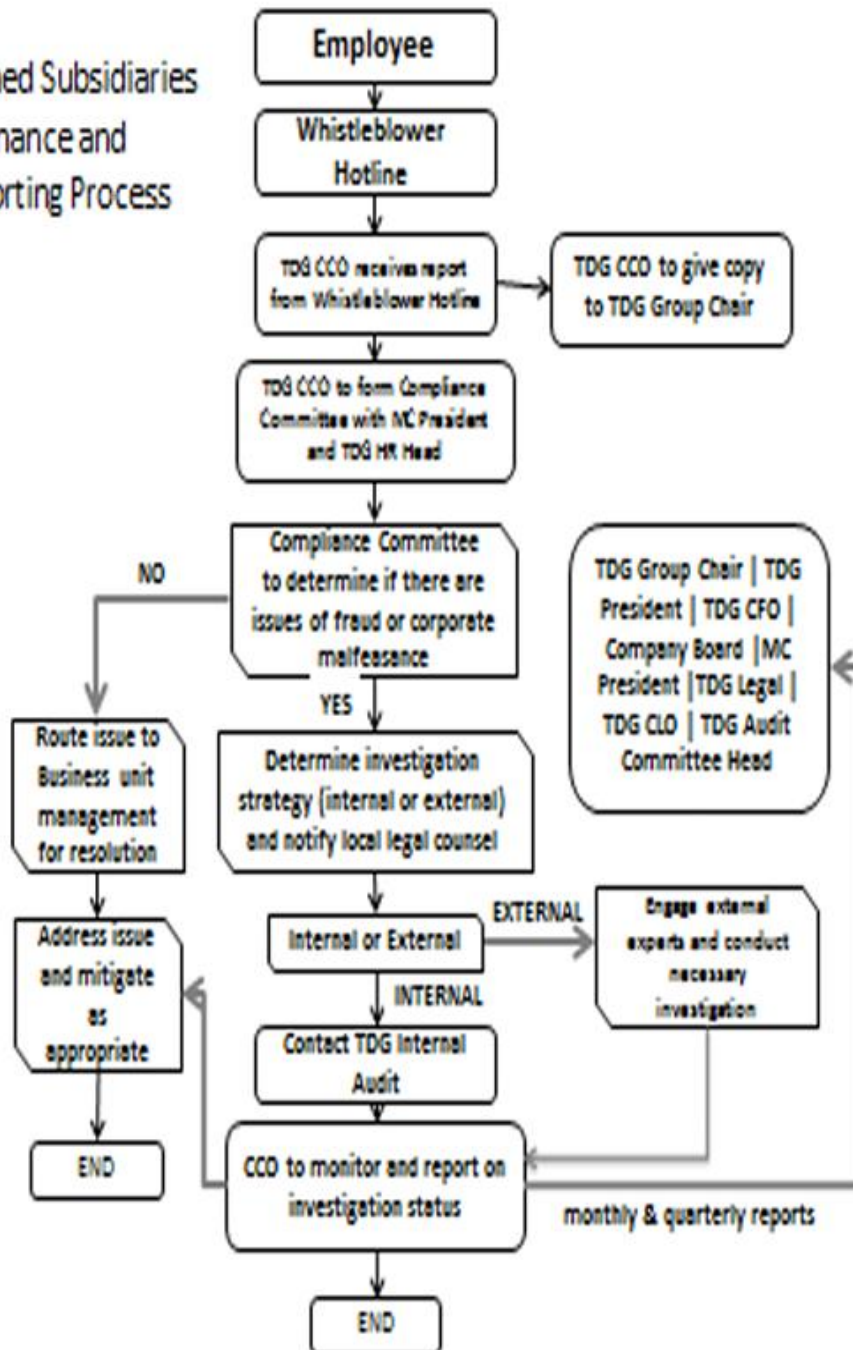
The Chief Compliance Officer shall monitor the status and progress of the investigation and shall prepare monthly and quarterly reports, which will include measures to address and/or mitigate the actions subject of the concern raised by the whistleblower. Such reports, as well as results of investigations, plans of action, corrective/preventive measures and other remedial steps undertaken and/or to be undertaken shall be reported by the Chief Compliance Officer to the following provided that if any of the below-mentioned individuals is involved directly/indirectly in the concern raised, he/she will not be sent a copy of the reports:

- TDG Group Chair
- TDG President
- TDG Chief Finance Officer
- Company's Board of Directors
- Company's President
- TDG Head of Legal
- TDG Chief Learning Officer
- TDG Audit Committee Chair



**VII. PROCESS FLOW**

TDG Wholly-Owned Subsidiaries  
Corporate Governance and  
Compliance Reporting Process





## VIII. IMPLEMENTATION

- This Policy shall become effective 2014 October 01 until superseded.
- This Policy shall be part of the Company's Employee's Handbook.
- All employees shall have access to this Policy. The Human Resources Head in coordination with the General Manager/Company Head shall see to it that this Policy is explained and understood by everyone.

## IX. MANAGEMENT PREROGATIVE

This Whistleblower Policy is subject to amendments, supplements, clarifications, deletions and revisions as Corporate Center - TDG may promulgate from time to time.

(SIGNED ORIGINAL COPY)  
**ATTY. RUELITO Q. SORIANO**  
Group Chief Compliance Officer

(SIGNED ORIGINAL COPY)  
**DAN C. FLORENTINO**  
Corporate Center President &  
Group Chief Operating Officer

(SIGNED ORIGINAL COPY)  
**JOSEPHINE J. FRANCISCO**  
Group Chief Quality Officer

(SIGNED ORIGINAL COPY)  
**SOCORRO Z. NIRO**  
Group Chief Finance Officer

(SIGNED ORIGINAL COPY)  
**MARIE ANTONETTE G. NARVAS**  
Group Chief Learning Officer  
& Vice-President, Human Resources

(SIGNED ORIGINAL COPY)  
**ATTY. MELITHA F. GASAPOS**  
Head, Legal Department