

BENEFICIAL LIFE INSURANCE COMPANY, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

(Updated: January 03, 2022)

PHILOSOPHY AND SPIRIT

Beneficial Life Insurance Company Inc. (“BENLIFE” or the “Company”) is fully committed to the highest standards in terms of ethical conduct. The Company believes that conducting business with a high standard of professional conduct, ethics and proficiency is critical to its success and the success of its clients. Company goals can only be achieved, among other things, by conducting business with integrity in accordance with the highest ethical standards, and in compliance with all applicable laws and regulations. Therefore, the spirit of the Code means that all actions of the Company, its directors, officers and employees must, at all times, be consistent with the core principles of accountability, integrity, fairness and transparency.

OBJECTIVES

This Code of Business Conduct and Ethics (the “Code”) sets forth the Company’s business principles and values which shall guide and govern all business relationships of the Company, its directors, officers and employees, including their decisions and actions when performing their respective duties and responsibilities.

The Code shall be a tool to achieve the Company’s goal to:

- i. build a culture of integrity, accountability, and ethical behaviour where each shall be responsible for knowing and abiding by the Code and strives to protect the Company’s reputation;
- ii. establish a system for detection and reporting of known or suspected ethical wrongdoing or violations of the Code, and;
- iii. emphasize the Company’s commitment to compliance with regulatory guidelines, rules and laws

COVERAGE

The Code of Business Conduct and Ethics is applicable to, and mandatory for, all directors and officers of the Company, as well as all employees at all levels, regardless of their individual role, position or practice.

STANDARDS OF BUSINESS CONDUCT AND ETHICS

I. COMMITMENT TO INTEGRITY AND RESPONSIBLE CONDUCT WHEN DEALING WITH CUSTOMERS AND OTHER STAKEHOLDERS

1. Honesty & Good Faith

All Company directors, officers, and employees shall observe the following at all times, in the performance of their duties:

- i. Act honestly and in good faith, with loyalty and in the best interest/s of the Company, its stockholders, regardless of the amount of their shareholdings, and other stakeholders such as its clients and the general insuring public.
- ii. Exercise honesty in the performance of their duties and avoid the use of their position for their own interests.
- iii. Act in good faith with the care which an ordinary prudent man would exercise under similar circumstances. A director, officer, and employee should always strive to promote the interest of the Company, its clients and stakeholders.
- iv. Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated.
- v. Uphold actions that exemplify the Company's commitment to maintain the highest standards of business integrity and constantly exhibit the essence the Company's core values.

2. Fair Dealing

All Company directors, officers, and employees shall endeavor to deal fairly with the customers and all stakeholders and with one another. They shall refrain from committing the following acts:

- i. Resort to manipulation, concealment, abuse of privileged information, misrepresentation or material facts, or any other similar or unfair dealing practice;
- ii. Materially profit, or assist others to materially profit, from confidential information or business opportunities that are available because of his position or service to the Company; and
- iii. Influence any business transaction between the Company and another entity in which he/she has a direct or indirect financial interest or acts as an employee, officer or director or in a similar capacity.

3. **Entertainment and Gifts**

- i. Taking into consideration Filipino culture of hospitality, entertainment and gifts of **modest** or reasonable **value** necessary to an ordinary and legitimate business purpose or in the development of business relationship, are generally acceptable and appropriate. In this regard, directors, officers, employees should exercise due care in accepting gifts and entertainment.
- ii. Entertainment and gifts must be given and received in an open and appropriate manner.
- iii. Entertainment and gifts should not be given or received in a manner which creates an impression or may be perceived that a director, officer, or employee intends to influence a decision through such gift or entertainment. Entertainment and gifts should be timely appropriate so as not to coincide with key decisions or transactions.
- iv. Solicitation of personal gifts (especially in cash or cash equivalent) or entertainment shall at all times be avoided.
- v. No gift or entertainment shall be offered or extended if the same is deemed illegal or known to violate the rules of the recipient's organization, or if it will more likely result to a feeling of obligation on the part of the recipient.
- vi. One's position shall not be exploited to provide individual preferential treatment from vendor, supplier or a client of the Company.
- vii. Gifts and entertainment, of significant value may not be accepted from any supplier or client of the Company; neither can an immediate family member or representative be designated to accept such on behalf of the director, officer, or employee.

II. **CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES**

1. A director, officer or employee shall avoid any actual or apparent conflicts of interest between his/her private interest, including the private interest of a member of his/her family, and the interests of the Company, unless you prior approval by the appropriate approving authorities as designated in applicable policies of the Company have obtained. Any actual or apparent conflict of interest, and any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest, should be disclosed to the Company through the Compliance Office.

2. A director, officer or employee shall avoid activities and interests that could significantly affect the objective or effective performance of his/her duties and responsibilities in the Company, including business interests or unauthorized employment outside the Company, the receipt from and giving of gifts to persons or entities with whom the Company relates, as well as insider dealing.
3. A director, officer or employee must be loyal to the Company. As such, all business decisions and actions must be based on the best interest of the Company and must not be motivated by personal considerations and other relationships, which may interfere with the exercise of independent judgment.
4. A director, officer or employee shall advance the Company's legitimate interests when the opportunity arises. Avoid competing with the Company on a business opportunity or acquiring an interest adverse to that of the Company's. Refrain from taking advantage of Company property, information or position, or opportunities arising from these, for personal gain, to compete with the Company, or act against the best interest of the Company. Directors, officers and employees who intend to make use of Company property or services in a manner not solely for the benefit of the Company should obtain prior approval from appropriate approving authorities as designated in applicable policies of the Company.
5. A director, officer or employee shall refrain from the direct or indirect, grant or arrangements of loans to any director or officer, including loans granted or arranged by the Company's subsidiaries and affiliates, unless such grant or arrangement is allowed by all applicable laws and regulations.

III. COMPETITION AND FAIR DEALING

Fair dealing is central to the Company's corporate culture, and its client centricity thrust. Directors, officers, and employees are expected to deal fairly and honestly with each other, with clients, management and employees, suppliers, regulators, shareholders, competitors and other stakeholders.

Directors, officers, and employees are expected to comply with all laws relating to fair dealing and fair competition, and are mandated to:

1. Avoid actions that could reasonably be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices, particularly policy and direction-setting with respect to pricing, charges or types of services, or competing for clients, product categories or geographic markets
2. Avoid taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.
3. Deal fairly with the Company's customers, service providers, suppliers, competitors and employees.

IV. CONFIDENTIALITY OF INFORMATION AND PROPER USE OF PROPERTY

1. Maintain and safeguard the confidentiality of information entrusted by the Company, its subsidiaries, affiliates, customers, business partners, or such other parties with whom the Company relates, except when disclosure is authorized or legally mandated. Confidential information includes any non-public information that might be of use to competitors, or harmful to the Company, its subsidiaries, affiliates, customers, business partners, or such other parties with whom the Company relates, if disclosed.
2. Follow Company policy and applicable laws regarding business records retention. Ensure that records are not altered, concealed, destroyed or falsified to impede, obstruct or influence any investigation by, or proceeding before any official Company committee or body, governmental, regulatory or judicial body having jurisdiction.
3. Avoid trading any of the Company's securities or those of its subsidiaries and affiliates using price sensitive information that is not normally available publicly, and obtained by reason of position, contact within, or other relationship with the Company.
4. Use Company property and resources, including Company time, supplies and software, efficiently, responsibly and only for legitimate business purposes.
5. Protect the assets of the Company from loss, damage, misuse or theft.

V. DISCLOSURE

1. Publicly disclose all material information (*i.e.*, anything that could potentially affect share price, as well as other information), including earning results, corporate strategy, related party and off- balance sheet transactions.
2. To the extent relevant to the area of responsibility of a director, officer, or employee, he/she shall comply with the Company's disclosure controls and procedures and internal controls to ensure that:
 - i. financial and non-financial information is properly recorded, processed, summarized and reported, and
 - ii. Company's public reports and documents, including the reports that the Company files with the Securities and Exchange Commission, Insurance Commission, and other regulatory authorities comply in all material respects with the applicable laws and rules.
3. Each director, officer, and employee, to the extent appropriate within his or her area of responsibility, should consult with other Company officers and employees and take other appropriate steps regarding the above mentioned disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.
4. Be familiar with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company.
5. Do not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether inside or outside the Company, including to the Company's independent auditors, governmental regulators and self-regulatory organizations.

VI. RISK MANAGEMENT

1. Directors and Officers shall restrict or minimize undertaking of risk so as not to jeopardize shareholder value.
2. Directors and Officers must fully assess and manage risks involved in undertaking strategies, activities, products, services and other business endeavors of the Company.

VII. RELATIONS WITH SHAREHOLDERS AND INVESTORS

Directors and Officers shall:

1. Adopt strategies, actions, decisions, and transactions based on increasing shareholder value.
2. Adopt international best practices of good corporate governance in the conduct of the business.
3. Keep business and accounting records which accurately reflect the financial position of the business and issue financial statements to ensure transparency of information.
4. Ensure an independent audit of the Company's financial statements by external auditors selected by the Company's Audit Committee and as approved by the Board and Stockholders.
5. Communicate truthfully and regularly business policies, achievements and prospects.

VIII. COMPLIANCE

All directors, officers and employees of the Company are expected and required to:

1. Engage in honest conduct and comply with all applicable laws, rules and regulations, including prohibitions on insider trading, both in letter and spirit. Demands brought on by prevailing business conditions or perceived pressures are not excuses for violating any law, rules or regulations.
2. Personally adhere to the standards and restrictions imposed by those laws, rules and regulations.
3. Avoid the direct or indirect commission of bribery and corruption of representatives of governments or regulators to facilitate any transaction or gain any perceived or actual favor or advantage, excluding permissible additional payments for routine governmental actions allowed by all applicable laws and regulations.

IX. IMPLEMENTATION AND MONITORING OF THE CODE

1. Directors, officers, and employees of the Company commit to comply with both the letter and spirit of this Code, and the Company endeavors to obtain the same commitment from its business partner. In this connection, directors and officers should explain to employees and business partners the Company's principles and values set forth in this Code, and emphasize the importance of conducting themselves in accordance with the standards set by this Code in order to deter wrongdoing.
2. The Compliance Office and Office of the Human Resources are responsible for applying the Code to specific situations in which questions or concerns may arise, and has the authority to interpret and decide on such issues arising from the implementation of the Code.
3. There shall be no waiver of any of the provisions of this Code in favor of any directors, officer, or employee, except when expressly granted by the Board of Directors or the Corporate Governance Committee in the case of waivers for directors and officers or by the Compliance Office in the case of waivers for employees. Any such waiver for any director or executive officer or any material amendment to the Code must be promptly disclosed to the stockholders of the Company.
4. Any director, officer or employee is encouraged to contact the Compliance Office when in doubt about the best course of action in a particular situation relating to a subject matter of the Code.
5. Any director, officer or employee who is aware of any existing or potential violation of the Code is required to notify the Compliance Office and/or Office of the Human Resources promptly. Such Office shall take all action it considers appropriate, which may include coordination with, delegation to, or assistance of, the Office of the Internal Audit, to investigate any violations reported to it. If a violation has occurred, the Company shall take such disciplinary or preventive action as it deems appropriate.
6. Disciplinary actions against violators include measures such as dismissal and/or the filing of appropriate civil and criminal actions. For purposes of this Code, "violators" are defined as:
 - i. persons who commit prohibited acts or who fail to implement prescribed acts when there is an obvious opportunity to do so;
 - ii. employees who knowingly abet such acts of commission or omission or who fail to report such acts that violate the Code; and

- iii. persons of authority who fail to impose the necessary disciplinary measures against violators.
7. Retaliation or discrimination, whether direct or indirect and in any form, against any director, officer, or employee who reports, honestly and in good faith, any violation or perceived violation of this Code shall not be tolerated.
8. All policies systems practice, orders, and similar official corporate issuances, whether existing or to be issued shall be revisited and revised as soon as practicable in order to be consistent with the letter and spirit of this Code. Pending the finalization of such amendments, the provisions of this Code shall prevail over any policies, systems practice, orders, and similar official corporate issuances, inconsistent with this Code.

This Code shall be reviewed at least once every three (3) years or such other frequency as may be determined by the Board of Directors and/or the Corporate Governance Committee.

NON EXCLUSIVITY

It is envisioned that through this Code, all directors, officers, and employees of the Company are able to make decisions and take actions aligned with the principles, norms, vision, mission and values of BENLIFE. This Code is not intended to be restrictive nor all encompassing, but shall cover analogous situations. Where issues arise that cannot be specifically foreseen in this Code, the directors are expected to exercise sound judgment and proper behaviour, consistent with the Company's values and principles. Other necessary policies & procedures, including but not limited to the Manual on Corporate Governance and Company Policies are hereby adopted by reference to clarify the provisions of this Code. The Company may, from time to time, promulgate supplemental rules, which shall form an integral part of this Code.