

CONFLICT OF INTEREST POLICY

1. Statement of Policy

It is the policy of Prime Orion Philippines, Inc. (the "Corporation") to achieve and maintain the highest standards of professionalism and ethical conduct in its operations, corporate reporting, and business practices.

To this end, the Corporation adopts this Conflict of Interest Policy (the "Policy") to set the norm of conduct that should be observed by the Corporation's directors, officers and employees in all their actions and dealings concerning the Corporation.

2. General Principles

2.1 Pursuant to the Manual on Corporate Governance ("Manual") of the Corporation, a director or officer is expected to conduct fair business transactions with the Corporation and ensure that personal interest does not conflict with the interest of the Corporation.

A director or officer should not use his position to profit or gain some benefit or advantage for himself or his related interests. He should avoid situations that may compromise his impartiality. If an actual or potential conflict of interest may arise on the part of a director or officer, he should fully and immediately disclose it and should not participate in the decision-making process. A director or officer who has a continuing material conflict of interest should consider resigning from his position.

A conflict of interest is considered material if the director or officer's personal or business interest is antagonistic to that of the Corporation, or stands to acquire or gain financial advantage at the expense of the Corporation.

2.2 Pursuant to the Corporation's Code of Conduct, an employee is expected to exercise corporate citizenship and protect the corporate interest by conducting business affairs in fairness, honesty and in compliance with the law. He should not use his position to profit or gain some benefit or advantage for himself or his related interests. He should avoid situations that may compromise his impartiality.

He should exercise utmost discretion in accepting personal favor or gifts from individuals or entities seeking or doing business with the Corporation and refuse any gift that might be considered as bribery of any form.

He should refrain from engaging in such private activities or business that are in conflict with employee responsibilities, and are detrimental to the interest of the Corporation.