

National Reinsurance Corporation of the Philippines WHISTLEBLOWER POLICY

I. INTRODUCTION

Integrity is a core value of National Reinsurance Corporation of the Philippines (“Nat Re”). It means doing the right thing and being accountable for one’s own actions. In line with this, Nat Re adopts this WHISTLEBLOWER POLICY (the “Policy”) to encourage directors, officers, employees, and other parties such as clients, consultants, contractors and suppliers to come forward and raise serious concerns about misconduct and malpractices and to mitigate risks and losses through the early discovery of irregular activities.

II. POLICY AND COVERAGE

A whistleblower policy and program is an important mechanism for preventing and detecting fraud or misconduct and for enabling fast and coordinated incident responses. This Policy provides an assurance that a person (the “Whistleblower”) who will raise a concern will be protected against any act of retaliation, reprisal or harassment and will be treated with utmost confidentiality. On the other hand, an employee who knowingly or recklessly makes statements or disclosures that are not in good faith shall be subject to disciplinary action, which may include termination.

III. TYPES OF CONCERN OR VIOLATIONS COVERED

The enumeration below is not exhaustive such that any other similar or related activities may be the subject of concern and therefore all employees, regardless of position or rank, who are witnesses to these anomalies in the workplace are obliged to speak up and report them accordingly.

1. Any dishonest or fraudulent act
2. Misuse or misappropriation of funds, securities, supplies or assets
3. Impropriety in the handling or reporting of money or financial transactions
4. Profiteering as a result of insider knowledge of company activities
5. Disclosing confidential information and proprietary information to outside parties
6. Disclosing to other person securities activities engaged in or contemplated by Nat Re
7. Accepting or seeking anything of material value from contractors, vendors, or persons providing services/materials to Nat Re
8. Destruction, removal or inappropriate use of records, furniture, fixtures and equipment
9. Violation of Nat Re policy against bribery and corrupt practices
10. Fraudulent financial reporting or accounting practices
11. Violation of Nat Re policy against unlawful insider trading
12. Violation of Nat Re Manual of Corporate Governance
13. Violation of Nat Re Code of Ethics and other company policies
14. Actual or potential conflict of interest exposure
15. Sexual harassment
16. Violation of Information security and data privacy
17. Any conduct that poses a serious risk to public safety, health or the environment

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IV. PROTECTION FROM RETALIATION

1. The whistleblower will be protected from reprisals, harassment, retaliation or adverse employment consequences.
2. The disclosure or raising of a concern or relaying of information, as well as the concern raised or disclosed or the information provided, is referred to as the "Report."
3. Any harassment or retaliatory action shall be subject to disciplinary or legal action pursuant to relevant policies and procedures of Nat Re, and any applicable laws.
4. The right of a whistleblower to protection against retaliation does not include immunity for his or her wrongdoing or participation in the reported irregularity, should such participation be eventually verified and proven during the course of the investigation.
5. In case the whistleblower believes he has been subjected to retaliation, he may seek redress or file a formal complaint to the head of Human Resources or anyone of the heads of Internal Audit, Risk and Compliance or the Corporate Secretary.

V. CONFIDENTIALITY

All Reports shall be treated confidentially, and the identity of the Whistleblower will not be disclosed if the Whistleblower prefers, unless the Whistleblower will be required to stand as a witness in court. Nat Re is not accountable for maintaining anonymity where the Whistleblower has told others of the Report or the subject concern.

VI. ANONYMOUS ALLEGATIONS

Concerns reported anonymously will be investigated appropriately and dealt with accordingly.

VII. REPORTING CHANNELS

A Whistleblower may report, formally or anonymously, to any of the following designated officer:

- Head of Human Resources (HR)
- Head of Risk and Compliance (RAC)
- Head of Internal Audit (IA)
- Corporate Secretary or Assistant Corporate Secretary

Under extraordinary circumstances, the whistleblower may also course the complaint through other reporting lines, like the President (for concerns about the Head of HR) or the Chairperson of the Audit Committee (for concerns about the Head of RAC and/or Head of IA and/or a Board Director) or the Chairperson of the Nomination and Compensation Committee (for concerns about the President/CEO).

Alternatively, upon request of the whistleblower, the matter can be handled independently by the Office of the Corporate Secretary and its findings submitted directly to the Board for disposition.

The above officers are duty-bound to:

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1. Acknowledge receipt of the report and communicate to the reporting employee the status of the complaint and manner by which the subject concern is being handled.
2. Treat with confidentiality all reports/information obtained.
3. Not reveal the identity of the whistleblower in any case, except when prior permission was obtained.
4. Internally convene an Evaluation Team (“Evaluation Team” or “Team”), composed of the Head of HR, Head of Risk and Compliance, and Head of Internal Audit to review the report of the whistleblower and submit its findings directly to the Board’s Audit Committee or the Nomination and Compensation Committee (as the case may be) for disposition.

VIII. FALSE REPORT

Should it be determined by the Team that a Whistleblower knowingly (a) submitted a Report containing false allegations or (b) presented fabricated evidence, the Whistleblower may be subject to disciplinary or legal action pursuant to the policies and procedures of Nat Re, and any applicable laws.

IX. IMPLEMENTING RULES

Legitimate concerns or disclosure of alleged wrongdoing shall be brought and resolved in accordance with the following guidelines:

- i. An employee raising a concern or reporting a wrongdoing must ensure the accuracy of his/her information. He/she should give this careful consideration and take advice prior to making a complaint. If it is proven that the complaint is done with malicious intent or for personal gain, disciplinary action may be taken against the reporting employee.
- ii. All concerns (aside from items iii to v. below) shall be raised in writing to the officers indicated under VII. Reporting Channels section of this Policy.
- iii. Concerns involving the Head of HR should be raised to the President and CEO.
- iv. Concerns involving the CEO should be raised to the Chairperson of the Nomination and Compensation Committee.
- v. Concerns involving the Head of Risk and Compliance and/or Head of Internal Audit or a Director should be raised to the Chairperson of the Audit Committee.
- vi. If a client, supplier, contractor or consultant is the subject of a Report, the existing policies of Nat Re shall also apply
- vii. When raising a concern or complaint, the employee should give the background,

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the nature of the alleged wrongdoing or a description of the event, relevant dates, reasons for the concern, witnesses and the names of the individuals involved.

- viii. The Evaluation Team handling the matter shall maintain the confidentiality of all the concerns or complaints raised and the anonymity of the person making the complaint to the fullest extent reasonably practicable within the legitimate needs of law.
- ix. The Evaluation Team shall be responsible for deciding whether there are grounds for proceeding further with the case. Potential action may include a clarification of facts, a more formal investigation conducted by the Team or Office of the Corporate Secretary or referral to external auditors or legal consultants.
- x. If it is determined by the Evaluation Team or the Office of the Corporate Secretary that an investigation is warranted, the Evaluation Team through the Head of Internal Audit (IA) shall discreetly conduct a fact-finding investigation. Upon determination by the IA that there is reasonable ground to believe that the employee or officer (the "Respondent") is committing or has committed the concern reported or disclosed, the Team shall endorse its findings to the Audit Committee. A formal administrative investigation shall then be conducted upon authorization of the Audit Committee or the Nomination and Compensation Committee (as the case may be).
- xi. If the whistleblower has identified himself/herself, a member of the Evaluation Team (or the CEO or Chairperson of NCC or Chairperson of the Audit as the case may be) shall inform the reporting employee in writing within 14 working days of the following:
 - a. What has been done or the plans to deal with the matter;
 - b. an estimate of how long it might take to give a final response;
 - c. if an initial inquiry has been made;
 - d. if further investigation will take place;
 - e. any further information that may be sought from the employee.
- xii. Subject to legal constraints, the whistleblower will be provided with information on the outcome of any investigation.

This set of Implementing Rules and Guidelines is subject to the approval of the President and CEO.

X. DISSEMINATION OF THE POLICY AND ITS IMPLEMENTING RULES

The Human Resources Department (HRD) shall be responsible for the public dissemination of this Policy. Where necessary, HRD shall arrange the training of the members of the Team and other persons who will be involved in the implementation of this Policy.

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