

## **Conflict of Interest Policy**

**(Extract from the BDOLF Code of Conduct and Business Ethics Revised as of 25 Nov 2014)**

As a financial institution, Dominion Holdings, Inc. (formerly BDO Leasing & Finance Inc.) (DHI) believes that practicing right conduct and ethical behavior inspires and strengthens the confidence of all our stakeholders. Being a subsidiary of BDO Unibank, it adopts/subscribes to the BDOUB Code of Conduct and Business Ethics (the Code) as indicated below as the ethical standard of the Company's officers and employees in all its activities.

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Directors and employees should act in a manner that will serve the best interest of BDO and its shareholders. This requires that all business decisions and actions must be aligned to the principles and values of BDO, and should not be driven by personal motivations or influenced by personal relationships which may interfere in the exercise of objective and independent judgment.

Any financial and personal interest or benefit in any transaction involving BDO must be disclosed. When presented with a situation involving a potential conflict of interest, it is necessary to disclose the possible conflict in writing to the Supervising Officer, in case of officer or employee, or to the Board of Directors, in case of Director.

Disclosures against possible or perceived conflict of interest, may include, but need not be limited to the following:

### **A. Interest in businesses**

Any financial interest or management participation of an immediate family member in the business of a supplier, competitor, or customers, whether publicly-listed or privately held, should be disclosed.

### **B. Employment or engagement of services**

Engagement by a supplier, contractor, or customer's business as a director, adviser, officer, employee or consultant needs to be disclosed and requires approval of BDO. Similar engagement of an immediate family member (parent, brother, sister, spouse, child) shall likewise need to be disclosed.

### **C. Employment in another entity or in political office**

This includes disclosure on engagement in another occupation or holding concurrent position in a government, or political office or agency.

### **D. Political Activity**

Active involvement in any political party or participating/engaging in a political campaign should be disclosed and requires permission from BDO.

## E. Relatives/Next of Kin

Disclosure should be made when a director or employee has a relative employed in BDO. Management discretion shall be exercised to ensure that there will be no superior-subordinate relationship between employed relatives or in a control function exercised over the business unit of a relative.

Next-of-kin relationship should also be disclosed when it begins to exist with another employee where one exercises superior-subordinate relationship or control relationship with the employee.

Directors and employees are responsible for identifying, assessing and managing conflicts of interest whether actual or potential that arises in their day-to-day work. Full disclosure of any conflict of interest should be made on an annual basis or as necessary, through the annual submission of the Conflict of Interest Disclosure Form (Annex A) to BDO Unibank-Human Resources Group. Any disclosed potential conflict of interest shall be forwarded by BDO Unibank- Human Resources Group to the Compliance Office for evaluation. In case of doubt about the propriety of any course of action or find that their own interests are or may be in conflict with those of the institution, they must disclose and seek advice from the BDO Unibank- Human Resources Group.

**Conflict of Interest Disclosure Form**

In accordance with the BDO Code of Conduct and Business Ethics, all employees are required to read, acknowledge and provide the required information pertinent to possible areas of conflict of interest as stated below.

I understand that I should act in a manner that will serve the best interests of the BDO Group and value to its shareholders. All business decisions and actions must be aligned to the principles and values of the BDO Group, and should not be driven by personal motivations or influenced by personal relationships which may interfere in the exercise of objective and independent judgment.

As such, I understand that I must disclose any financial and personal interest or benefit in any transaction involving BDO or any potential area of conflict to my Supervising Officer.

Disclosures on possible conflict of interest

Please tick and describe as applicable or indicate "N/A" if not applicable.

Please tick as appropriate	Areas of possible conflict of interest	Description
	A. Interest in businesses	
	B. Employment or engagement of services	
	C. Employment in another entity or in political office	
	D. Political Activity	
	E. Relatives/ Next of Kin	
	F. Others	

I hereby declare that the information I have provided above is true to the best of my knowledge and I understand that any misrepresentation of information on this form may be grounds for disciplinary action.

Submitted by:  Signature over Printed Name of Employee  Date signed: _____	Noted by:  Signature over Printed Name of Immediate Supervising Officer  Date signed: _____
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Reviewed by:

Human Resource Group	Compliance Officer
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