



Transpacific Broadband Group Inc.

A leading Philippine commercial teleport services company

CONFLICT OF INTEREST POLICY

The purpose of this policy is to help Members of the Board of directors, officers and key persons Transpacific Broadband Group, Inc. to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of the company and manage risk.

Objective

Transpacific Broadband Group, Inc. aims to ensure that board members are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of Transpacific Broadband Group, Inc.

Scope

This policy applies to the Board, members, key officers of Transpacific Broadband Group, Inc.

Definition of conflicts of interests

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interest of the company. Personal interests include direct interests as well as those of family, friends, or other organizations a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a board member's duty to Transpacific Broadband Group, Inc. and another duty that the board member has to another company. A conflict of interest may be actual, potential or perceived and may be financial or non-financial. These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of Transpacific Broadband Group, Inc. and must be managed accordingly.

Policy

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to the company if they are openly and effectively managed. It is the policy of the company as well as a responsibility of the board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts as they arise do not conflict with the obligations to the company.

Transpacific Broadband Group, Inc. will manage conflicts of interest by requiring board members to:

- *avoid conflicts of interest where possible*
- *identify and disclose any conflicts of interest*
- *carefully manage any conflicts of interest, and*
- *follow this policy and respond to any breaches.*



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Responsibility of the Board

The board is responsible for:

- establishing a system to identify, disclose and manage conflicts of interest in the company
- monitoring compliance with this policy, and
- reviewing this policy on an annual basis, or as needed to ensure that the policy is operating efficiently and effectively.

The company ensures that its board members are aware and abide with the governance standards, and that they disclose any actual or perceived material conflicts of interests as required by governance standard.

Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into company's register of interests, as well as raised with the board.

Conflicts of interest of board members

Once the conflict of interest has been appropriately disclosed, the board decide whether or not those conflicted board members should:

- vote on the matter
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a board member from regularly participating in discussions, it may be worth the board considering whether it is appropriate for the person conflicted to resign from the board.

Areas of consideration for deciding what action to take

In deciding what approach to take, the board will consider the following:

- whether the conflict needs to be avoided or simply documented
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- whether alternative options are available to avoid the conflict
- whether there is a possibility of impairing reputation of company



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The approval of any action requires the agreement of at least a majority of the board (excluding any conflicted board member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

Compliance with this policy

If the board has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances. If it is found that this person has failed to disclose a conflict of interest, the board may take action against them. This may include seeking to terminate their relationship with the Company. If a person suspects that a board member has failed to disclose a conflict of interest, they must discuss with the concerned person, and/or notify the Board immediately.