

## **BHI HOLDINGS, INC.**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

BHI Holdings, Inc., (the Company) is committed to conducting our business in accordance with applicable laws, rules and regulations and the highest standards of business conduct. This Code of Business Conduct and Ethics applies to All the Company's Directors, Officers, and the Company's Employees.

In addition to complying with applicable law, we must engage in and promote honest and ethical conduct and abide by this Code of Ethics as well as other Company policies and procedures that govern the conduct of our business. Our responsibilities include creating a culture of ethical business conduct and commitment to compliance, maintaining a work environment that encourages employees to raise concerns, and promptly addressing employee compliance concerns.

#### **COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

All Officers, Directors and Employees are required to comply with the laws, rules and regulations that govern the conduct of the business and to report any suspected violations in accordance with the section below entitled "Compliance with Code of Business Conduct and Ethics."

#### **CONFLICTS OF INTEREST**

All Officers, Directors and Employees has the obligation to conduct the Company's business in an honest and ethical manner includes the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Without full disclosure of all facts and circumstances and written approval, shall not make any investment, accept any position or benefits, participate in any transaction or business arrangement or otherwise act in a manner that creates or appears to create a conflict of interest. All officers must make the disclosure to, and receive the prior written approval of the Board of Directors, or such other individual or committee of the Board of Directors as may be designated by the Board of Directors. All other employees must make disclosure to, and receive the written approval of, those individuals who are delegated such responsibility through policies and procedures adopted by the Company.

#### **DISCLOSURES**

It is Company policy to make full, fair accurate and timely disclosure in compliance with all applicable laws, rules and regulations in all reports and documents that the Company files with, or submits to, the Securities and Exchange Commission, Philippine Stock Exchange and in all other public communications made by the company. Officers are required to promote compliance with this policy. Officers and employees are required to abide by Company standards, policies and procedures designed to promote compliance with this policy. You must record the Company's financial activities in compliance with all applicable laws and accounting practices.

#### **COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS**

If you are an Officer and you know of or suspect a violation of applicable laws, rules or regulations or this Code of Business Conduct and Ethics, you should promptly report that information to the Chairman of the Board or Committee designated by the Board of Directors. All other employees who know of or suspects a violation of applicable laws, rules or regulations or this Code of Ethics should promptly report that information to the Chairman of the Board or other person designated in other policies and procedures adopted by the Company. The Company will not allow retaliation against an employee for reporting misconduct by others in good faith. Employees must cooperate in internal investigation for the alleged misconduct. Violations of this Code may result in disciplinary action, up to and including discharge. The Board of Directors shall determine, or shall designate appropriate persons to determine, appropriate action in response to violations of this Code.

## **WAIVERS OF CODE OF BUSINESS CONDUCT AND ETHICS**

Officers who would like to seek a waiver of this Code of Business Conduct and Ethics must make full disclosure of the particular circumstances to the Chairman of the Committee or the Board of Directors, or such other individual as may be designated by the Board of Directors. Amendments and waivers of this Code for all Officers and employees will be publicly disclosed as required by applicable laws and regulations.

## **NO RIGHTS CREATED**

This Code Business Conduct and Ethics is a statement of certain fundamental principles, policies and procedures that govern the Company's Officers, employees and directors in the conduct of the Company's business. It is not intended to and does not create any rights in any officer, employee, director, or any other person or entity.