

2 Conflict of Interest Policy

I. Coverage

The officers, employees, and consultants of the **Paramount Life & General Insurance Corporation** are expected to faithfully comply with this policy.

II. Statement of Policy

Our officers, employees, and consultants are expected to promote the Company's interests consistent with sound business principles and judgment without bias or partiality. They must avoid activities, interests, or relationships where there is any actual, potential, or perceived conflict of interest.

III. Definition of Terms

1. Conflict of Interest may arise where the officer, employee, or consultant places his or her personal interests before the interests of the Company and where such personal interests unduly influence that officer, employee, or consultant's business judgments, decisions, or actions, whether or not he or she will receive any personal benefit.
2. Personal Benefit refers to gain or advantage, whether material or non-material, directly or indirectly provided to or received by the officer, employee, or consultant such as financial gain, professional advancement, travel, facilities and/or accommodation, benefits, entertainment, preferential treatment in personal transactions, and other similar advantages.
3. Actual Conflict of Interest occurs when the officer, employee or consultant faces a real or existing Conflict of Interest.
4. Potential Conflict of Interest occurs when the officer, employee or consultant is in or could be in a situation that may result in a Conflict of Interest.
5. Perceived Conflict of Interest occurs when the officer, employee or consultant is in a situation which may *appear* to be a Conflict of Interest, even if this is not the case.
6. Direct Competition is any business opportunity which involves in the same goods or services that are being offered by the Company.
7. Relatives refer to members of the family up to third degree, by consanguinity, affinity or legal adoption, including, the Officer, Employee, or Consultant's spouse, parents, children (and their spouses), siblings (and their spouses), nieces and nephews (limited to children of a brother or sister) [and their spouses], grandparents, and aunts and uncles (limited to brothers or sisters of a parent); and a domestic partner and his/her relatives of up to the third degree, by consanguinity or affinity or legal adoption.

IV. Prohibited and Acceptable Acts

1. The Company requires officers to abstain and/or inhibit themselves from participating in discussions on a particular agenda item when there's an Actual or Potential Conflict of Interest.
2. No officer, employee or consultant shall, in breach of his fiduciary duty to the Company, acquire or attempt to acquire directly or indirectly any business

- opportunity in Direct Competition with the Company's business, or in which the Company has an interest or a potential interest and which the Company is financially able to undertake.
3. The Company encourages our employees to be involved with outside organizations, charitable activities, and the political process, provided the involvement does not give rise to any Actual or Perceived Conflict of Interest.
 4. Officers, employees, and consultants shall avoid accepting engagement or employment, or carrying out work for a third party where an Actual or a Perceived Conflict of Interest may arise, without the written approval from the concerned individual indicated below. Approvals or disapprovals shall be in writing and in accordance with this policy, with copy furnished to the Chief Compliance Officer.
 5. The Chief Compliance Officer, the Legal Department or the Human Resources Department, upon the request of the relevant approving authorities, may recommend appropriate actions or interpretations of acceptable outside work or employment.

Disclosing Party	Receiving Party
New Hires	Head of Human Resources
Staff	Department Head
Department Head	Division Head
Department Heads reporting to the President, Consultants, Officers up to the level of Senior Vice President	President

V. **Disclosure**

1. Officers, employees, and consultants are required to promptly disclose through the Disclosure Form any Actual, Potential or Perceived Conflict of Interest, to the appropriate individual specified below, with soft copy submitted to the Chief Compliance Officer.

Disclosing Party	Receiving Party
New Hires	Head of Human Resources
Staff	Department Head
Department Head	Division Head
Department Heads reporting to the President, Consultants, Officers up to the level of Senior Vice President	President

2. Information disclosed will be held in confidence except when the Company's best interest would be served by bringing the information to the attention of the other officers of the Company and unless disclosure is required by law or any legal process.
3. We encourage any individual who is uncertain about a conflict of interest in any matter, to disclose such possible conflict to the appropriate authorities as noted above.

VI. **Breach of the Policy**

Breach of this Policy will not be tolerated and may lead to disciplinary and other actions up to and including termination of employment or services, without prejudice to any criminal or civil liability.

VII. **Effectivity**

This policy shall take effect immediately.

VIII. **Review of Policy**

This Conflict of Interest Policy may be amended at any time and is subject to further guidance from the Insurance Commission, other government regulatory bodies, and/or actions taken by the Company's Board of Directors.



Disclosure Form - Conflict of Interest.docx