

RELATED PARTY TRANSACTIONS POLICY

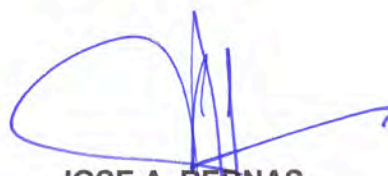
Objective	This Related Party Transactions (RPTs) Policy shall be instituted to properly review, approval and reporting of transactions which may be entered in to between and among the Swift Foods Inc. (the Company), its subsidiaries, affiliates, directors and officers as applicable.
Scope	This policy shall cover the review, approval and reporting of transactions which may be entered in to between or among the Company or any of its subsidiaries, affiliates, directors and officers and the general guidelines to be observed in relation to RPTs.
Definition of Terms	Related Party For the purposes of this policy, a Related Party means: Parties that are members of the Company (i.e. subsidiaries, affiliates and special purpose entities) that the Company exerts direct control over, or that exerts direct or indirect control over the Company.
	Related Party Transaction Refers to a transfer of resources, services, or obligations between a reporting entity and among Related Parties, regardless of whether a price is charged.
	Material RPTs Any RPTs either individually or in aggregate over a period of twelve (12) months with the same related party, at least ten percent (10%) of the Company's total consolidated assets based on the latest audited financial statement.
	Arm's Length Principle Refers to the principle that requires the transaction with a Related Party be made under comparable conditions and circumstances as a transaction with an independent party. It is founded on the premise that if market forces drive the terms and conditions agreed upon in an independent party transaction, the pricing of the transaction would reflect the true economic value of the contributions made by each entity in that transaction.
Materiality Threshold	The Company shall use the 10% of the total audited consolidated assets as the threshold in determining the material RPTs.

General Policies	The Company shall ensure compliance with the requirements of the Corporation Code, its Articles of Incorporation and By Laws, regulations and circulars released by the Securities and Exchange Commission (SEC), and other related laws, rules and regulations in approving RPTs. The RPT Committee shall ensure that all transactions with, or for the benefit of, any Related Party are on terms and conditions that are arm's length and within market rates, with sufficient documentation, that is coursed through all appropriate levels of approval as provided in this Policy. All Significant and Material RPT shall be subject to review and endorsement by the Board of the Directors (Board).
Exempted Related Party Transaction	Exempt Related Party Transactions ("Exempt RPTs) shall not require RPT review and approval by the Related Party Transactions Committee and the Board, respectively; A. Compensation of directors and employment of executive officers. B. Transactions with similar terms available to all employees. C. Banking, treasury and foreign exchange transactions, finance or insurance related services and transactions with a Related Party, if the terms are generally the same as or similar to offers of other banks or insurance companies in the ordinary course of business. D. Share transactions such as dividends, repurchase, rights offerings, available to all shareholders on a pro-rata ownership basis. E. Transfer of resources between parent company and subsidiaries, and between wholly-owned subsidiaries of a common parent company.
Actual or Potential Conflict of Interest	The Directors and officers are responsible to declare any RPT and the material interest that they or an immediate family member may have on such transaction. The following information, to the extent relevant, with respect to the proposed RPT should disclosed the following: A. A general description of the transaction/s including the material terms and conditions; B. The name of the Related Party and the basis on which such person or entity is a Related Party; C. The Related Party's interest in the transaction/s including the Related Party's position or relationship with, or ownership of, any entity that is a party to or has an interest in the transaction/s; D. The total value of the proposed transaction and the share of the Related Party's interest in the

	transaction/s. E. Whether the Company will be a party to the transaction and if not, the nature of its participation in the transaction/s; F. Any other material information regarding the transaction/s or the Related Party's interest in the transaction/s. Disclaimer is required from all approving officer/s signing contracts, agreements, work orders and purchase orders that they are not related to the counterparties of the proposed transaction. Directors and officers with an actual or potential conflict shall fully and timely disclose the same and shall not participate in the discussion and decision-making process. Any changes to these disclosures must be communicated promptly to the Board of Directors through the Company's Corporate Secretary.
Review, Approval and Disclosure of RPTs	The Board reviews and approves all material RPTs. Any member of the Board who has interest in the RPT must abstain from participation in the review and approval of such transaction.
Disclosure and Regulatory Reporting	A review of related party transactions will be done at least annually by the Board. Material Related Party Transactions are required to be disclosed and reported in the Company's filings with the SEC and Philippine Stocks Exchange (PSE) shall be disclosed in accordance with laws, rules, regulations, Philippine Financial Reporting Standards (PFRS).
Effectivity Clause	This policy shall take effect upon approval and shall continue to be in full force unless superseded by new policies and guidelines.

Signed by:


FRANCISCO A. SEGOVIA
 Chairman and President


JOSE A. BERNAS
 Corporate Secretary