

POLICY ON INSIDER TRADING

1. GENERAL PRINCIPLES

- 1.1. Once a public company, the Company will be subject to various laws and regulations regarding securities trading. This Policy on Insider Trading (“Policy” for brevity) was created to assist the Company, its subsidiaries, and its Associates in complying with these laws and regulations.
- 1.2. The Company depends upon the diligence and integrity of its Associates, both in their personal and professional capacities, to ensure full compliance with this Policy.

2. DEFINITIONS OF TERMS AS USED IN THIS POLICY

- 2.1. **Securities** - Refer to common and preferred shares as well as debt securities like bonds and notes.
- 2.2. **Associates** - Refers to all directors, department heads, managers, officers, and all other employees whether members of the key management personnel or the rank-and-file personnel.
- 2.3. **Insider** - means:
 - a) The Issuer;
 - b) A director or officer (or person performing similar functions) of, or a person controlling the issuer;
 - c) A person whose relationship or former relationship to the issuer gives or gave him access to material information about the issuer or the security that is not generally available to the public;
 - d) A government employee, or director, or officer of an exchange, clearing agency and/or self-regulatory organization who has access to material information about an issuer or security that is not generally available to the public; or
 - e) A person who learns such information by communication from any of the foregoing insiders.
- 2.4. **Materials Non-Public Information**- Information which:
 - a) Has not been generally disclosed to the public and would likely affect the market price of the security after being disseminated to the public and after the lapse of a reasonable time for the market to absorb the information; or
 - b) Would be considered by a reasonable person important under the circumstances in determining his course of action whether to buy, sell, or hold a security.

- 2.5. **Trading Blackout** - The period during which Associates are prohibited from trading, buying, or selling Company stocks to prevent insider trading.
- 2.6. **Key Management Personnel** - Those persons having authority and responsibility for planning, directing, and controlling the activities of the Company.
- 2.7. **Committee** - Audit and Risk Oversight Committee

3. PROHIBITION AGAINST INSIDER TRADING

- 3.1. All Company Associates and those considered as insiders are prohibited from trading, buying, or selling Company Securities while possession of material non-public information. Said Associates are also prohibited from passing such material non-public information to any person who might use such information to trade in Company Securities.
- 3.2. An Associate should exercise prudence in evaluating whether the non-public information he or she knows or possesses is material or not. Any doubt as to whether the non-public information is material or not should be resolved in treating said information as material non-public information.
- 3.3. When an Associate is involved in a matter or transaction which is sensitive and, if disclosed, could reasonably be expected to affect the market price of Company Securities or securities of any other company involved in the transaction, that Associate should consider taking extraordinary precautions to prevent misuse or unauthorized disclosure of such information.
- 3.4. Any written or verbal statement that would be prohibited under the law or under this Policy is equally prohibited if made in the internet or through any social media.

4. TRADING GUIDELINES

- 2.1. Any Associate who possesses any material non-public information shall not trade, buy, or sell Company Securities from the time he or she acquired said information until two (2) full trading days after said information was made public.
- 2.2. A Trading Blackout shall be imposed beginning ten (10) trading days before and until two (2) full trading days after the release of quarterly or annual earnings of the Company.
- 2.3. The Compliance Officer may declare a special trading blackout when he deems it proper.
- 2.4. The following persons may not trade, buy, or sell Company Securities during a trading blackout:
 - a) Members of the Key Management Personnel including without limitation, the directors and executives of the Company.
 - b) Employees who may have knowledge of the price sensitive information.

- 2.5. It should be noted that any person who possesses material non-public Information, regardless of whether or not it is within the blackout period, should not engage in any transaction involving Company Securities.

5. REPORTORIAL REQUIREMENTS

- 5.1. Pursuant to the mandate of Republic Act 8799 known as the Securities Regulation Code, all Company directors and officers are required to report their beneficial ownership of Company Securities as well as any change in such beneficial ownership.
- 5.2. A director or an officer must inform the Committee of his or her beneficial ownership in Company Securities not later than a day after his or her election or appointment. He must also inform the Committee of any change in his or her beneficial ownership of Company Securities not later than a day after acquisition or disposal of said Securities.
- 5.3. For purpose of the reportorial requirements mentioned in the two (2) preceding paragraphs, a director or an officer's beneficial ownership of Company Securities shall include not only Company Securities which he directly owns but also those which are:
- a) Held by the members of his or her immediate family sharing the same household;
 - b) Held by a partnership in which he is a general partner;
 - c) Held by a corporation of which he is a controlling shareholder; or
 - d) Subject to any contract, arrangement, or understanding which gives him voting or investment power with respect to such Securities.

THIS POLICY WAS APPROVED BY THE BOARD ON 26 JULY 2021.

OLIVER Y. TAN
President