

**PrimeOrion** Philippines, Inc.

**INSIDER TRADING POLICY**

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## 1. STATEMENT OF POLICY

It is the policy of Prime Orion Philippines, Inc. (the "Corporation") to prohibit insider trading. Directors, officers and employees of the Corporation who in the course of their work or relationship with the Corporation, gain knowledge of Material Information concerning the Corporation which have not been disclosed to the public, including any information likely to affect the market price of the Corporation's Securities, are prohibited from buying or selling the Corporation's Securities.

### Securities

"Securities" refers to the Corporation's shares of stock, options to purchase stocks, and other evidence of indebtedness.

### Covered Persons

For the purpose of this Policy, an "Insider" will be defined as follows:

- i. All members of the Board of Directors;
- ii. All Officers of the Corporation who are or may be in possession of material information about POPI because of their responsibilities. Under the By-Laws of the Corporation, Officers of the Corporation consist of the Chairman of the Board, Vice Chairman of the Board, President, one or more Vice Presidents, Chief Finance Officer, Chief Operating Officer, Corporate Secretary, Assistant Corporate Secretary/ies, Treasurer, and Assistant Treasurer/s;
- iii. Consultants and Advisers of the Corporation;
- iv. All other employees who are made aware of undisclosed material information from time to time until such information has been publicly disclosed;
- v. Members of the immediate families of an Insider who are living in the same household as the Insider.

### Material Information

"Material Information" refers to (1) such information which is necessary to enable the Corporation and the general public to appraise their position and standing, (2) such information which is necessary to avoid the creation of a false market, and (3) such information which may reasonably be expected to affect market activity and price of the Securities.

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Information is deemed to be material if there is a reasonable likelihood that it would be considered important to an investor in making a decision regarding the purchase or sale of securities. While it is not possible to define all categories of material information, there are various categories of information that are particularly sensitive and, as a general rule, should always be considered material in nature. Such material information includes, but not limited to:

- Financial results
- Projections of future earnings or losses
- News of a pending or proposed merger
- Change in the corporate structure such as a re-organization
- Acquisition/Divestitures/Joint venture
- Dividend declaration and changes in dividend policy
- Stock splits
- New significant equity investments or debt offerings
- Significant litigation exposure
- Major changes in key senior management positions
- Public or private sale of corporation securities
- Appointment of new independent accountant
- Change in corporate purpose and any material alteration in the activities or operation of the Corporation or the initiation of new ones
- Resignation, removal or election of directors or officers

Either positive or negative information maybe considered material.

## **2. RESTRICTIONS ON TRADING**

### **2.1 Blackout Periods**

Covered persons are strictly prohibited from trading during the following period:

Ten (10) trading days before and three (3) trading days after the disclosure of Material Information

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Structured Disclosures

Structured reports/disclosures shall refer to periodic reports required by the Securities and Exchange Commission and/or the Philippine Stock Exchange to ensure public availability of continuing adequate information on the Corporation, such as the following:

- (a) quarterly and
- (b) annual financial results

Non-Structured Disclosures

Unstructured reports/disclosure shall refer to corporate developments as they occur and as may be necessary to update information on the operations and business of the Corporation, such as the following:

- (a) Board Meetings
- (b) Board Committee Meetings
- (c) Any material information other than the items above

Office bulletins for Blackout Periods pertaining to the above will be issued by the Compliance Officer.

2.2 Exception

The exercise of vested stock options (i.e., acquiring shares) may be done at any time, even during Blackout Periods. However, the liquidation, (i.e., the sale of shares acquired from options) is subject to Blackout Periods.

**3. COMPLIANCE AND REPORTING**

3.1 Compliance

- (a) When in doubt, covered persons should consult the Office of the Compliance Officer prior to transacting securities of the Corporation regardless of when they would like to perform such transactions in order to determine if the trade will or will not violate the Policy.
- (b) Certain staff personnel may at certain times or from time to time possess material non-public information about potentially market-affecting activities. The staff should consult the Office of the Compliance Officer about any plan to trade on

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securities if they have knowledge or believe to have knowledge of such material non-public information to ensure compliance with this Policy.

### 3.2 Reporting

All covered persons are required to report their trades to the Office of the Compliance Officer within 3 business days.

Directors should notify the Corporation at least a day before dealing with the Corporation's shares.

## 4. CONSEQUENCES OF NON-COMPLIANCE

Violation of this Policy shall be subject to disciplinary action under the Corporation's Code of Conduct without prejudice to any civil or criminal proceedings which the Corporation or regulators may file for violation of existing laws.

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Date Approved: 22 March 2018