

INSIDER TRADING POLICY

I. Policy Statement

This Insider Trading Policy (the “Policy”) is adopted by **ARTHALAND CORPORATION (the “Company”)** to protect and safeguard the Company’s Material Non-Public Information and to ensure that Covered Persons, while in possession of such information, shall not gain an unfair advantage in the dealing and trading of the Company’s shares of stock and bonds with the use of such information personally or by passing the same to someone who may use such to trade in the Company’s shares and bonds.

II. Definition of Terms

- a. **Blackout Periods** shall refer to the periods specified under Section 3(a) below, during which Covered Persons are prohibited from dealing and trading the Company’s shares of stock and bonds.
- b. **Covered Persons** shall refer to ALL:
 - i. Directors
 - ii. principal officers as provided in the Company’s By-laws and latest General Information Sheet (collectively, the “**Principal Officers**”)
 - iii. Department Heads who are not deemed Principal Officers and their downlines who are in possession of Material Non-Public Information (collectively, the “**Employees**”)
 - iv. with respect to the individuals identified in (i) to (iii) above, their respective spouses and relatives who either live in the same household, or who are in the direct line within the second degree only, specifically their parents, grandparents, children, grandchildren and their respective spouses (collectively, the “**Relatives**”), and
 - v. key consultants and advisors identified by the Department Heads who have access to undisclosed Material Non-Public Information, *e.g.* external auditor, external counsel engaged whether for a specific transaction/project or otherwise, and the like.

For purposes of (v), the engagement contracts and non-disclosure agreements entered into by the Company with these key consultants and advisers shall include a prohibition against trading shares and bonds of the Company for the duration of their engagement/contract.

- c. **Material Non-public Information** refers to any information which (a) has not been generally disclosed to the public and would likely affect the market price of the shares and bonds of the Company after being disseminated to the public and 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 such shares or bonds.¹

- d. **SEC Form 23-A/B**, copies of which are hereto attached as **Annexes “A” and “B”**, refers to the statement to be filed with the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE) by every person who is, directly or indirectly, the beneficial owner of ten percent (10%) or more of any class of any security of a company, or who is a director or an officer of the issuer of such security.²
- e. **Structured Reports** are the defined periodic reportorial requirements of the SEC, PSE, and the Philippine Dealing Exchange Corporation (PDEX)³ such as, but not limited to, annual and quarterly reports.
- f. **Unstructured Reports** are communications of corporate developments as they occur and are intended to update the investing public with any material fact or event that occurs which would reasonably be expected to affect investors' decision in relation to the trading of his/its shares or bonds.⁴

III. Rules

- a. **Trading prohibition during Blackout Periods.** Covered Persons are strictly prohibited from dealing and trading shares and bonds of the Company, including passing on Material Non-Public Information to someone who may use the same, during the following designated Blackout Periods (the **“Prohibition”**):
 - i. **Structured Reports:** Ten (10) trading days before and two (2) trading days after the disclosure of Structured Reports.
 - ii. **Unstructured Reports:** Two (2) trading days after the disclosure of any material information other than the Structured Reports. However, should any Covered Person obtain Material Non-Public Information prior to the commencement of the Blackout Period for Unstructured Reports, the Prohibition shall already apply automatically without need of the Notice of Blackout Period under Section III(b) from the time the Covered Person has obtained the Material Non-Public Information until two (2) trading days after the disclosure herein.
- b. **Notice of Blackout Period.** Office bulletins on the commencement and end dates of any Blackout Period shall be issued and addressed to all Covered Persons by the Strategic Funding and Investor Relations Department.
- c. **Reporting requirements.**

¹ Section 27.2 of the Securities Regulation Code.

² Section 23.1 of the Securities Regulation Code.

³ Section 17.1 of the PSE Disclosure Rules.

⁴ Sections 2 and 4 of the PSE Disclosure Rules

- i. All Directors, Principal Officers and Employees shall report to the Office of the Corporate Secretary their shareholdings in the Company, *i.e.* held both directly and indirectly,
 - (a) Not later than **one (1) trading day** after his/her election or appointment, and,
 - (b) Within **three (3) trading days** from dealing in such shares (acquisition and/or disposition),

by submitting a duly executed SEC Form 23-A/B which will be filed in accordance with SEC and PSE regulations.

The shares held by the Relatives of Directors, Principal Officers and Employees are considered held indirectly by the said Director, Principal Officer or Employee and shall be reported accordingly.

- ii. In addition to the foregoing, all Covered Persons, except those in item II B (v), are required to report to the Office of the Corporate Secretary within the **first five (5) calendar days from the end of each quarter** their respective trades for the quarter and/or the number of shares or bonds in his/her name, regardless of when the trades were made. The Directors, Principal Officers and Employees have the obligation to report the trades of their respective Relatives.

IV. Penalties

Violation of this Policy shall be subject to disciplinary action as may be recommended by the Governance and Nomination Committee or the Board of Directors, including separation from the Company, without prejudice to any civil or criminal proceedings which the Company or its regulators may file under applicable law.

Endorsed by the Governance and Nomination Committee on **04 May 2022** and APPROVED by the Board of Directors also on **04 May 2022**.

- Nothing follows. -