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## INSIDER TRADING POLICY

### I. Policy Statement

Xurpas Inc. (“Xurpas or the “Company”), a company listed with the Philippine Stock Exchange, is subject to laws and various regulations on trading. The Company has adopted an Insider Trading Policy (the “Policy”) to promote fairness to the investing public by preventing an individual or a particular group from profiting from any material information which is not available to the public.

### II. Definition

**Insider trading** refers to the trading of stocks or securities by individuals who have access to material non-public information about the stocks, securities, or the issuer.

**Insiders** include (a) the issuer, (b) a director or officer or a person controlling the issuer, (c) a person whose relationship or former relationship to the issuer gives or gave him access to material non-public information, (d) a government employee, or director, or officer of an exchange, clearing agency, and/or self-regulatory organization who has access to material non-public information, and (e) a person who learns such information by a communication from any of the foregoing insiders.

**Material non-public information** is information about the stock or securities or the issuer, which is not generally available to the public and for which would reasonably be expected to affect investors decisions in relation to the securities. Positive or negative information shall be considered material.

### III. Restrictions

The Insider cannot buy or sell a stock or security while in possession of material non-public information on the security or the issuer, unless:

- a. The insider proves that the information was not gained by virtue of being an insider or from an insider; or
- b. The counterparty is identified and the insider proves that he disclosed the information to the counterparty or that he has good reason to believe that the counterparty is in possession of the information.

### IV. Black-out Period

Insiders are strictly prohibited from trading from receipt of the material non-public information and up to two full trading days after the price sensitive information is disclosed.

### V. Consequences

Violation of this policy shall subject the insider to disciplinary action, without prejudice to liabilities brought about by a suit or proceedings instituted by any investor, the Company or the regulators under existing laws, rules and regulations.

## **VI. Review of Policy**

This policy shall be reviewed annually and revised by the Corporate Governance Committee as necessary, which shall be approved by the Board of Directors. Implementing guidelines may further be prepared by the Corporate Governance Committee, subject to the approval of the Board of Directors.