

## INSIDER TRADING POLICY

*Date Revised: February 11, 2025*

### 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.

**Covered Persons or Insiders** include (a) the issuer, (b) a director or officer or a person controlling the issuer, (c) Company’s employees who are made aware of undisclosed material information, (d) a person whose relationship or former relationship to the issuer gives or gave him access to material non-public information, including consultants and advisers of the Company, (e) 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, (f) members of the immediate families of persons under (a) to (e) who are living in the same household; and (g) 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. 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 reorganization, 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, and public or private sale of company securities.

**Securities** includes the Company’s shares of stock, options to purchase stocks, and other evidence of indebtedness.

**Tipping** means the act of providing material, non-public information about a publicly traded company to a person who is not authorized to have the information.

### III. Restrictions

Covered Persons 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. Confidentiality**

Confidentiality of non-public information should be strictly observed.

- a) Employees should not discuss internal Company matters or developments with anyone outside the Company, except as required in the performance of their regular employment duties, nor should Company matters be discussed in public or quasi-public areas where conversations may be overheard.
- b) Inquiries about the Company, which may be made by the financial press, investment analysts or others in the financial community should be directed or referred to the designated individuals authorized by the Company.

#### **V. Tipping**

“Tipping” or the unauthorized disclosure of any material, non-public information acquired in connection with the relationship with the Company is prohibited. No employee shall disclose or “tip” material, non-public information where such information may be used for another person’s benefit by trading in the securities of the company to which such information relates, nor shall an employee make any recommendations, offer assistance or express any opinions as to trading in the Company’s securities to any person on the basis of material, non-public information.

#### **VI. Black-out Period**

To prevent even the appearance of impropriety, Covered Persons are prohibited from trading the Company's securities during blackout periods, which shall be observed during critical financial events, including:

- a) Earnings releases;
- b) Dividend announcements;
- c) Mergers/acquisitions; and
- d) Other material company disclosures.

The blackout period shall commence from the time the material non-public information is received and extend to two (2) full trading days after the price-sensitive information is disclosed.

#### **VII. Compliance and Reporting Policies**

When in doubt, all Covered Persons should consult the Office of the Compliance Officer, prior to transacting securities of the Company, regardless of when they would like to perform such transactions, in order to determine if the trade will or will not violate the Policy.

All Covered Persons are required to report their trades to the Chief Compliance Officer on a quarterly basis. Directors and Officers are required to immediately report their trades to the Chief Compliance Officer to ensure timely report/disclosure by such Director/Officer to the Securities and Exchange Commission and the Philippine Stock Exchange within the period as required under the laws, rules and regulations.

#### **VIII. Penalties for Violations**

A violation of this Policy shall subject the insider to disciplinary action under the Company's Code of Business Conduct and Ethics, without prejudice to any civil or criminal proceedings that the Company or regulators may file for violation of existing laws. Specific penalties under the Securities Regulation Code (SRC) include:

- a) Fines of up to PHP 5 million;
- b) Imprisonment of up to 21 years; or
- c) Disgorgement of profits earned through insider trading.

In addition to the penalties above, the Company shall enforce a clawback provision requiring insiders to return any profits gained from unlawful trades. This ensures that any financial advantage obtained through insider trading is reversed in accordance with legal and regulatory requirements.

## **IX. Review of Policy**

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

