



INSIDER TRADING POLICY

I. Rationale

This Policy is pursuant Prime Media Holdings, Inc.'s ("PRIM"; or the "Company") commitment to adhere to pertinent laws and regulations including the Securities and Regulation Code, and to uphold integrity, fairness and transparency in conducting business and in order to maintain confidence of the investing public **Definitions**

- **Covered Persons** refer to the Company's directors, officers, and employees and their immediate family members. This may also include consultants and retainers who receive or have access to material non- public information.
- **Non-public Information** refers to information that has not been disseminated broadly to investors in the market place. Information becomes "public" after it has become available to the general public through filing/disclosure with the Securities and Exchange Commission (SEC), the Philippine Stock Exchange (PSE), other governmental agencies and/or publication of general circulation.
- **Material information** includes, but is not limited to:
 - a. unpublished financial or operating results, positive or negative;
 - b. projections or changes in projections of financial or operating results, upwards or downwards;
 - c. a pending or proposed corporate transaction involving the company, such as merger, acquisition or divestiture;
 - d. a pending or proposed public offering or private placement of securities of the company or other financing for the company outside of the ordinary course of business;
 - e. a pending or proposed repurchase or redemption of company securities;
 - f. the gain or loss of a significant customer or supplier;
 - g. changes in senior management;
 - h. execution of a business contract that is important to the company financially, strategically or otherwise;
 - i. significant regulatory approvals or challenges;
 - j. pending or threatened litigation of potential significance to the company, or settlement or other resolution of ongoing litigation;
 - k. a change in the company's independent registered public accounting firm;
 - l. the need to restate financial statements;
 - m. impending bankruptcy or liquidity problems; and
 - n. other events or developments that the Company is required to disclose under relevant laws and regulations.



II. Guidelines

Obligations under the Implementing Rules & Regulations of the Securities Regulation Code on Insider Trading, the Philippine Stock Exchange Revised Disclosure Rules, and other pertinent laws and regulations, shall apply to Covered Persons such that they are prohibited from selling or buying a security of the Company while in possession of material information with respect to the issuer or the security which is not generally available to the public.

It is also prohibited to give the third party access to material information about the issuer or the security that is not generally available to the public where the Covered Person knows or has reason to believe that such third person will likely buy or sell a security while in possession of such information.

The Covered Person is also prohibited from selling or buying a security that are sought or to be sought by a tender offer, that has commenced or about to commence, the covered person knows or has reason to believe that the information is nonpublic and has been acquired directly or indirectly from the tender offeror.

III. Restriction on Trading

A. Black out Rule

In compliance with Section 13.2 of the PSE Revised Disclosure rules, the Company has imposed a trading blackout period to the Board of Directors, executive officers and certain designated employees who, as a consequence of their position with the Company, are more likely to be exposed to Material Information about the Company. These directors, executive officers and employees generally may not trade in Company securities during the blackout period **within which material non-public information is obtained** and up to two full trading days after the price sensitive information is disclosed.

All directors and executive officers are required to report their trading of the company's securities to the Office of the Compliance Officer within three (3) business days from dealing with such securities. All other officers and employees shall likewise report to the Office of the Compliance Officer within ten (10) days from the end of each quarter their trades with the Company during such quarter.

B. Compliance and Reporting

i. Compliance Policy

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.

Certain staff may at certain times or from time to time possess material non-public information about potentially market-affecting activities. The staff should consult the Compliance Officer about any plan to trade on securities if they have knowledge or believe to have knowledge of such material non-public information, to ensure compliance with this Policy.



ii. Reporting Policy

All Covered Persons are required to report their trades to the Office of the Compliance Officer on a quarterly basis. Directors and Officers are required to immediately report their trades to the Office of the Compliance Officer to ensure timely report/disclosure by such Director/Officer to the SEC/PSE within three (3) business days from the transaction.

IV. Consequences of Non-compliance

Violation of this policy shall be subject to disciplinary action under the Company's Code of Conduct, without prejudice to any civil or criminal proceedings which the Company or regulators may file for violation of existing laws. Insider trading under the law may be subject to penalty for damages or fine and/or imprisonment

As approved by the Board of Directors on 30 October 2020.