



Corporate Governance

INSIDER TRADING POLICY

	CORPORATE GOVERNANCE	PAGE: 2 of 20
POLICY: POL- CG-2025-001	INSIDER TRADING POLICY	

1. Policy Statement

SP New Energy Corporation (hereinafter referred to as “SPNEC” or the “Corporation”) is fully committed to comply with all the laws, rules and regulations related to its business operations including compliance with the Insider Trading rules prescribed under the Securities Regulations Code (SRC) of the Philippines or Republic Act No. 8799. Under the SRC, it is unlawful for an insider to take undue advantage of material non-public information in dealing or trading Company shares while in possession of such information. An insider is also obliged to abstain from disseminating such information or engaging in the trading (buying or selling) of the Company shares until clearance is given by the proper authority.

2. Scope

This Policy shall apply to all Insiders as defined herein insofar as they trade or otherwise deal with the securities of the Company.

3. Definition of Terms

For the purpose of this Policy, the following definition of terms shall apply:

3.1. Insiders –individuals who are considered to have knowledge of material non-public information as defined herein and covers any of the following persons in the Company or its subsidiaries:

- 3.1.1** All members of the Board of Directors;
- 3.1.2** All key officers as specified in the By-Laws and other similar corporate documents of Company and its subsidiaries.
- 3.1.3** Members of the management team
- 3.1.4** Consultants and advisers of the Company
- 3.1.5** All other employees of the Company or its parent, subsidiaries, affiliates and other related companies with regular access to material information which are not yet publicly disclosed
- 3.1.6** All secretaries and executive assistants of the above
- 3.1.7** Relatives of the above persons who are living in the same household with them.

3.2. Material non-public information¹ – to any information which (a) has not been generally disclosed to the public and would likely affect the market price of the

¹ As defined in Section 27.2 of the Securities Regulations Code.

	CORPORATE GOVERNANCE	PAGE: 3 of 20
POLICY: POL- CG-2025-001	INSIDER TRADING POLICY	

security 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 a security.

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 unless properly cleared by concerned authority. Such material information include, but are not limited to:


- 3.2.1. Financial results
- 3.2.2. Projections of future earnings or losses
- 3.2.3. News of a pending or proposed merger
- 3.2.4. Change in the corporate structure such as a re-organization
- 3.2.5. Acquisition/Divestitures/Joint venture
- 3.2.6. Dividend declaration and changes in dividend policy
- 3.2.7. Stock splits
- 3.2.8. New significant equity investments or debt offerings
- 3.2.9. Significant litigation exposure
- 3.2.10. Major changes in key senior management positions
- 3.2.11. Public or private sale of company securities

Note: *Either positive or negative information maybe considered material.*

- 3.3. **Relatives** –persons related up to the fourth degree, by consanguinity, affinity or legal adoption, including the spouse, parents, children (and their spouses) siblings, (and their spouses), nieces and nephews (limited to children of brothers or sisters) [and their spouses], grandparents, and aunts and uncles (limited to sisters or brothers of parents); and the common-law spouse and/or his relatives of up to the third degree, by consanguinity, affinity or legal adoption. For purposes hereof, Relatives shall include first cousins.
- 3.4. **Structured Disclosures**² – are the defined periodic reportorial requirements required by the Securities and Exchange Commission (SEC), Philippine Stock Exchange (PSE) and the Philippine Dealing Exchange Corporation (PDEX)
- 3.5. **Unstructured Disclosure**³ - any material fact or event that occurs, not covered by the structured reports, which would reasonably be expected to affect investors' decisions in relation to the trading of its securities.

² Definition from PSE's Consolidated Listing and Disclosure Rules.

³ Definition from PSE's Consolidated Listing and Disclosure Rules.

	CORPORATE GOVERNANCE	PAGE: 4 of 20
POLICY: POL- CG-2025-001	INSIDER TRADING POLICY	

4. Implementing Rules

4.1. General Prohibition

All **Insiders**, from knowledge of such material non-public information, shall not trade or otherwise deal with the Company's securities, directly or indirectly, and shall not communicate, directly or indirectly, such material non-public information to any person until it is disseminated to the public and two (2) trading days have elapsed from the disclosure thereof for the market to absorb such information.

4.2. Black out Period and Short-Swing Rule


4.2.1. All Insiders shall not trade or otherwise deal with the Company's securities on the day of disclosure and during the following blackout periods, whether or not in possession of material non-public information:

4.2.1.1. Structured Disclosures - Ten (10) trading days before and two (2) trading days after the disclosure of structured reports.

4.2.1.2. Non-Structured Disclosures – Two (2) trading days after the disclosure of any material information other than the structured reports.

The sale of shares acquired from options is subject to the above-mentioned blackout periods. However, the exercise of stock options may be done at any time, even during blackout periods.

4.2.2. Any director or officer is prohibited from profiting from the purchase-and-sale or the sale-and-purchase of the Corporation's securities within less than six (6) months regardless of the intent, pursuant to Section 23.2 of the SRC in respect of the Short-Swing Rule. The exceptions are: (i) if the Corporation's securities were acquired in good faith in connection with debts previously contracted or obtained; and (ii) the transactions arising from compensation arrangements between the director or officer, and the Corporation, previously approved by the Board of Directors or the Executive Committee. In addition to any disciplinary action that may be imposed for violation of this particular restriction, all profits


	CORPORATE GOVERNANCE	PAGE: 5 of 20
POLICY: POL- CG-2025-001	INSIDER TRADING POLICY	

realized within that period should be disgorged in favor of or turned over to the Corporation.

- 4.2.3. An **Insider** is enjoined from buying or selling, directly or indirectly, listed and publicly traded shares of SP New Energy Corporation (share code “SPNEC”) within the Blackout Period or within the period provided in the Short Swing Rule.
- 4.2.4. To avoid possible violation of the Blackout Period policy and Short Swing Rule, an Insider may consult the Corporate Governance Office or the Office of the Compliance Officer prior to the trading of Company shares.
- 4.2.5. The Company’s Compliance Officer is tasked to announce or disseminate Blackout period at least one week prior to the said restriction period for structured reports or one trading day for the unstructured reports.
- 4.2.6. The Company or its Subsidiaries Directors, Key Officers, Heads of Organizations, Consultants, Advisers, Secretaries, Assistants or any of their employees covered by this Policy shall be responsible for relaying the Blackout Period announcement to their Relatives for their guidance.

4.3. **Trading Of Directors and Key Officers of the Company (Excluding Subsidiaries)**

- 4.3.1. The Securities Regulations Code prescribed that a director or an officer of the issuer of the security, shall file, at the time either such requirement is first satisfied or within ten (10) days after he becomes such a beneficial owner, director, or officer, a statement with the SEC and to the PSE and the PDEX (if the security is listed for trading) of the amount of all equity securities of such issuer of which he is the beneficial owner, and within ten (10) days after the close of each calendar month thereafter, if there has been a change in such ownership during such month.
- 4.3.2. PSE’s Consolidated Listing and Disclosure Rules require the disclosure of the direct and indirect ownership of its directors and principal officers of the Company securities (or shares) within five (5) trading days after in any of the following circumstances:

	CORPORATE GOVERNANCE	PAGE: 6 of 20
POLICY: POL- CG-2025-001	INSIDER TRADING POLICY	

- 4.3.2.1. The Issuer's securities is first admitted in the Official Registry of the Exchange;
- 4.3.2.2. Director is first elected or an Officer is appointed; or
- 4.3.2.3. Any acquisition, disposal, or change in the shareholdings of the Directors and Officers.

4.3.3. All Directors and Key Officers of the Company shall submit their accomplished Statement of Changes in Beneficial Owners given the above-mentioned circumstances not later than two (2) trading days after the event occurrence to the Compliance Officer.

4.3.4. The Office of the Compliance Officer shall ensure that the accomplished form be submitted to the PSE and the SEC within five (5) trading days after the event occurrence.


5. Sanctions and Penalties

5.1. Violation of this Policy shall be subject to disciplinary action, without prejudice to any civil or criminal proceedings which the Company or regulators may file for violation of existing laws.

5.2. Insider trading under the law may be subject to penalty for damages or fine and /or imprisonment which includes the following:

5.2.1. Section 61 of the Securities Regulation Code (SRC) provides that, "any insider, who violates Section 27.1 (Insider's Duty to Disclose When Trading) and any person in the case of a tender offer who violates Subsection 27.4 (a)(i), or any rule or regulation thereunder, by purchasing or selling a security while in possession of material information not generally available to the public, shall be liable in a suit brought by any investor who, contemporaneously with the purchase or sale of securities that is the subject of the violation, purchased or sold securities of the same class unless such insider, or such person in the case of a tender offer, proves that such investor knew the information or would have purchased or sold at the same price regardless of disclosure of the information to him.

5.2.2. Section 73 of the SRC imposes a criminal penalty of a fine of P50,000.00 to P5,000,000.00 or imprisonment of 7 to 21 years. If offender is a corporation, the penalty may be imposed upon the responsible officers.

	CORPORATE GOVERNANCE	PAGE: 7 of 20
POLICY: POL- CG-2025-001	INSIDER TRADING POLICY	

5.2.3. Section 2 of the PSE Consolidated Listing and Disclosure Rules prescribes the penalty for non-compliance with the requirement for Unstructured Disclosures to the Company (as the Listed Company), which include the submission of the Statement of Beneficial Ownership within a 12-month period, as follows:

5.2.3.1. LEVEL 1 VIOLATIONS: non-disclosure, delayed disclosure, or inaccurate disclosure of information which, although disclosable, are generally not expected to affect the Issuer's financial condition, operations, or voting structure:


- a. First Violation - Written reprimand
- b. Second Violation - P50,000.00
- c. Third Violation - P75,000
- d. Fourth Violation and subsequent violations - P100,000

5.2.3.2. LEVEL 2 VIOLATIONS: Violation of the black-out rule and non-disclosure, delayed disclosure, or inaccurate disclosure of information which are generally expected to have an impact on the Issuer's financial condition, operations, or voting structure:

- a. First Violation - P100,000
- b. Second Violation – P150,000.00
- c. Third Violation – P200,000
- d. Fourth Violation and subsequent violations – P300,000

5.2.3.3. An additional fine of P1,000.00 shall be imposed for each trading day during which the offense continues until and including the day on which the violation is rectified. Failure to pay within one (1) month from the imposition of the penalty and any additional fine imposed will result in the suspension of trading of the securities of the Listed Company.

5.2.3.4. The Company shall have recourse against the Insider for monetary penalties assessed by regulators for violation of insider trading rules.


	CORPORATE GOVERNANCE	PAGE: 8 of 20
POLICY: POL- CG-2025-001	INSIDER TRADING POLICY	

6. Advocacy, Education, and Training

- 6.1. Human Resources, with the assistance of Compliance Officer, directors, officers, and organizational heads, are tasked to ensure the thorough dissemination of this Policy to all directors, officers, employees, consultants, and pertinent insiders, and to likewise enjoin compliance to this Policy in the process.
- 6.2. Human Resources shall conduct appropriate training and provide learning and development programs and tools to ensure sufficient understanding of this Policy by all employees.

7. Roles and Responsibilities

- 7.1. Compliance Officer:
 - 7.1.1. Oversee the implementation of this Policy;
 - 7.1.2. Implement and monitor compliance with this Policy by officers and employees throughout the organization;
 - 7.1.3. Define the process by which this Policy is implemented and monitored, including appropriate mechanisms and control to ensure compliance across the organization;
 - 7.1.4. Facilitate the conduct of investigation of any alleged violation of this Policy; and
 - 7.1.5. Ensure timely review and updating of this Policy.
- 7.2. Insiders shall:
 - 7.2.1. Commit to strictly comply with this Policy and endeavor the same commitment from relatives and other insiders;
 - 7.2.2. Report any potential or actual violation of this Policy that may come to their knowledge.
- 7.3. Organizational Heads and Next Level Superiors shall:
 - 7.3.1. Monitor, ensure, and enforce compliance with this Policy within their area of jurisdiction;
 - 7.3.2. Report non-compliance with this Policy to their hierarchy and to the Compliance Officer, including taking or implementing disciplinary actions after proper exercise of due process.

	CORPORATE GOVERNANCE	PAGE: 9 of 20
POLICY: POL- CG-2025-001	INSIDER TRADING POLICY	

7.4. Human Resources shall:

- 7.4.1. Communicate this Policy to all stakeholders and provide training as may be necessary;
- 7.4.2. Conduct necessary administrative investigation and monitor imposition of corresponding disciplinary actions for confirmed violation of this Policy and its corresponding sanction under the Code of Right Employee Conduct (COREC).

8. Effectivity

The Insider Trading Policy was approved by the Board of Directors upon endorsement of the Corporate Governance Committee effective on July 4, 2025.