



# Legal and Compliance Department

## Insider Trading Policy

Document No. LCD-PP-2025-001

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Document No.: LCD-PP-2025-001	Legal and Compliance Department	<b>digiplus</b> 
<b>Insider Trading Policy</b>	Revision No.: 002	Date Prepared: 7/17/2025
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## Table of Content

<b>1. Purpose .....</b>	<b>1</b>
<b>2. Policy Statement .....</b>	<b>1</b>
<b>3. Terms and Definitions.....</b>	<b>1</b>
<b>4. Restrictions on Trading .....</b>	<b>3</b>
<b>5. Compliance and Reporting Policies .....</b>	<b>4</b>
<b>6. Review.....</b>	<b>5</b>
<b>7. Communication.....</b>	<b>5</b>
<b>8. Consequences of Non-Compliance.....</b>	<b>5</b>
<b>Appendix A : Covered Persons .....</b>	<b>7</b>



Document No.: LCD-PP-2025-001	Legal and Compliance Department	
Insider Trading Policy	Revision No.: 002	
	Date Prepared: 7/17/2025	

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## 1. Purpose

DigiPlus Interactive Corp. (“DigiPlus” or the “Company”) is fully committed to complying with the Insider Trading rules prescribed under Republic Act No. 8799, also known as “The Securities Regulation Code” (SRC) of the Philippines. This policy governs the trading of DigiPlus shares by the Company’s directors, officers, employees, their associates, as well as those of its subsidiaries, and all other Covered Persons to ensure proper regulatory compliance and align the blackout period with industry best practices.

## 2. Policy Statement

It is the policy of DigiPlus to restrict the trading of securities by Covered Persons considered to have knowledge of Material Non-public Information, during the Blackout Period, except in accordance with this policy. Until the proper authority gives clearance, they must refrain from disseminating such information or engaging in trading (buying or selling) DigiPlus shares.

## 3. Terms and Definitions

### 1. Securities

Includes DigiPlus’ shares of stock, options to purchase stocks, and other evidence of indebtedness.

### 2. Covered Persons

#### 2.1 For the purpose of this Policy, an “Insider” is defined as follows:

- i. All members of the Board of Directors of DigiPlus and its subsidiaries;
- ii. All Executive Officers of DigiPlus and its subsidiaries, who are or may be in possession of material non-public information about DigiPlus because of their responsibilities. Executive Officers of DigiPlus include the President, Chief Financial Officer, members of the Management Committee, and Business Unit Heads, including their management staff.<sup>1</sup>
- iii. Consultants and Advisers of DigiPlus;
- iv. All other DigiPlus employees who are made aware of undisclosed material, non-public information;
- v. Members of the immediate families<sup>2</sup> of persons under (i-iv) who are living in the same household; and
- vi. Person who learns such information by a communication from any of the foregoing insiders.

<sup>1</sup> **Management staff:** Job level 12 and above.

<sup>2</sup> **Immediate families:** includes spouses and relatives within the fourth civil degree of consanguinity or affinity, either by marriage or domestic partnership.



Document No.: LCD-PP-2025-001	Legal and Compliance Department		
Insider Trading Policy			
Revision No.: 002 Date Prepared: 7/17/2025 Effective Date: Immediately upon approval			

vii. DigiPlus and its subsidiaries.

**2.2 The Human Resources Department's Analytics and Mobility Unit shall provide an updated list of the Company's Executive Officers and their management staff to the Corporate Secretary on a quarterly basis or whenever there is a change.**

### **3. Material Non-public Information**

Information is deemed to be material if:

- i. It would likely affect the market price of the securities after being disseminated to the public and the lapse of three (3) days from dissemination; or
- ii. It would be considered important by a reasonable person under the circumstances in determining his course of action, whether to buy, sell, or hold securities.

The following list, although not exclusive, shall be considered material non-public information:

- Financial results
- Projections of future earnings or losses
- News of a pending or proposed merger
- Changes in the corporate structure, such as reorganization
- Acquisition/Divestitures/Joint venture
- Dividend declaration and changes in dividend policy
- Stock splits
- New significant equity investment or debt offerings
- Significant litigation exposure
- Major changes in key senior management positions
- Public or private sale of DigiPlus shares

Any information that may have either a positive or negative impact shall be considered material.



Document No.: LCD-PP-2025-001	Legal and Compliance Department	 <b>Insider Trading Policy</b>
	Revision No.: 002	
	Date Prepared: 7/17/2025	
	Effective Date: Immediately upon approval	

#### 4. Structured Disclosures

Are the defined periodic reportorial requirements required by the Securities and Exchange Commission (SEC), and the Philippine Stock Exchange (PSE) to ensure public availability of continuing adequate information on DigiPlus Interactive Corp.

#### 5. Unstructured Disclosures

Unstructured disclosures shall refer to corporate developments as they occur that are not covered by structured disclosures and are intended to update the investing public on the activities, operations, and business of DigiPlus Interactive Corp.

### 4. Restrictions on Trading

#### 1. *Blackout Period coverage:*

- **Structured Disclosures:** Ten (10) trading days before and three (3) full trading days after any structured report or disclosure is approved by PSE.
- **Unstructured Disclosures:** Three (3) trading days after any unstructured report or disclosure is approved by PSE.

2. Covered Persons are strictly prohibited from trading DigiPlus shares for the periods covered in the blackout period coverage and from the date they receive the price-sensitive information until such number of days as specified in the Blackout Period above.
3. DigiPlus' Corporate Compliance Officer shall announce or disseminate the blackout period at least ten (10) trading days prior to the release of structured reports. This announcement will be communicated through official company channels to ensure all relevant parties are informed.
4. DigiPlus or its subsidiaries' directors, executive officers, consultants, advisers, or any employees covered by this policy shall be responsible for relaying the blackout period announcement to their immediate families for their guidance.



Document No.: LCD-PP-2025-001	Legal and Compliance Department	
Insider Trading Policy	Revision No.: 002	
	Date Prepared: 7/17/2025	
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## 5. Compliance and Reporting Policies

### 1. Compliance Policy

- a. When in doubt, all Covered Persons should consult the Office of the Corporate Compliance Officer prior to transacting securities of DigiPlus Interactive Corp., regardless of when they would like to perform such transactions, in order to determine if the trade will or will not violate the policy.
- b. Certain staff personnel may, at certain times or from time to time, possess material non-public information about potentially market-affecting activities. The staff should consult the Corporate Compliance Officer about any plan to trade on securities if they have the knowledge or believe in knowing such material, non-public information, to ensure compliance with this policy.
- c. The trades by all Covered Persons shall not be contrary to the provisions of the SRC and its Implementing Rules and Regulations, Listing and Disclosure Rules of the PSE, and other regulatory issuances that are in effect or that may be enacted in the future.

### 2. Reporting Policy

- 2.1 Section 13 of the PSE's Consolidated Listing and Disclosure Rules, requires the disclosure of the direct and indirect ownership of the company's securities (or shares) within five (5) trading days in any of the following circumstances:
  - a. The Issuer's securities are first admitted to the Official Registry of the Exchange;
  - b. A Director is first elected, an Officer is appointed, or
  - c. Any acquisition, disposal, or change in the shareholdings of the Directors and Officers.
- 2.2 All Directors and Executive Officers of the Company shall submit their accomplished Statement of Changes in Beneficial Owners (SEC Form No. 23-B) given the above-mentioned circumstances not later than three (3) trading days after the occurrence of the event to the Corporate Compliance Officer.
- 2.3 All other Covered Persons are required to report their trades to the Office of the Corporate Compliance Officer on a quarterly basis.



Document No.: LCD-PP-2025-001	Legal and Compliance Department	
<b>Insider Trading Policy</b>	Revision No.: 002	Date Prepared: 7/17/2025
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## 6. Review

This policy will be reviewed annually or when there is a change to DigiPlus business function or process, requirements of the standard, and/or legal and regulatory requirements.

## 7. Communication

This policy will be communicated across the organization once reviewed and approved by the Legal and Compliance Department and the Management to ensure employee awareness on the Insider Trading Policy.

## 8. Consequences of Non-Compliance

- Violation of this Policy shall be subject to disciplinary action under DigiPlus Interactive Corp.'s Code of Conduct, without prejudice to any civil or criminal proceedings that DigiPlus Interactive Corp. or regulators may file for violation of existing laws.

Violations	Suspension	Termination
Conduct Unbecoming of a Company Officer or Official	1 <sup>st</sup> Offense	2 <sup>nd</sup> Offense
Other acts that are in violation of the Company's standards and/or policies	1 <sup>st</sup> Offense	2 <sup>nd</sup> Offense
Violation or non-compliance with other laws or statutes that may have a negative effect on the company, its officers, and/or its employees.	1 <sup>st</sup> Offense	2 <sup>nd</sup> Offense

- Insider trading under the law may be subject to penalties for damages, fines, and/or imprisonment, which include the following:

- Section 61 of the 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

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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.”

- 2.2 Section 2 of the Revised PSE Disclosure Guidelines prescribes the penalty for non-compliance with the requirement for Non-Structured 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:
  - a. First violation: PHP 100,000.00
  - b. Second violation of a similar nature: PHP 150,000.00
  - c. Third violation: PHP 200,000.00
  - d. Fourth violation: PHP 300,000.00
  - e. An additional fine of PHP 1,000.00 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.
- 2.3 Section 73 of the SRC provides that, “any person who violates any of the provisions of this Code, or the rules and regulations promulgated by the Commission under authority thereof, or any person who, in a registration statement filed under this Code, makes any untrue statement of a material fact or omits to state any material fact required to be stated therein or necessary to make the statements therein not misleading, shall, upon conviction, suffer a fine of not less than Fifty thousand pesos (P50,000.00) nor more than Five million pesos (P5,000,000.00) or imprisonment of not less than seven (7) years nor more than twenty-one (21) years, or both in the discretion of the court. If the offender is a corporation, partnership or association or other juridical entity, the penalty may in the discretion of the court be imposed upon such juridical entity and upon the officer or officers of the corporation, partnership, association or entity responsible for the violation, and if such officer is an alien, he shall in addition to the penalties prescribed, be deported without further proceedings after service of sentence.”
- 2.4 DigiPlus shall have recourse against the Covered Persons for monetary penalties assessed by regulators for violations of insider trading rules.

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## Appendix A : Covered Persons

1. DIGIPLUS AND ITS SUBSIDIARIES
2. BOARD OF DIRECTORS
3. PRESIDENT
4. CHIEF OPERATING OFFICER
5. CHIEF FINANCIAL OFFICER
6. CHIEF HUMAN RESOURCES OFFICER
7. CHIEF DIGITAL OFFICER / CHIEF TECHNOLOGY OFFICER
8. HEAD OF ARENAPLUS
9. HEAD OF BINGOPLUS
10. HEAD OF BLUE CHIP
11. HEAD OF CAGAYAN GROUP
12. HEAD OF GAMEPLUS
13. HEAD OF LEGAL & COMPLIANCE
14. HEAD OF OFFLINE OPERATIONS
15. VP-INVESTOR RELATIONS & CORPORATE COMMUNICATIONS
16. VP OF INVESTMENT
17. INTERNAL AUDIT HEAD
18. CORPORATE SECRETARY
19. ASSISTANT CORPORATE SECRETARY
20. CORPORATE FINANCIAL CONTROLLER
21. TREASURER
22. OFFICERS IN THE GIS
23. JOB LEVEL 12 AND ABOVE
24. MEMBERS OF THE IMMEDIATE FAMILIES OF THE ABOVE COVERED PERSONS
25. ANY PERSON WHO LEARNS SUCH INFORMATION BY COMMUNICATION FROM ANY OF THE ABOVE COVERED PERSONS

