
JACKSTONES, INC.

593 Antonio Drive, Bagumbayan, Taguig City 1630

<u>INSIDER TRADING POLICY</u>	Version No:
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Section 1. Insider Trading defined. Insider trading is prohibited. Insider trading pertains to the buying, selling or otherwise dealing with Jackstones, Inc.'s ("Corporation") securities while possessing material non-public information during prescribed periods by covered persons.

Section 2. Covered Persons. Covered persons are the following:

- A. Board of Directors;
- B. All members of the Management Team;
- C. Consultants;
- D. Advisers;
- E. Other employees who have been made aware of undisclosed material information with respect to the Corporation and its operations;
- F. Immediate family members of those mentioned above, whether by affinity or consanguinity within the second degree, legitimate or common-law; or
- G. Any person who learns of any undisclosed material information or might use such material non-public information obtained from any of the persons mentioned above.

A covered person should exercise prudence in evaluating whether the non-public information he or she possesses is material or not. Any doubt as to the nature of such information must be resolved in favor of treating the same as material.

Section 3. Material Non-Public Information. Information is considered material non-public if:

- A. It has not been generally disclosed to the public and would likely affect the market price of the security after being disseminated to the public and the lapse of a reasonable time for the market to absorb the information; or
- B. It would be considered by a reasonable person important under the circumstances in determining his or her course of action whether to buy, sell, or hold a security.

Section 4. Material Information. Examples of material information may include but are not limited to the following:

- A. Significant changes in sales volumes, market share, production scheduling, product pricing, mix of sales, strategic plans, or liquidity;
- B. Changes in debt ratings or analyst upgrades or downgrades of the Corporation or one of its securities;
- C. Earnings and dividends;
- D. Major business acquisitions or dispositions;
- E. Material labor negotiations or disputes, including possible strikes;
- F. Significant legal proceeding or governmental investigation;
- G. Loss of significant supplier or entry into a significant joint venture;
- H. Financial, sales and other significant internal business forecasts;
- I. Significant changes in accounting treatment, write-offs or effective tax rate;
- J. Changes in top management or directors;

- K. Stock splits and repurchases; or
- L. Other information which may affect market share price of the Company.

Section 5. Black-out Period. Any covered person who possesses material non-public information is prohibited to buy, sell, trade, or deal in the Corporation securities from the time he or she acquired such material non-public information and until three (3) trading days after such material information has been made public, unless a longer black-out period is mandated by the Securities and Exchanges Commission (“SEC”) or the Philippine Stock Exchange (“PSE”).

Section 6. Reportorial Requirements. Under the Securities Regulation Code and the regulations of the SEC and the PSE, directors and officers are required to report to the SEC and the PSE their beneficial ownership of the Corporation securities, or any change in their personal shareholdings and their beneficial ownership in the Corporation if such change is due to open market transactions or the grant of shares from incentive-based schemes implemented by the Corporation.

To ensure compliance with such reportorial requirements in a timely manner, the concerned director or officer must inform the Compliance Officer of his or her beneficial ownership of Corporation securities not later than three (3) days after their election or appointment. Thereafter, he must inform the Compliance Officer of any change in his or her beneficial ownership of the Corporation securities not later than three (3) days after the acquisition or disposal of the Corporation securities.

Section 7. Beneficial Ownership. For purposes of the reportorial requirements of the SEC and the PSE, beneficial ownership of the director or officer is generally created when such ownership gives the director or officer the ability to vote, manage, or dispose of any Corporation securities, and it shall include not only the securities which he or she directly owns but also the securities which are:

- A. Held by members of his or her immediate family sharing the same household, including shares held in retirement accounts, investment accounts, or otherwise;
- B. Held by a partnership in which he or she is a general partner;
- C. Held by a corporation of which he or she is the controlling shareholder;
- D. Held by a trust or estate in which the director or officer has a vested beneficial interest and the securities are beneficially owned by a director or officer;
- E. Held for the director or officer by a custodian, nominee, pledgee, or broker;
- F. Deposited in trust if the director or officer has a right to acquire or dispose of under any presently exercisable option, put, call, etc.; or
- G. Subject to any contract, arrangement, or understanding which gives him or her voting power or investment power with respect to such securities.

In addition, beneficial ownership may be determined on the basis of the following:

- A. Natural person(s) owning, directly or indirectly or through a chain of ownership, at least twenty-five percent (25%) of the voting rights, voting shares or capital of the Corporation;
- B. Natural person(s) who exercise control over the Corporation, alone or together with others, through any contract, understanding, relationship, intermediary or tiered entity;
- C. Natural person(s) having the ability to elect a majority of the board of directors/trustees, or any similar body, of the Corporation;
- D. Natural person(s) having the ability to exert a dominant influence over the management or policies of the Corporation;
- E. Natural person(s) whose directions, instructions or wishes in conducting the affairs of the corporation are carried out by majority of the members of the board of directors of such

Corporation who are accustomed or under an obligation to act in accordance with such person's directions, instructions or wishes;

- F. Natural person(s) acting as stewards of the properties of Corporations, where such properties are under the care or administration of said natural person(s);
- G. Natural person(s) who actually own or control the Corporation through nominee shareholders or nominee directors acting for or on behalf of such natural persons;
- H. Natural person(s) ultimately owning or controlling or exercising ultimate effective control over the Corporation through other means not falling under any of the foregoing categories; and
- I. Natural person(s) exercising control through positions held within a Corporation.

Section 8. Consequences of Non-compliance. Violation of this policy shall be subject to disciplinary action as may be determined by the Board of Directors in accordance with the Corporation's Code of Business Conduct and Ethics, without prejudice to any civil or criminal proceedings which the Corporation 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.

Section 9. Review

The Board of Directors shall annually review this Policy to ensure its effectiveness and its compliance with any law, rule, or regulation to be promulgated by the relevant government authorities, such as but not limited to, the SEC or the PSE.

Section 10. Effectivity

This Policy shall take effect upon approval of the Board of Directors.