

Insider Trading Policy

I. Purpose of the guideline

The Board of Directors (the “Board”) of Republic Glass Holdings Corporation, together with its subsidiaries “RGHC” has adopted this Insider Trading Policy for our Board members, officers and employees. The policy applies to the trading of RGHC securities and is intended to provide an overview of the legal provisions governing the prohibition of insider trading. The trading of RGHC shares is subject to the Securities Regulation Code (Republic Act No. 8799) and supervision by Philippines Stock Exchange.

As a policy, any new or recent information about the company that could affect the share price should be made accessible to all shareholders simultaneously.

II. Persons covered

An insider is defined as any person who has access to insider information. This applies to all directors, officers and employees of RGHC. Reference in this Policy to “you” (as well as general references to directors, officers and employees of RGHC) should also be understood to include member of your immediately family, anyone else who lives in your household, persons that are your economic dependents (or are subject to your control or influence) and any other individual or entities whose transactions in securities you influence, direct or control, including any corporations, partnerships or trusts. It also includes any shareholder of the company who owns 5 per cent or more of the REG shares.

III. Insider information

Insider information is defined as any material information about circumstances that has not made public by means of press release or other means of disclosures, which is obtained as an insider, and if were made public would most likely have a material effect on the price or value of the share on a regulated market. The information must relate to issuers of insider securities or to the insider securities themselves and the information must be accurate and have a significant effect on the share price of RGHC.

Insider information, may refer: a change in the business, capital or operation of RGHC, entry into or withdrawal from business segments, conclusion of major agreements, the acquisition or disposal of participations, takeover bids, capital measures, business performance, a substantial change to the terms of corporate structure of the company and any of it subsidiary, declaration of cash dividends, disruption of operations due to natural calamities, disputes with a material impact etc., that could influence the movement of RGHC market price or value of securities.

IV. Insider securities

Insider securities refer not only to the trading of shares of stock RGHC listed in the Philippine Stock Exchange, but also to the trading in the securities of other firms, such as firms with which the company may be on negotiation for major sale, investment or acquisition.

V. Transaction ban

Insiders, who have knowledge of material non-public information regarding RGHC, are subject to the following restrictions:

1. Insiders are banned from buying or selling insider securities on their own account or for a third-party using insider information, or have others trade for their (insiders) accounts.
2. Insiders are also prohibited from the unauthorized disclosure of insider information to another person or entity, which in turn might trade (“tipping”) or forward the insider information to third parties that buy and sell securities on the basis of that insider information.
3. Insiders are restricted from advising others to buy or sell insider securities of RGHC on the basis of insider information, and from persuading a third party to do so by other means.

VI. Consequences of a breach of the Policy

A breach of the Policy entail potential consequences in the form of severe fines or possible imprisonment. Furthermore, failure to comply with the Policy may lead to a disciplinary or even dismissal, whether or not your failure to comply results in a violation of law.

VII. Black-out periods

In order to avoid violation of insider trading law as stated in Section Chapter VII of the Securities Regulation Code (Republic Act No. 8799), black-out periods are to be observed. These are periods in which members of the executive bodies and identified employees are prohibited to neither buy nor sell RGHC securities. Section 13.2 of PSE Revised Listing and Disclosure Rules provided, that a Director or Principal Officer of an Issuer must not deal in the Issuer’s securities during the period within which a non-public information is obtained and up to two (2) full trading days after the price sensitive information is disclosed.

Consistent with the rule that a corporate insider should not sell or buy REG shares while in possession of material information that is not generally available to the public, RGHC black-out period for:

- a) Periodic Company Disclosure (i.e. Quarterly or annual financial results) is five (5) trading days before and finishes two (2) full Trading days after the release /uploading of the financial results in the PSE-Edge and company’s website.
- b) For other matters, important events and circumstances, such period may be defined and determined by the Board.

Insiders are responsible for knowing whether a blackout period is in effect prior to making a trade.

VIII. Commitment

Directors, officers and employees of RGHC will be furnished a copy of this Policy on its initial adoption by the Board of Directors and are expected to understand and comply with the Policy. A copy of the Policy will be given to new Directors and new hires on the first day of his or her appointment. Insiders are responsible for confirming whether a blackout period is in effect prior to making a trade.

IX. Reportorial Requirements for trading of REG shares by Directors and Officers

Directors, officers and employees of RGHC shall report the following information to Securities and Exchange Commission (SEC) through the company's Chief Financial Officer, **not later than one (1) day after the acquisition or disposal of REG shares:**

- a) Number of shares acquired/disposed:
- b) Date acquired/disposed.
- c) Price acquired/disposed.
- d) Beneficial ownership of REG shares-
 - d.1 directly owned by the director or officer (i.e., in his own name).
 - d.2 held by member of his immediate family sharing the same household.
 - d.3 held by partnership in which he is a general partner.
 - d.4 held by a corporation of which he is the controlling shareholder; and
 - d.5 subject to any contact, arrangement or understanding which gives him voting power or investment power with respect to reg shares.

X. Policy review

This Policy shall be reviewed and assessed by the Risk Management Officer and approved by the Board of Directors at least annually.