




INSIDER TRADING POLICY
(revised as of February 2021)

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1. STATEMENT OF POLICY

AyalaLand Logistics Holdings Corp. (ALLHC) is a publicly listed company in the Philippine Stock Exchange (PSE) and is mandated to comply with all laws, rules, regulations pertaining to Insider Trading under the Securities Regulation Code (SRC). Under Section 27 of the SRC, it is unlawful for an insider to sell or buy shares of their respective Companies while in possession of material information with respect to the Company that is not generally available to the public.

ALLHC adopts this Insider Trading policy to serve as a guide in the trading of the Corporation's shares of stock.

2. COVERAGE

This policy covers all directors, key officers, employees, consultants, advisors of the Corporation, and members of their immediate families who are living in the same household (the "Covered Persons").

Trading by Covered Persons of the Corporation's securities is generally allowed by law and by the Corporation, except in the following instances:


2.1 Trading by Covered Persons while in possession of material non-public information

Trading by Covered Persons of the Corporation's securities while in possession of material non-public information is prohibited until the material non-public information is disseminated to the public and two (2) trading days have lapsed from the disclosure thereof.

Information is deemed to be material non-public if it has not been generally disclosed to the public and would likely affect the market price of the Corporation's securities after being disseminated to the public, and the lapse of a reasonable time for the market to absorb the information; or would be considered by a reasonable person as important, under the circumstances, in determining his/her course of action, whether to buy, sell, or hold the Corporation's securities.

As a general rule, information required to be disclosed under the rules of the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange (PSE) should always be considered material in nature. Material information include, but is not limited to:

- a. Financial results;
- b. Projections of future earnings or losses;
- c. Mergers/acquisitions/divestitures/joint ventures (equivalent to 10% or more of the Corporation's total assets);
- d. Dividend declarations and changes in dividend policy;

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- e. Stock splits;
- f. Material equity investments, debt offerings or equity placements and offerings (involving amounts equivalent to 10% or more of the Corporation's total assets);
- g. Material litigation exposure (involving amounts equivalent to 10% or more of the Corporation's total assets); and
- h. Major changes in key senior management positions.

2.2 Trading by Covered Persons during a blackout period

Trading by Covered Persons during any designated blackout period, whether or not in possession of material non-public information, is prohibited as follows:


- a. For structured disclosures - five (5) trading days before, and two (2) trading days after the disclosure of quarterly and annual financial results; and
- b. For non-structured disclosures – two (2) trading days after the disclosure of any material information other than quarterly and annual financial results.

Office bulletins for special blackout periods pertaining to non-structured disclosures will be issued by the Compliance Officer.

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

Covered persons possessing material non-public information are further prohibited from communicating, directly or indirectly, said information to any person, from the time they obtained knowledge, until the material non-public information is disseminated to the public, and two (2) trading days have lapsed from the disclosure thereof in order for the market to absorb such information.

When in doubt, the Covered Person should consult the Office of the Compliance Officer, prior to transacting securities of the Corporation, in order to determine if the trade will, or will not violate this policy.

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3. REPORTING OF TRADES OF COVERED PERSONS

All members of the Board of Directors and senior management, including the Controller, Chief Audit Executive, Chief Risk Officer, Treasurer, Corporate Secretary, and Assistant Corporate Secretary of the Corporation, and members of their immediate families who are living in the same household, shall report their trades to the Office of the Compliance Officer within three (3) business days from dealing such securities. This shall be subsequently reported to the SEC and PSE in compliance with existing rules and regulations.

All other Covered Persons (employees, consultants, and advisors of the Corporation and members of their immediate families who are living in the same household) shall likewise report their trades (if any) of the Corporation's securities to the Office of the Compliance Officer, quarterly, within ten (10) days from the end of each quarter.

All trades must be reported within the prescribed period to the Office of the Compliance Officer by sending an email to allhc.compliance@ayalalandlogistics.com in the format set forth in Annex "A".

4. SHORT SWING RULE

Any profit realized by a beneficial owner of the Corporation's securities, director or officer, by reason of his relationship to the Corporation, from the purchase or sale, or any sale or purchase, of the securities of the Corporation within any period of less than six (6) months, unless such securities were acquired in good faith in connection with a debt previously contracted, shall inure to and be recoverable by the Corporation, irrespective of any intention of holding the securities purchased or of not repurchasing the securities sold for a period exceeding six (6) months.

This rule applies regardless of intent or actual use of inside information.

5. SANCTIONS AND PENALTIES

Violation of this policy shall be subject to the disciplinary action under the Corporation's Code of Conduct, without prejudice to any civil or criminal proceedings which the Corporation or regulators may file for violation of existing laws. The summary of fines of the SEC and PSE is set forth in Annex "B".

6. EFFECTIVITY OF THE POLICY

This amended Policy shall be effective immediately.

Approved on 23 February 2021.

ANNEX “A”

ALLHC Covered Persons Share Ownership and Trading Report				
Name				
Position				
Beginning Balance				
Date	Shares	Nature of Ownership		
		Certificated (Direct)		
		With Broker (PCD)		
		ESOWN (subscribed and issued until fully paid)		
Total				
Current Transactions				
Date	Buy or Sell	Price	Shares	Details (if any)
Total	-	-		
Ending Balance				
Date	Shares	Nature of Ownership		
		Certificated (Direct)		
		With Broker (PCD)		
		ESOWN (subscribed and issued until fully paid)		
Total		-		

ANNEX “B”: SUMMARY OF FINES OF THE SEC AND PSE

SEC	PSE
<p><u>For the Corporation</u></p> <ol style="list-style-type: none"> 1. Late filing of Statement of Beneficial Ownership (SEC Form 23A/B) <ul style="list-style-type: none"> • 1st Offense – Warning • 2nd Offense – 1% of the amount of each purchase or disposition, or P10,000.00 per transaction whichever is higher plus P100.00 per day of delay • 3rd Offense – 2% of the amount of each purchase or disposition, or P20,000.00 per transaction whichever is higher plus P200.00 per day of delay 2. Incomplete Statement of Beneficial Ownership (This shall be in addition to the penalty for late filing of the report per due date under the Rules) <ul style="list-style-type: none"> • 1st Offense – Reprimand/Warning • 2nd Offense – P10,000.00 plus P100.00 per day of delay of submission of the amended report • 3rd Offense - P10,000.00 plus P100.00 per day of delay of submission of the amended report <p><u>For the Directors/Officers</u></p> <ol style="list-style-type: none"> A. Qualifying or owning not more than 100 shares <ul style="list-style-type: none"> • 1st Offense – Reprimand/Warning • 2nd Offense - P10,000.00 plus P100.00 per day of delay of the submission of the report • 3rd Offense – P20,000.00 plus P200.00 per day of delay B. Owning more than 100 shares but less than 5% of the outstanding equity security <ul style="list-style-type: none"> • 1st Offense – Reprimand/Warning • 2nd Offense - P10,000.00 plus P100.00 per day of delay of the submission of the report • 3rd Offense – P20,000.00 plus P200.00 per day of delay C. Owning more than 5% but less than 10% of the outstanding equity security <ul style="list-style-type: none"> • 1st Offense – Reprimand/Warning • 2nd Offense – P20,000.00 plus P200.00 per day of delay of the submission of the report • 3rd Offense – P40,000.00 plus P200.00 per day of delay <p>Continued non-payment of the assessed fine and/or failure to comply with the requirement, despite notice and hearing for a period of fifteen (15) days, shall be a sufficient ground for the Commission to take other appropriate action or remedies available under the Securities Regulation Code and other related laws.</p> <p>The commission of a fourth offense for the same violation is a ground for the suspension/revocation of the erring company’s registration or secondary license which shall be made after notice and hearing, in accordance with the above-mentioned procedures.</p> <p>Erring companies which are primarily regulated by other government agencies shall be endorsed thereto. The imposition of the foregoing penalties shall be without prejudice to the imposition of other administrative sanctions or to the filing of criminal charges against the person/s responsible.</p> <p>Source: https://www.sec.gov.ph/wp-content/uploads/2019/11/2017ScaleOfFines.pdf </p>	<p><u>For the Corporation</u></p> <p>SECTION 2. Penalty for Non-Compliance with Unstructured Disclosure Requirements – Any violation of the terms and conditions of the Listing Agreement and of any provisions of these Rules committed within a twelve- month period shall make the Issuer liable for the following penalties:</p> <ul style="list-style-type: none"> • 1st Violation – P50,000.00 • 2nd Violation – P75,000.00 • 3rd Violation – Suspension of trading the issue for a period of one (1) month • 4th Violation – Ground for delisting <p>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.</p> <p>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 Issuer.</p> <p>Source: https://pse.com.ph/resource/rulesAndRegulations/CONSOLIDATED%20RULES/Listing%20and%20Disclosure%20Rules.pdf </p>