



INSIDER TRADING POLICY

(revised as of November 2025)

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1. STATEMENT OF POLICY

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Document Information

Date Created	10 December 2012
Date/s Amended	22 March 2018, 14 October 2019; 23 February 2021; 9 November 2021; 21 April 2022
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AyalaLand Logistics Holdings Corp. (“ALLHC” or the “Corporation”) adopts this Insider Trading Policy to serve as a guide in the trading of the Corporation’s securities and the Listed Subsidiaries’ securities, where applicable.

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.

2. COVERAGE

This policy applies to all Covered Persons who are in possession of material non-public information of the Corporation and the Listed Subsidiaries.

3. DEFINITION OF TERMS

3.1 Securities shall include shares of stocks, bonds debentures, notes, evidences of indebtedness, asset-backed securities; investment contracts, certificates of interest or participation in a profit-sharing agreement, certification of deposit for future subscription, derivatives like options and warrants, certificates of assignment, certificates of participation, trust certificates, voting trust certificates or similar instruments; and other instruments that may, in the future, be determined by the Securities and Exchange Commission (SEC).

3.2 Covered Persons shall refer to all incumbent directors, officers, employees, consultants, advisers of the Corporation and members of their immediate families living in the same household, who have the knowledge of material information about the Corporation and/or Listed Subsidiaries that is not disclosed or generally available to the public.

3.2.1 It shall also refer to incumbent directors, officers, employees, consultants, advisers of the Corporation’s parent corporation and members of their immediate families living in the same household, who have knowledge of material information about the Corporation and/or the Corporation’s Listed Subsidiaries that is not disclosed or generally available to the public.

3.2.2 **Officers** shall refer to the President and CEO, Chief Operating Officer, Chief Finance Officer, Vice-Presidents or equivalent heads of departments, Chief Risk Officer, Chief Audit Executive, Compliance Officer, Treasurer, Controller, Legal Officer, Compliance Officer, Chief Information Officer, Data Protection Officer, Corporate Secretary, and Assistant Corporate Secretary.

3.3 Listed Subsidiaries shall refer to corporations duly registered with the Securities and Exchange Commission of the Philippines (SEC) and whose securities are listed in the PSE and more than fifty percent (50%) of the voting stock of which is owned or controlled, directly or indirectly, through one or more intermediaries, by the Corporation, as applicable.

3.4 Material Non-Public Information shall refer to information that has not been disclosed to the public and would likely affect the market price of the Corporation’s Securities after being

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disseminated to the public and after the lapse of 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/its 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 SEC and the PSE should always be considered material in nature. Material information includes, but is not limited to:

- a. Annual and quarterly financial results;
- b. Mergers/acquisitions/divestitures/joint ventures (equivalent to 10% or more of the Corporation's total assets);
- c. Dividend declarations and changes in dividend policy;
- d. Stock splits;
- e. Material equity investments, debt offerings or equity placements and offerings (involving amounts equivalent to 10% or more of the Corporation's total assets);
- f. Material litigation exposure (involving amounts equivalent to 10% or more of the Corporation's total assets); and
- g. Major changes in key senior management positions.

4. PROVISIONS

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

4.1 While in possession of material non-public information

All Covered Persons, from the time they obtained knowledge of such material non-public information is prohibited from trading the Corporation's securities, directly or indirectly, and not allowed to 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 lapsed from the disclosure thereof for the market to absorb such information.

4.2 During a blackout period

All Covered Persons are prohibited from trading the Corporation's securities on the day of disclosure and during the following blackout periods, whether or not in possession of material non-public information:

- 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. The Compliance Officer will issue office bulletins for special blackout periods on non-structured disclosures.

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.

4.3 Within the Short-Swing Rule

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Any director or officer is prohibited from profiting from the purchase-and-sale or the sale-and-purchase of the Corporation's securities within a period of 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 realized within that period should be disgorged in favor of or turned over to the Corporation.

5. REPORTING OBLIGATION

All incumbent directors and officers and their respective immediate family members who are living with them in the same household shall report their trades to the Office of the Compliance Officer within three (3) business days from dealing with the securities of the Corporation and/or its Listed Subsidiaries. This shall be subsequently reported to the SEC and PSE in compliance with existing rules and regulations.

All other Covered Persons and employees with the rank of Assistant Vice-President and below and their respective immediate family members who are living with them in the same household shall likewise report their trades (if any) of the Corporation and/or its Listed Subsidiaries' 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 compliance@ayala.com and allhc.compliance@ayalalandlogistics.com in the prescribed format as set forth in Annex "A".

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.

6. REQUIREMENT FOR TRADING OF SECURITIES OF THE CORPORATION

Officers of the Corporation who intend to or are trading the securities of the Corporation are required to open an account with and trade the Corporation's Securities and/or its Listed Subsidiaries only through BPI Securities and execute the necessary waivers to allow the Corporation to examine such transactions at any time.

Directors of the Corporation who may be trading securities of the Corporation through BPI Securities or other securities firms shall likewise execute the necessary waivers to allow the Corporation to examine such trades. The Corporation shall conduct regular compliance audits in this regard.

7. REPORTORIAL REQUIREMENTS

- 7.1** The Compliance Officer shall submit a report to the Corporate Governance and Nomination Committee of the Corporation no later than fifteen (15) days after each quarter on all the trades made by Covered Persons based on all the reports received by the Compliance Office for the relevant quarter pursuant to Section 5 hereof.

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7.2 At the end of each year, the Compliance Officer shall, as the case may be:

7.2.1 Submit a report to the Board of Directors disclosing to the best of his/her knowledge (1) the names of Covered Persons who, during each fiscal year, committed violations of this Policy, reported transactions late or failed to make the necessary disclosures, and (2) the number of violations or delinquent filings and transactions for each Covered Person, or

7.2.2 Submit a Certification under oath that to the best of his/her knowledge, there were no insider trading violations committed during the year and that all whistleblower reports received in relation to possible violations of this policy, if any, had been duly investigated and were not found to be meritorious.

8. CORRESPONDING SANCTIONS

Violation of this policy shall be subject to disciplinary action under the Corporation’s Code of Conduct.

For Covered Persons: None or late reporting of trades to the Office of the Compliance Officer; Violation of the Trading Blackout and Swing-Trade Rules

1st Offense	Warning and 1% of the amount of each purchase or disposition or P50,000.00 whichever is higher
2nd Offense	5 Day Suspension and 2% of the amount of each purchase or disposition or P75,000.00 whichever is higher
3rd Offense	Dismissal

Such disciplinary actions are 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”.

9. EFFECTIVITY OF THE POLICY

The amendment of this Policy has been approved by the Board on 18 November 2025 and shall be effective immediately.

(Original signed)
ANNA MA. MARGARITA B. DY
 Chairman of the Board

(Original signed)
TRISTAN JOHN T. DE GUZMAN
 Compliance Officer

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ANNEX “A”: ALLHC COVERED PERSON SHARE OWNERSHIP AND TRADING REPORT

Name	Position (Relationship with ALLHC)	Transaction Details					
		Date	Security (ALLHC)	No. of Shares	Price per share	Nature of Transaction*	Nature of Ownership**
		Beginning Balance					
		Ending Balance					
Signature							

*Nature of Transaction: Acquisition, Sale, Acquired through ESOWN

**Nature of Ownership:

Direct – Shares supported with stock certificates

Indirect - 1) Lodged with a broker; or

2) ESOWN Subscription; or

3) Held by members of a person's immediate family sharing the same household; or

4) Held by a partnership in which such person is a general partner; or

5) Held by a corporation of which such person is a controlling shareholder; or

6) Subject to any contract, arrangement or understanding which gives such person voting power or investment power with respect to such security

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

I. SEC¹ and Securities Regulation Code (SRC)

The base penalty is determined by the Corporation’s Retained Earnings.

1. For Late Filing by the Corporation

Entity Size (Retained Earnings)	1 st Violation	2 nd Violation	3 rd Violation	4 th Violation
Php10,000,000.00 or more (4x Base)	Php200,000.00	Php400,000.00	Php1,000,000.00	Php2,000,000.00

Additional Continuing Penalties

- Daily Fine of Php1,000.00 for each day of delay in submission, but not to exceed Php2,000,000.00
- Liability of the Directors/Officers

Failure to disclose beneficial ownership information resulting in no beneficial owners disclosed in the beneficial ownership registry or non-submission of the beneficial ownership information within the prescribed period, penalties are as follows:

1 st Violation	Php50,000.00
2 nd Violation	Php100,000.00
3 rd Violation	Php500,000.00
4 th Violation	Php1,000,000.00

If the violation involves a False Declaration, the penalties are:

- Monetary Fine of up to Php1,000,000.00
- Disqualification from serving as a director, trustee, or officer of any corporation for a period of five (5) years.

3. For Insider Trading

Applicable Section	Party	Penalty
SRC Sec. 27 and 73	Directors and Principal Officers	Fine of not less than Php50,000.00 nor more than Php5,000,000.00 or imprisonment of not less than 7 years nor more than 21 years, or both.

¹ SEC Memorandum Circular No. 15, Series of 2025, Section 25 [Beneficial Ownership Disclosure Rules] which took effect on January 1, 2026, violations of beneficial ownership disclosures is often a prerequisite for identifying insider trading

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II. Under the 2025 PSE Consolidated Listing and Disclosure Rules Insider Trading-Related Violations

Violation	Applicable Section	Party	Penalty
Violation of the Black-Out Rule (Dealing in securities while in possession of material non-public information)	Art. VII, Sec. 13.2; Art. VIII, Sec. 2	Directors and Principal Officers	1 st Violation: Php100,000.00 2 nd Violation: Php150,000.00 3 rd Violation: Php200,000.00 4 th Violation +: Php300,000.00 & potential trading suspension/delisting Daily Fine: Additional Php1,000.00 per trading day until violation is rectified
Failure to Disclose Transactions in Issuer's Securities (within 5 trading days)	Art. VII, Sec. 13.1; Art. VIII, Sec. 2	Corporation/Officers	1 st Violation: Written Reprimand 2 nd Violation: Php50,000.00 3 rd Violation: Php100,000.00 Daily Fine: Additional Php1,000.00 per trading day until violation is rectified