



INSIDER TRADING POLICY

OVERVIEW

Preventing insider trading is necessary to comply with the Regulations of the Securities and Exchange Commission (SEC) as well as to preserve the reputation and integrity of ATN Holdings, Inc. (hereinafter referred to as "the Company") and that of all persons affiliated with it. "Insider trading" occurs when any person purchases or sells a security while in possession of non-public material information relating to the security.

This Statement applies to all employees and directors of the Company and anyone else who has material inside information about the Company and extends to all activities within and outside an individual's duties at the Company.

It should be noted that these policies address compliance with SEC Regulations, as well as supplement the company's Manual on Corporate Governance.

POLICIES PROHIBITING INSIDER TRADING

No employee or director shall purchase or sell any type of security while in possession of material, non-public information relating to the security, whether the issuer of such security is the Company, its subsidiary or any other affiliated company.

No employee or director shall directly or indirectly tip material, non-public information to anyone while in possession of such information. In addition, material, non-public information should not be communicated to anyone outside the Company under any circumstances, or to anyone within the Company other than on a need-to-know basis.

DISCLOSURE OF INTEREST OR HOLDING

A. Initial Disclosure:

- i) Any person who holds more than 5% shares or voting rights in the company shall disclose the number of shares or voting rights held by such person, on becoming such holder, within five (5) working days of the receipt of intimation of allotment of shares; or the acquisition of shares or voting rights, as the case may be.
- ii) All directors of the company, shall disclose the number of shares or voting rights held by them, within five (5) working days of effective date of this revised policy, or on becoming so or director of the company.

B. Continual Disclosure:

- i) Any person who holds more than 5% shares or voting rights in the company shall disclose the number of shares or voting rights held and change in shareholding or voting rights, even if such change results in shareholding falling below 5%, if there



has been change in such holdings from the initial disclosure made as above; and such change exceeds 2% of total shareholding or voting rights in the company.


- ii) All directors of the company, shall disclose the total number of shares or voting rights held and change in shareholding or change in such holdings from the last disclosure made.

The above disclosure shall be made within five (5) working days of; the receipt of intimation of allotment of shares, except conversions of Stock options, or the acquisition or sale of shares or voting rights, as the case may be.

DISCLOSURE BY COMPANY TO STOCK EXCHANGES

The Company's Corporate Secretary, within three (3) days of receipt, shall disclose to the Stock Exchange, on which the company's shares are listed, the information received under initial and continual disclosures.

As noted above, "insider trading" refers to the purchase or sale of a security while in possession of "material" "non-public" information relating to the security. It is generally understood that insider trading includes the following:

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- Trading by insiders while in possession of material, non-public information;
 - Trading by persons other than insiders while in possession of material, non-public information where the information either was given in breach of an insider's fiduciary duty to keep it confidential or was misappropriated; or
 - Communicating or tipping material, non-public information to others, including recommending the purchase or sale of a security while in possession of such information.

It should be noted that material non-public information need not be directly related to the issuer of a security for trading to be insider trading. Trading while in possession of non-public information about a subsidiary company, which is material to the parent corporation, would be insider trading.



A. What Facts are Material?

The materiality of a fact depends upon the circumstances. A fact is considered “material” if; there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security or where the fact is likely to have a significant effect on the market price of the security. Material information can be positive or negative and can relate to virtually any aspect of the business of a company or its affiliates or to any type of security, debt or equity.

Examples of material information include (but are not limited to) facts concerning:

i) Dividends; ii) Corporate earnings; iii) Business performance developments, mergers or acquisitions; major litigation; Significant borrowings or financing; defaults on borrowings; and bankruptcies, iv) Issues of securities or buyback of securities; v) Amalgamation, mergers or takeovers; vi) Disposal of whole or substantial part of the undertaking; and vii) Any significant changes in policies, plans or operations of the Company.

Moreover, material information does not have to be related to a company’s business. For example, the contents of a forthcoming newspaper column that is expected to affect the market price of a security can be material.

A good general rule of thumb: when in doubt, do not trade.

B. What is Non-public?

Information is “non-public” if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors by distribution to Stock Exchanges, where Company’s shares are listed or through such media as Press and Television, Journals or similar broad distribution channels or the press media in the Philippines and abroad.

In addition, even after a public announcement, a reasonable period of time must lapse in order for the market to react to the information. Generally, one should allow approximately 48 hours following publication as a reasonable waiting period before such information is deemed to be public.

C. Who is an Insider?

“Insiders” include employees and directors of the company and anyone else who has material inside information about a company. Insiders have independent fiduciary duties to their company and its stockholders not to trade on material, non-public information relating to the company’s securities. All employees and directors of the Company should consider themselves insiders with respect to material, non-public information about the business, activities and securities of the Company. Directors and employees shall not trade in the securities the Company while in possession of material, non-public information relating to



the companies nor tip (or communicate except on a need-to-know basis) such information to others.

D. Trading by Persons other than Insiders

Insiders may be liable for communicating or tipping material, non-public information to a third party ("tippee") and insider trading violations are not limited to trading or tipping by insiders.

Persons other than insiders also can be liable for insider trading, including tippees who trade on material, non-public information tipped to them or individuals who trade on material, non-public information which has been misappropriated.

E. Trading window:

Trading window shall refer to specified period during which the trading in securities of the Company is permitted.

F. Penalties for Engaging in Insider Trading:

Penalties for trading on or tipping material, non-public information can extend significantly beyond any profits made or losses avoided, both for individuals engaging in such unlawful conduct and their employers.

Insider Trading attracts criminal prosecution and the offender is punishable with imprisonment which may extend to X year or fine or with both in accordance with the law. Further violation of provisions relating to disclosure also attracts punishment / penalties under the SEC Rules.

In addition, insider trading could result in serious sanctions by the Company, including suspension, dismissal, wage freeze and ineligibility for future participation in stock options of the Company. The action by the company shall not preclude Statutory Authorities from taking any action in case of violations. Insider trading violations are not limited to violations of the SEC Regulations.

PROCEDURES FOR PREVENTION OF INSIDER TRADING

The following procedures have been established, and will be maintained and enforced, by ATN Holdings, Inc. to prevent insider trading. Every designated director, employee, staff is required to follow these procedures.

A. Identifying Material, Non-public Information

Prior to directly or indirectly trading any security of the Company or its subsidiaries, every employee or director is required to determine whether they are in possession of material, non-public information relating to such security. In making such assessment, the explanations of "material" and "non-public" information set forth above should be of assistance and the Company's Corporate Secretary should be consulted in the event of



any uncertainty. If after consulting with the Company's Corporate Secretary, it is determined that such employee or director is in possession of material, non-public information, there shall be no trading in such security by them.

B. Information Relating to the Company

i) Access to Information:

Access to material, non-public information about the Company or its subsidiaries, including information with respect to their business, earnings or prospects, should be limited to employees and directors of the Company on a need-to-know basis. In addition, such information should not be communicated to anyone outside the Company under any circumstances or to anyone within the Company on other than need to know basis.

In communicating material, non-public information to employees of the Company, all employees and directors must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

ii) Inquiries from Third Parties: Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Chairman & Managing Director or Chief Financial Officer or other appropriate person designated by them.

C. Limitations on Access to the Company Information

All employees or directors should take all steps and precautions necessary to restrict access to, and secure, material, non-public information by, among other things:

Review of confidential documents in public places should be conducted carefully so as to prevent access by unauthorized persons;

Restrict access to documents and files (including computer files) containing material, non-public information to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);

Properly remove/dispose confidential documents, after there is no longer any business or other legally required need

Avoid discussion of material, non-public information in places where the information could be overheard by others such as in elevators, restrooms, hallways, restaurants, airplanes



D. Compliance Officer

The Corporate Secretary is the designated Compliance Officer of the Company.

The compliance officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of designated employees' or directors' trades, monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of the company. The compliance officer shall maintain a record of the designated employees and any changes made in the list of designated employees.

E. Trading Window:

For the purpose of trading in the company's securities by the designated employees, the "Trading Window" shall be opened for a period beginning with the following day of the public release of earnings data for the respective fiscal quarter and ending with the last day of the fiscal quarter (i.e. March, June, September and December).

The Compliance Officer shall notify all concerned parties the period for any other occasion during which the trading window shall be closed.

All designated employees / directors of the company shall conduct all their dealings in the securities of the Company only in a valid trading window period and shall not deal in any transaction involving the purchase or sale of the company's securities during the periods when trading window is closed.

Employees other than designated employees may deal in the securities of the Company only by way of selling and not otherwise during the closure of trading window, subject to compliance with pre-dealing procedure.

F. Pre clearance of Trades

1. (a) All designated employees who intend to deal in the securities of the company during the valid trading window period, above the threshold limit of PhP 500,000.00 in value or 100,000 shares, whichever is lower, should get pre clearance of the transactions as per the pre-dealing procedure described hereunder or as prescribed by the Corporation Code.

(b) Every other employee, other than designated employee, who intend to deal in the securities of the company during the closure of trading window, may be allowed to sell up to PhP 500,000 in value or 100,000 shares whichever is lower in aggregate, with pre clearance of the transactions as per the pre-dealing procedure described hereunder or as prescribed by the Corporation Code.
2. An application shall be made to the Compliance officer indicating the estimated number of securities that the designated employee/director intends to deal in, for pre clearance of the deals.



3. An undertaking shall be executed in favour of the company by such designated employee / director.
4. All employees shall execute their order in respect of securities of the company within one week after the approval is given. If the order is not executed within one week, after the approval is given, the employees must get pre clearance of the transaction again.

G. Reporting Requirements

1. Disclosures shall be made to the Compliance Officer.
2. The Compliance officer shall preserve all the records being maintained under this code, for a minimum period of three years.
3. The Compliance officer shall place before the Chairman & Managing Director, on a monthly basis all the details of the dealings in the securities by employees/director of the company and the accompanying documents executed under the pre clearance procedure.

H. Information to SEC in case of violation of SEC (Prohibition of Insider Trading) Regulations.

In case it is observed by the company / compliance officer that there has been a violation of SEC (Prohibition of Insider Trading) Regulations, SEC shall be informed by the company.

Annex– A

INSIDER TRADING REMINDERS FOR DIRECTORS AND EMPLOYEES

Before engaging in any transaction in ATN Holdings, Inc. (the “Company”) securities, please read the following:

SEC Regulations and the Company’s policy prohibit transactions in the securities of the Company at a time when you may be in possession of material information about the Company which has not been publicly disclosed.

Material information, in short, is any information, which could affect the price of the securities. Either positive or negative information may be material. Once a public announcement has been made, you should wait until the information has been made available to the public for at least 48 hours before engaging in any transaction.

All Employees, all directors of the company, its subsidiary and associate companies, shall disclose to the company’s Compliance Officer, the number of shares or voting rights held by them, within xxx working days of effective date of this policy or of becoming a designated employee or director of the company.

All Employees, all directors, of the company, its subsidiary and associate companies, shall disclose to the company’s Compliance Officer, the change in shareholding or voting rights, if



there has been a change in such holdings from the last disclosure made, and the change exceeds in aggregate PhP500,000.00 in value or 100,000 shares or 1% of total shareholding or voting rights, whichever is lower or as prescribed by the Corporation Code.

None of designated employees of the Company can trade in any securities of the Company during the period when the trading window is closed.

Every designated employee of the company who intend to deal in the securities of the company during the valid trading window, above threshold limit of PhP500,000.00 in value or 100,000 shares, whichever is lower, should get pre clearance of the transactions as per the pre-dealing procedure described hereunder or as prescribed by the Corporation Code.

Designated employee shall mean; Secretaries / Personal Assistants to Directors and other Functional Heads, all employees of the Finance and Secretarial Departments of the Company, its Subsidiary and Associate Companies.

Employees other than designated employees of the Company who intend to deal in the securities of the company during the closure of trading window, may be allowed to sell up to PhP 500,000.00 in value or 100,000 shares, whichever is lower, in aggregate, with pre clearance of the transactions as per the pre-dealing procedure described hereunder or as prescribed by the Corporation Code.