Continuous Disclosure

POLICY

Continuous Disclosure Policy

Document No.: POL-SARC-QRMS-1012 | *Version. No. 1.0*

Governing policy:	***N/A***
Policy applies to:	☒ ***Company-wide*** ☐ ***Specific group or employees only***
Documented type:	☒ ***New*** ☐ ***Revision of existing documented information***
Policy document status:	☐ *INITIAL DRAFT* ☐ *INITIAL REVIEW* ☐ *FINAL REVIEW* ☐ ***APPROVED***
Policy / Process Control Review Authority:	***Compliance Management Group*** *COMPLIANCE MANAGEMENT GROUP OFFICE*
Quality governance review owner:	***ORIGINAL SIGNED*** ***Marylyn E. Malabanan*** *Business Compliance Manager* *Date:*
Quality governance review Officer:	***ORIGINAL SIGNED*** ***Atty. Laurice P. Esteban-Tuason*** *Corporate Compliance Officer:* *Date: _____*
Executive Approval Authority:	***ORIGINAL SIGNED*** ***Grace Y. Uy*** *President and Chief Resource Officer:* *Date: _____*

***unless otherwise indicated,**

Implementation effectivity date:	***__ March, 2022***
Approval Date of last revision	***N/A***
Effectivity Date of last revision	***N/A***
*Date of governing policy review**	***___ March 2023***

***unless otherwise indicated, this policy shall apply beyond the review date**

Related legislation, standards, policies, procedures, guidelines and local protocols	***Related Party Transaction Policy*** ***Insider Trading Policy***

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1. Purpose

The Continuous Disclosure Policy (the "Policy') is created to ensure that Converge Information and Communications Technology Solutions, Inc. (the "Company"), its subsidiaries, affiliates, and related parties, as the minimum complies with its continuous disclosure obligations under the Revised Corporation Code, Securities and Regulations Code (SRC), Securities and Exchange Commission (SEC) issuances, and Philippine Stock Exchange (PSE) Disclosure Rules with regard to the disclosure of material information.

For purposes of this Policy, the definition of material information under the PSE Disclosure Rules is adopted, to wit:

A material fact or event is one which would reasonably be expected to affect investors' decisions in relation to those securities. This includes, but is not limited to, any significant and relevant information relating to the business and operations of the Issuer that, if and when disclosed, would result in or would reasonably be expected to cause a significant change in the trading and/or market value of the Issuer's securities.

This Policy serves as a guideline for appropriate disclosure of material information, other than confidential information, this shall be disclosed to the public and investors, in a timely accurate, complete, comprehensible appropriate, and fair to help promote investor confidence in the integrity of the Company.

2. Scope

This Policy will cover all the disclosure requirements under the SRC and PSE Disclosure Rules.

3. Policy Statements

3.1. The Disclosure Committee

3.1.1. Members

The Disclosure Committee is comprised of the Chief Executive Officer, Chief Strategy Officer, Chief Information Officer, Treasurer, Legal Services Director, Corporate Compliance Officer, Investor Relations Director, Corporate Communications and PR Director, and other senior management in possession of the material information in order to help and carry out the duties indicated in this Policy.

3.1.2. Meetings

The Disclosure Committee will meet or communicate through phone or electronically as needed on the request of any member or in the event of any occurrence of a situation that may warrant public disclosure.

3.1.3. Responsibilities and Rights

The Disclosure Committee has the following responsibilities:

- Design procedures and disclosure controls to ensure compliance to all regulatory disclosure requirements and oversee the Company's disclosure practices under this Policy;

- Ensure there's a proper and timely completion and filing of structured reports;
- Evaluate and discuss all pending material developments relating to the Company to determine the timing and suitability for public release of Material Information at the same time ensure they are all complete and accurate prior to release or filing;
- Make decisions for expected/unexpected events on what should be disclosed publicly. If information should remain confidential, the Disclosure Committee shall determine on how the information be controlled; and
- Review and update this policy as necessary to ensure compliance with the changes in regulatory requirements.

To fulfill the responsibilities mentioned above, the Disclosure Committee shall also consider the following:

- Involvement of appropriate key personnel to ensure collection, evaluation and disclosure of material information is properly accomplished; and
- Capability of resources and the adequacy of their training who are involved with the collection, evaluation and disclosure of material information.

3.2. Control of Material Information

Any employee in possession of or who has access to material information is prohibited from communicating such information to anyone unless required during business, required by law or with prior approval from the Disclosure Committee.

Non-disclosure agreements shall be in place for transactions with external parties. Any outside party privy to undisclosed material information relating to the Company will be informed that they should not divulge the said information to anyone else, other than in the necessary course of business and they may not trade in the Company's securities unless the information is already disclosed publicly.

To prevent any misuse or unintended disclosure of undisclosed Material Information, the following guidelines must be always observed:

- All confidential documents must be kept in a safe place with restricted access to authorized individuals only;
- Confidential documents or matters should not be read or discussed in public areas where documents may be accidentally discarded or stolen, and discussions may be overheard;
- Employees need to ensure that they maintain the confidentiality of information under their possession may it be inside or outside the office;
- Access to confidential electronic data must be restricted using password; and
- Transmission of confidential documents by electronic means must be made and received under secure conditions.

3.3. Communication Channels for Disclosure

The Disclosure Committee shall review and approve all available communication channels used when releasing material information to the public to ensure that disclosed information is complete, accurate and in compliance with the Company's obligations. All disclosures of material information using the following communication channels must be approved by at least one member of the Disclosure Committee prior release.

3.4. Authorized Spokespersons

The only authorized spokespersons are the CEO, or anyone in the Disclosure Committee who is authorized by the CEO. In certain circumstances, the CEO may also authorize other spokespersons on specific issues that is within their area of expertise. Only the authorized spokespersons are responsible for communicating with the media, regulators and the investment community.

In all circumstances, all employees that are not designated spokespersons are prohibited to comment publicly on confidential Company matters or respond to inquiries from the media, regulators, and the investment community. It is forbidden for employees to participate in newsgroup discussions, chat rooms, bulletin boards or any online communities on matters relating to the Company's confidential activities or its securities. Employees who encounter inquiries or discussions relating to the Company's confidential information shall initially inform anyone from the Disclosure Committee to ensure discussions are monitored. Information that is not released to the public must be always treated confidentially until they are publicly released.

3.5. Policy Breaches

Any person who violates this policy may face disciplinary actions that could also lead to employment termination depending on the severity of the violation. Breaches in this policy may also infringe certain security laws that could possibly expose directors, principal officers or employees to personal liability. For cases when an employee appears to have violated such security laws, the Company may refer the matter to the appropriate regulatory authorities which could probably lead to fines or other penalties.

OFFENSE/S	PENALTIES					
	1st	2nd	3rd	4th	5th	6th
For violation of this Policy, the violator shall be subject to penalties ranging from a formal written warning notice, discharge and up to including prison sentence, civil and criminal fines depending on the severity of the charges. While the entities that commit the violation may suffer from civil and criminal fines.						
Failure to disclose timely and accurate material information	Warning (with recourse against violator for any penalties imposed by regulators on the Company)	Warning of Dismissal with Minimum of 10 days suspension (with recourse against violator for any penalties imposed by	Dismissal (with recourse against violator for any penalties imposed by regulators on the Company)			

		regulators on the Company)				
Breach of a fiduciary duty or other relationship of trust and confidence, while in possession of material, confidential information	Dismissal					
Maliciously and knowingly reports false information to the Company with intent to do harm to another person or the Company	Warning of Dismissal with Minimum of 10 days suspension	Dismissal				

4. Related document references

- PSE Disclosure Rules
- Related Party Transaction Policy
- Insider Trading Policy