

MEMORANDUM

For: *All Directors, Officers and Employees of Vivant Corporation*

From: *The Corporate Secretary*

Subject: *Disclosure of Transactions and “Blackout” of Transactions by Directors, Officers, Employees, and Related Individuals of Vivant Corporation Shares*

Date: *30 June 2014*

A. Disclosure of Transactions Involving Shares of Vivant Corporation

Section 23 of the Securities Regulation Code and Section 13 of the Revised Disclosure Rules of the Philippine Stock Exchange (“PSE”) require that all directors and officers of Vivant Corporation should disclose any transaction (purchase or sale) involving shares of Vivant Corporation.

In this connection, all transactions (purchase or sale) of Vivant shares must be reported to the Corporate Secretary **not later than one (1) trading day from the date of the transaction**. This will give sufficient time for the Corporate Secretary to disclose the transaction to the Securities and Exchange Commission (SEC) and PSE on the following trading day.

B. “Blackout” Period for Transacting Shares of Vivant Corporation

To avoid the perception of “insider trading”, all directors, officers, employees (and their Related Individuals) of Vivant Corporation must avoid purchasing or selling shares, or in any way dealing, with shares of Vivant Corporation during the following periods, which are hereby adopted and declared as “**blackout**” periods:

- (1) Quarterly Report blackout period – 10 trading days before and until 2 trading days after the following dates of each year:
 - a. April 15
 - b. August 15
 - c. October 15

- (2) Annual Report blackout period – 10 trading days before and until 2 trading days after April 15 of each year.

(3) Material Transaction blackout period – 10 trading days before and until 2 trading days after Vivant’s disclosure of each the material transaction or event.

“Related Individuals” shall include the director’s/officer’s/employee’s spouse (or live-in partner), relatives by affinity (by blood) or consanguinity (in-laws) within the second degree, legitimate or common-law.

Specifically, Related Interest includes:

- The director, officer, and employee of Vivant Corporation
- The legal spouse (or live-in partner) of such director, officer, and employee
- The director’s, officer’s, or employee’s sibling
- The sibling of the legal spouse (or live-in partner) of such director, officer, and employee

Any transaction during the blackout period may be treated by the Securities Regulation Code as insider trading and may subject the director, officer, or employee to civil (monetary) liability in a suit brought by any investor who, contemporaneously with the purchase or sale of securities that is the subject of the violation, purchased or sold securities of the same class unless such director, officer, or employee, proves that such investor knew the information or would have purchased or sold at the same price regardless of disclosure of the information to him.

Please be guided accordingly.

-Nothing follows-