

Insider Trading Policy (Summary)

Prohibited Conduct

- Trading SNBH securities when in possession of material non-public information.
- Sharing non-public information with others ("tipping").

Trading Windows & Blackouts

- No trading from quarter-end until two trading days after financial results are released.
- Additional blackout periods may be announced by management.

Rule 10b5-1 Plans

- Officers and directors may establish pre-cleared trading plans to allow compliant transactions.

Sentient Brands Holdings, Inc.

Insider Trading Policy

1. Purpose

This Insider Trading Policy (the “Policy”) is designed to:

- Ensure compliance with U.S. federal securities laws prohibiting insider trading.
- Protect the reputation of Sentient Brands Holdings, Inc. (“SNBH” or the “Company”).
- Provide clear guidance to directors, officers, employees, and consultants on lawful trading in Company securities.

2. Scope

This Policy applies to:

- All directors, officers, employees, and consultants of SNBH and its subsidiaries.
- Immediate family members and household members of the above (“Related Persons”).
- Any entity over which an insider exercises control (e.g., trusts, partnerships, or investment accounts).

It covers all transactions in SNBH securities, including common stock, preferred stock, options, warrants, and derivative instruments.

3. Prohibited Activities

3.1 Trading on Material Non-Public Information (MNPI)

- No person may buy, sell, or otherwise trade in SNBH securities while in possession of MNPI.
- MNPI includes information that:
 - Has not been publicly disclosed, and
 - Would reasonably be expected to affect the market price of SNBH securities.

- Examples: earnings results, acquisitions, financings, new contracts, or major product launches.

3.2 Tipping

- No person may share MNPI with others (“tipping”), even if they do not trade.
- Liability may extend to both the tipper and the person who trades on the tip.

3.3 Short-Term or Speculative Trading

The following are strictly prohibited:

- Short sales of SNBH securities.
- Transactions in options, puts, calls, or other derivatives not issued by the Company.
- Hedging or margin accounts that could create misaligned incentives.

4. Trading Windows & Blackout Periods

4.1 Regular Trading Windows

- The normal trading window opens at the beginning of the **third trading day after public release of quarterly or annual earnings** and closes at the end of the fiscal quarter.

4.2 Blackout Periods

- Trading is prohibited during the period beginning at fiscal quarter-end and ending at the opening of the third trading day after public earnings are released.
- Additional blackout periods may be declared by the CEO, CFO, or Compliance Officer.

5. Pre-Clearance of Trades

- Directors, executive officers, and certain designated employees must obtain **written pre-clearance** from the Compliance Officer before trading in Company securities.
- Pre-clearance approvals are valid for **five business days** only.

6. Rule 10b5-1 Trading Plans

- Insiders may adopt pre-arranged trading plans under **SEC Rule 10b5-1** to allow automatic transactions when not in possession of MNPI.
- All such plans must be approved by the Compliance Officer before adoption.
- Modifications or terminations of trading plans also require pre-approval.

7. Exceptions

The following transactions are generally exempt, provided they comply with applicable law:

- Exercise of stock options or warrants for cash (without sale of underlying shares).
- Contributions of shares to benefit plans or trusts (with prior approval).
- Bona fide gifts, subject to reporting obligations.

8. Reporting & Compliance

- Directors, officers, and 10% shareholders must comply with SEC reporting obligations (Forms 3, 4, and 5).
- All insiders must promptly report completed trades to the Compliance Officer.
- Violations of this Policy may result in disciplinary action, termination, and/or referral to regulatory authorities.

9. Responsibility

- The **Chief Financial Officer (CFO)** serves as the Compliance Officer for this Policy.
- Questions should be directed to the Compliance Officer before initiating any trade.

10. Annual Certification

All directors, officers, and employees shall review and certify compliance with this Policy annually.