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P A R T N E R S

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## Securities Trading Policy

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Alfabs Australia Limited ACN 674 455 442 (**Company**)

# Securities Trading Policy

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# Securities Trading Policy

## 1 Introduction

### 1.1 Commitment

The Company is committed to complying with the *Corporations Act 2001* (Cth) (**Corporations Act**) and the ASX Listing Rules to create a transparent market in the trading of its securities on the ASX.

ASX Listing Rule 12.9 requires the Company, as a listed entity, to have a trading policy that restricts its directors, officers, key management personnel and their related parties from trading in the Company's securities during certain closed periods.

### 1.2 Purpose

The purpose of this Policy is to summarise the law relating to insider trading and regulate dealings by particular Persons, as identified by this Policy, in securities of the Company that are able to be traded on a financial market (**Company's Securities**) while they are in possession of price sensitive information which is not generally available, but if it were, would have a material effect on the price or value of the Company's Securities (**Inside Information**).

The objectives of this Policy are to:

- (a) minimise the risk of such persons contravening the laws against insider trading;
- (b) minimise the risk of the appearance of insider trading and the significant reputational damage that may cause;
- (c) ensure the Company is able to meet its reporting obligations under the ASX Listing Rules;
- (d) provide guidance for staff as to when trading in the Company's shares is permitted; and
- (e) maintain market confidence in the integrity of any dealings and increase transparency with respect to trading in the Company's Securities.

### 1.3 Parties subject to this Policy

This Policy applies to all **Restricted Persons**, including:

- (a) directors;
  - (b) key management personnel of the Company being the CEO, CFO and COO (**Executive Management**);
  - (c) general managers of the Company's business divisions (**Senior Leadership**);
- and

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- (d) other persons who come into possession of inside information and who have been advised by the Company Secretary that they are subject to the restrictions under this Policy (**Nominated Employees**).

The application of this Policy extends to dealings by Restricted Persons through nominees, agents or other associated parties, such as family members, family trusts and family companies (**Associates**), in the absence of a specific exemption by the Board.

This Policy is not designed to prohibit persons from investing in Company Securities but does recognise that there may be times when a Restricted Person cannot or should not invest while they are in possession of price sensitive information.

## 2 Insider Trading

### 2.1 General prohibition

Restricted Persons must not:

- (a) deal in the Company's Securities;
- (b) procure another person to deal in the Company's Securities in any way; or
- (c) communicate any Inside Information to another person who would, or would be likely to, use the information for personal gain in dealing with the Company's Securities,

while in possession of Inside Information.

All Restricted Persons are prohibited from dealing in the securities of outside companies about which they acquire Inside Information through their position with the Company.

The requirements imposed by this policy are in addition to any legal prohibitions on insider trading. Trading in Company Securities is prohibited at any time by Restricted Persons if that person possesses Inside Information.

### 2.2 Inside Information

Restricted Persons are responsible for assessing whether they possess Inside Information.

Examples of Inside Information include:

- (a) financial performance of the Company;
- (b) proposed changes to the nature of the business of the Company;
- (c) changes to capital structure of the Company;
- (d) material acquisitions or disposals by the Company; or
- (e) changes to the Board or significant changes to key management personnel.

### 3 Restrictions on Trading

#### 3.1 Prohibited Periods

Restricted Persons may deal in any of the Company's Securities, or in any securities related to them during a Trading Window.

"**Trading Window**" includes the following mandated periods:

- (a) the 14 day period commencing on the day immediately following the date on which the Company holds an annual general meeting;
- (b) the 30 day period commencing on the day immediately following the date on which the Company gives its half year report to ASX;
- (c) the 30 day period commencing on the day immediately following the date on which the Company gives its preliminary final statement to ASX; and
- (d) the 14 day period commencing on the day immediately following the date on which the Company gives its quarterly cash flow and activity reports for the quarter ended 30 September and 31 March to ASX; and
- (e) any other period that the Board specifies from time to time.

All other periods are "**Prohibited Periods**", where trading or dealing in the Company's Securities is prohibited, unless otherwise allowed by this Policy.

#### 3.2 Notifications

Prior to dealing in any Company Securities, Restricted Persons must:

- (a) notify the relevant person below (**Authorising Officer**) of their proposed dealing and obtain consent from the Authorising Officer, prior to dealing in Company Securities outside a Prohibited Period; and
- (b) confirm that they are not in possession of any Inside Information; and
- (c) after dealing with the Company Securities, provide the Authorising Officer with a transaction confirmation, ideally by close of business on the day the trade is entered into, to assist the Company to comply with its disclosure obligations under the Listing Rules of the ASX.

For the avoidance of doubt, Restricted Persons seeking authorisation cannot be their own Authorising Officer.

Restricted persons seeking authorisation	Authorising Officer
Chair of the Board	Chair of the Audit and Risk Committee
Other directors, Company Secretary and any other Key Management Personnel	Chair of the Board or, in his/her absence, the Chair of the Audit and Risk Committee

Any other employee or agent of the Company	Company Secretary or, in his/her absence, the Chief Executive Officer
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### 3.3 Exceptional circumstances

In exceptional circumstances the Authorising Officer, has discretion to approve dealings in Company Securities during a Prohibited Period, or other dealings that would otherwise be prohibited by this Policy. Any approval given must be provided by electronic delivery via email. The notification requirements still apply.

All requests will be assessed on a case-by-case basis at the Board's discretion and may include:

- (a) severe financial hardship; or
- (b) a requirement to comply with a court order or court enforceable undertaking,

however, must not:

- (a) contravene any law;
- (b) be for speculative gain;
- (c) take advantage of Inside Information; or
- (d) be seen by the public, press, Restricted Persons or ASX as unfair.

The Company Secretary will maintain a copy of all requests and details of all subsequent dealings.

### 3.4 Short-term speculative trading

Restricted Persons must not engage in short-term or speculative trading in Company Securities. This prohibition includes short term direct dealing in Company Securities as well as transactions in the derivative markets, involving exchange traded options, share warrants and other similar instruments.

### 3.5 Protection arrangements

Restricted Persons must not engage in hedging arrangements, deal in derivatives or enter into other arrangements which limit the economic risk related to the Company's Securities. For the purposes of this Policy, this prohibition applies to any contracts for difference and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of the Company's Securities.

### 3.6 Margin lending

Restricted Persons must not at any time, directly or indirectly, engage in or grant any security interest, charge, mortgage, pledge, lien or otherwise over any Company Securities which are unvested or subject to a holding lock, to secure any obligation of that Restricted Persons or any third party or enter into any margin lending arrangement involving Company Securities.

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## 4 Excluded Trading

This Policy does not apply to:

- (a) transferring Company Securities already held into a self-managed superannuation fund or other saving scheme in which the restricted person is a beneficiary;
- (b) acquiring ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
- (c) trading Company Securities where the trading does not result in a change of beneficial interest in the securities;
- (d) acquiring Company Securities under any director or employee security plan or through the exercise of options or performance rights under an option or performance rights plan or acquire, or agree to acquire, options or performance rights under an option or performance rights plan. However, any dealing in those securities remains subject to this policy and the provisions of the Corporations Act;
- (e) acquiring Company Securities under a bonus issue made to all holders of securities of the same class;
- (f) undertaking to accept, or accept, a takeover offer;
- (g) investing in, or trade in units of, a fund or other scheme (other than a scheme only investing in Company Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (h) disposing of Company Securities that is the result of a secured lender exercising their rights under a loan or security agreement;
- (i) trading in the securities managed by that trust provided the restricted person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person where a restricted person is a trustee;
- (j) trading under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes deciding whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue.

## 5 ASX Notifications

If a director deals in the Company's Securities, they must complete and sign the relevant Appendix 3X, Appendix 3Y or Appendix 3Z and submit it to the Company Secretary before 5:00pm on the second day after he or she deals in the Company's Securities to allow the Company to comply with its obligations under the ASX Listing Rules.

If the Company makes a material change to this Policy, the amended policy will be provided to the ASX for release to the market within 5 business days of the material changes taking effect.

## **6 Breaches**

All Restricted Persons are required to strictly comply with this Policy. A breach of this Policy may damage the Company's reputation and undermine confidence in the market for Company Securities. The Company may take disciplinary action including dismissal.

Breaches of the insider trading laws have serious consequences for both the personnel concerned and the Company. Penalties under the Corporations Act may include financial penalties and imprisonment.

Any Restricted Person who becomes aware of a violation of this Policy must immediately report the violation to the Company Secretary.

## **7 Review**

This Policy will be reviewed at least every two years by the Board, having regard to any amendments to legislation and the changing circumstances of the Company.

**Adopted by the Board on 12 April 2024.**