

Securities Trading Policy

APM Human Services International Limited (ACN 639 621 766)

Adopted by the Board on 21 October 2021

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1. Purpose

- (a) The Corporations Act 2001 (Cth) (**Corporations Act**) prohibits the trading in shares, options, debentures (including convertible notes) and other securities (**securities**) of a company by any person who is in possession of price sensitive information regarding that company that is not generally available. The Corporations Act:
 - (i) imposes substantial penalties on persons who breach those provisions; and
 - (ii) applies to the extent of any inconsistency between it and this policy.
- (b) This policy regulates dealings by directors and certain officers of APM Human Services International Limited (ACN 639 621 766) (**APM** or the **Company**) and other designated persons, in securities in APM about which they acquire Inside Information through their position or dealings with APM.
- (c) This policy is not designed to prohibit APM Persons from investing in APM securities, but does recognise that there may be times when directors, officers or certain employees cannot or should not invest in APM securities.

2. Definitions

For the purposes of this policy:

- (a) **APM Person** means:
 - (i) all Directors and Senior Management, any person involved in the monthly reporting process to the Board, and any other person designated an APM Person by the Board in writing; and
 - (ii) also includes:
 - (b) a company or trust controlled by any of the persons referred to in sub-paragraph (i) above; and
 - (c) for the purposes of section 4 only, a spouse (including a de facto spouse), child (including a step-child or adopted child) under the age of 18, any other family member or person financially dependent on or acting in concert with any of the persons referred to in sub-paragraph (i) above.
- (b) **"Blackout Period"** has the meaning given in section 4.1 of this policy;
- (c) **"Board"** means the board of directors of the Company from time to time;
- (d) **"Company Secretary"** means the secretary of the Company from time to time;
- (e) **"Directors and Senior Management"** means each director of APM, the Chief Executive Officer, the Chief Financial Officer and Company Secretary of APM, Key Management Personnel and persons as the Board decides from time to time;
- (f) **"Inside Information"** has the meaning given in section 3.2 of this policy; and
- (g) **"Key Management Personnel"** has the meaning given in the Corporations Act.

3. Insider trading

3.1 General prohibition on insider trading

- (a) No APM Person may, while in possession of Inside Information concerning APM, in breach of the Corporations Act:
 - (i) buy or sell any APM securities at any time;
 - (ii) procure another person to deal in APM securities in any way; or
 - (iii) pass on any Inside Information to another person for that person's own personal gain by dealing in APM securities in any way.

- (b) All APM Persons are prohibited from dealing in the securities of outside companies about which they acquire Inside Information through their position with APM.
- (c) The requirements imposed by this policy are in addition to any legal prohibitions on insider trading. Trading in APM securities is prohibited at any time by a director or an APM Person if that person possesses Inside Information.

3.2 Inside Information

An APM Person is responsible for assessing whether they possess “**Inside Information**”. This occurs where:

- (a) the person possesses information that is not generally available to the public and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of APM’s securities (or a decision whether or not to trade in them); and
- (b) the person knows, or ought reasonably to know, that the information is not generally available and, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of APM’s securities.

A reasonable person would be taken to expect information to have a material effect on the price or value of securities if the information would, or would be likely to, influence a person who commonly invests in securities to either deal or not deal in securities in any way. Inside Information in relation to the securities of outside companies has the same meaning for the purposes of this policy, except that references to “APM’s securities” should be read as references to the securities of the outside company.

4. Restriction on trading in Blackout Periods

4.1 Blackout Periods

- (a) APM Persons, subject to sections 4.3 and 6, may not buy or sell APM securities during a Blackout Period.
- (b) “Blackout Periods” are times when APM Persons must not deal in the Company’s securities.

The following are mandated Blackout Periods:

- (i) from the close of the ASX trading day on 31 December each year, until 10:00am AEST on the ASX trading day following the day on which the Company’s half yearly results are released to the ASX;
- (ii) from the close of the ASX trading day on 30 June each year, until 10:00am AEST on the ASX trading day following the day on which the Company’s full year results are released to the ASX;
- (iii) from the close of the ASX trading day two weeks prior to the date of the Company’s AGM until 10:00am AEST on the ASX trading day following the date of the Company’s AGM; and
- (iv) any other period that the Board specifies from time to time.

If 30 June or 31 December are not ASX trading days, then the Blackout Period begins on the preceding ASX trading day.

During Blackout Periods APM Persons must not deal in any of the Company’s financial products or securities, or in any securities related to them.

4.2 Notifications

- (a) APM Persons must:
 - (i) prior to dealing in APM securities outside a Blackout Period or where paragraph 5 requires the person to obtain a consent under paragraph 4.2, notify the relevant person in paragraph 4.2(c) (the Authorising Officer) of their proposed dealing and obtain consent from the Authorising Officer; and
 - (ii) confirm that they are not in possession of any Inside Information; and
 - (iii) after dealing with the APM securities, provide the Authorising Officer with a transaction confirmation.
- (b) For the avoidance of doubt, the APM Person seeking authorisation cannot be their own Authorising Officer.
- (c) Authorising Officer

APM Person seeking authorisation	Authorising Officer
Chair of the Board	The Company Secretary who then consults with the Chair of the Audit and Risk Committee
Other directors, Company Secretary and any other Key Management Personnel	The Company Secretary, who then consults with the Chair of the Board and in his/her absence, the chair of the Audit and Risk Committee.
Any other APM Person	The Company Secretary or, in his/her absence, the Chief Executive Officer.

4.3 Exceptional circumstances

- (a) In exceptional circumstances the Authorising Officer, has discretion to approve dealings in APM securities during a Blackout Period, or other dealings that would otherwise be prohibited by this policy. Any approval given under this section 4.3(a), must be provided by electronic delivery via email. The notification requirements still apply.
- (b) What constitutes "exceptional circumstances" will be assessed on a case-by-case basis within the absolute discretion of the Board, and may include, without limitation, severe financial hardship or a requirement to comply with a court order or court enforceable undertaking.

4.4 Company secretary to maintain records

The Company Secretary will maintain a copy of:

- (a) all requests for an approval to deal in APM's securities submitted by an APM Person; and
- (b) details of all dealings in APM's securities made by an APM Person.

5. Other restrictions

5.1 No speculative trading

Under no circumstances should APM Persons engage in short-term or speculative trading in APM securities. This prohibition includes short term direct dealing in APM securities as well as transactions in the derivative markets, involving exchange traded options, share warrants, contracts for difference, and other similar instruments, which are short term or speculative.

5.2 No protection arrangements

The entering into of all types of “protection arrangements” for any APM securities (or APM products in the derivatives markets):

- (a) is prohibited at any time in respect of any APM securities which are unvested or subject to a holding lock; and
- (b) otherwise, requires consent under paragraph 4.2.

For the avoidance of doubt and without limiting the generality of this policy, entering into protection arrangements includes entering into transactions which:

- (c) Amount to “short selling” of securities beyond the APM Person’s holding of securities;
- (d) Operate to limit the economic risk of any APM Person’s security holding (e.g. hedging arrangements) including APM’s securities held beneficially (for example, in trust or under any APM incentive plan) on that APM Person’s behalf; or
- (e) Otherwise enable an APM Person to profit from a decrease in the market price of securities.

5.3 No granting of security over APM securities or entering into margin lending arrangements

- (a) APM Persons may not at any time, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any APM securities which are unvested or subject to a holding lock, to secure any obligation of that APM Person or any third party or enter into any margin lending arrangement involving APM securities.
- (b) Unless paragraph (a) applies, APM Persons may, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any APM securities, to secure any obligation of that APM Person or any third party or enter into any margin lending arrangement involving APM securities, with consent under paragraph 4.2.

6. Exemptions

- (a) APM Persons may at any time:
 - (i) trade APM securities where the trading does not result in a change of beneficial interest in the securities;
 - (ii) acquire 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;
 - (iii) transfer APM securities already held into a self-managed superannuation fund or other saving scheme in which the restricted person is a beneficiary;
 - (iv) acquire APM’s ordinary shares by conversion of securities giving a right of conversion to APM’s ordinary shares;
 - (v) acquire APM’s securities under a bonus issue made to all holders of securities of the same class;
 - (vi) undertake to accept, or accept, a takeover offer;
 - (vii) invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of APM) where the assets of the fund or other scheme are invested at the discretion of a third party;

- (viii) a disposal of APM securities that is the result of a secured lender exercising their rights under a loan or security agreement;
 - (ix) where a restricted person is a trustee, trade 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;
 - (x) trade 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.
- (b) If an APM Person undertakes any of the actions described in paragraph (a), that APM Person must advise the relevant Authorising Officer (as set out in clause 4.2(c)).

7. ASX Notifications

- (a) APM must notify ASX within 5 business days after any change to a director's relevant interest in APM securities or a related body corporate of APM, including whether the change occurred inside a Blackout Period and, if so, whether prior written clearance was provided.
- (b) To enable APM to comply with the obligation set out in paragraph (a), a director must immediately (and no later than 3 business days after any relevant event) notify the Company Secretary in writing of the requisite information for the Company Secretary to make the necessary notifications to the Australian Securities and Investments Commission and ASX as required under the Corporations Act and ASX Listing Rules.
- (c) If APM makes a material change to this trading policy, the amended trading policy will be provided to the ASX for release to the market within 5 business days of the material changes taking effect.

8. General

- (a) A breach of this policy will be regarded seriously and may lead to disciplinary action, including dismissal.
- (b) This policy will be made available on the APM website.
- (c) If you require any further information or assistance, or are uncertain about the application of the law or this trading policy in any situation, please contact the Company Secretary.