

EBR SYSTEMS, INC.
SECURITIES TRADING POLICY

1 Introduction

This document sets out the policy covering restrictions on trading in securities of EBR Systems, Inc. (**EBR**).

2 Persons covered by this policy

2.1 This policy applies to each of the following persons:

- (a) all directors, officers and employees of EBR and its subsidiaries (the Group);
- (b) all other personnel of the Group (including contractors); and
- (c) any family members, trusts, partnerships, bodies corporate, nominees and other persons, over whom a person listed in paragraphs 2.1(a) or 2.1(b) has, or may reasonably be expected to have, investment control or influence,

(each of the persons in paragraphs 2.1(a), 2.1(b) and 2.1(c) together, **EBR Personnel**).

2.2 There are additional trading restrictions on the following persons:

- (a) all directors and other key management personnel¹ of EBR;
- (b) any other person designated by the board of directors of EBR (Board) from time to time; and
- (c) any family members, trusts, partnerships, bodies corporate, nominees and other persons, over whom a person listed in paragraphs 2.2(a) or 2.2(b) has, or may reasonably be expected to have, investment control or influence,

(together, the **Designated Persons** and each a **Designated Person**).

3 Securities covered by this policy

3.1 This Securities Trading Policy applies to trading in all securities of EBR, including (as applicable):

- (a) shares of stock (including but not limited to common or preferred stock);
- (b) CHESS Depositary Interests;
- (c) debentures (including bonds and notes);
- (d) options and warrants over unissued shares or debentures;
- (e) a renounceable or unrenounceable right to subscribe for shares or debentures;
- (f) interests in managed investment schemes, trusts and other financial products; and
- (g) derivative products issued over or in respect of any of the above (e.g. swaps, futures, hedges, and options) whether settled by cash or otherwise.

¹ In this policy, "key management personnel" has the meaning given in AASB 124 issued by the Australian Accounting Standards Board. As at the date of this policy, this means:

those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

3.2 Trading in EBR securities includes:

- (a) acquiring or disposing of EBR securities on market or through an off market transaction;
- (b) acquiring or disposing of EBR securities in connection with margin lending or any other security arrangement; and
- (c) security lending arrangements affecting EBR securities.

4 Prohibition on insider trading for all EBR Personnel

4.1 Regulation

Trading of EBR securities is governed by, amongst other things, the Australian *Corporations Act 2001* (Cth) (**Corporations Act**), the ASX Listing Rules, applicable U.S. securities laws and regulations, and other applicable securities laws. As EBR's securities are traded on ASX, this policy focuses on Australian securities laws, however the securities trading laws of the jurisdiction in which the transaction occurs should also be considered.

4.2 General rules

The Corporations Act prohibits trading of inside information.

- (a) **"Inside information"** is information that:
 - (i) is not generally available; and
 - (ii) if it were generally available, a reasonable person would expect it to have a material effect on the price or value of securities, or on a decision to buy or sell securities.
- (b) EBR Personnel must not trade in EBR securities when they possess inside information and they know or ought reasonably to know that:
 - (i) the information is not generally available to the public; and
 - (ii) if the information were generally available, it would be expected to have a material effect on the price or value of EBR securities.
- (c) This prohibition also extends to the following activities:
 - (i) advising, procuring or encouraging another person to deal, or enter into an agreement to deal, in EBR's securities; and
 - (ii) directly or indirectly communicating the information to another person who the EBR Personnel believes is likely to deal in, or procure another person to deal in, those securities,(together, the **Additional Prohibited Activities**).
- (d) This prohibition applies at all times irrespective of:
 - (i) how the EBR Personnel learns of the information;
 - (ii) whether the trading occurs outside of a Blackout Period (defined below); or
 - (iii) whether the trading was approved with written clearance (whether in exceptional circumstances or otherwise).
- (e) EBR Personnel should consider carefully whether they are in possession of "inside information" and, if they have any doubt, they should not trade or undertake any Additional Prohibited Activities.

4.3 Examples of inside information

The following list is illustrative only and is not exhaustive.

Inside information could include:

- (a) a possible acquisition or sale of any assets or businesses by any member of the Group;
- (b) a pending or proposed merger, acquisition, or tender offer;
- (c) any other type of change of control transaction;
- (d) the potential entry into, variation or termination of a material agreement;
- (e) a pending public or private sale of debt or equity securities;
- (f) the financial performance of EBR against its budget or forecasts, including significant write-offs;
- (g) impending bankruptcy;
- (h) major scientific, clinical or regulatory results;
- (i) notice of issuance of a significant patent;
- (j) senior management or Board changes;
- (k) a significant change in the operations or direction of the business;
- (l) a major change in financing;
- (m) a proposed dividend or change of dividend policy;
- (n) regulatory action or investigations undertaken by a government or regulatory authority;
- (o) a material change in EBR's capital structure;
- (p) any material claim against any member of the Group or other unexpected material liability, including any legal proceedings;
- (q) major awards or cancellations of contracts or license agreements with customers or suppliers; or
- (r) industry or regulatory issues that may have a material impact on EBR's business.

5 Additional trading restrictions for Designated Persons

5.1 Overview

In addition to the general trading restrictions set out in this policy that apply to all EBR Personnel, trading in EBR securities by Designated Persons will generally only be permitted outside of a Blackout Period after clearance is obtained, as outlined below.

5.2 Blackout periods

Designated Persons are prohibited from trading in EBR securities during the following periods:

- (a) from the date which is 30 days before EBR's half-year end until the date which is two trading days after the release of EBR's half-year financial results to the ASX;
- (b) from the date which is 30 days before EBR's year end until the date which is two trading days after the release of EBR's full-year financial results to the ASX; and

- (c) for so long as EBR is required to provide quarterly cash flow reports to the ASX, from the date that is two weeks before the end of the first and third quarters of a financial year until the date which is two trading days after the release of the cash flow report to the ASX,

(each of these periods being a Blackout Period).

In addition to the Blackout Periods specified above, the Board may, from time to time, declare any other relevant period to be a Blackout Period for the purposes of this policy, or determine that a period will not be a Blackout Period or vary the opening or closing date of any Blackout Period.

The ~~[Chief Executive Officer or the~~ Chief Financial Officer] will notify the Designated Persons of the precise opening and closing date of each Blackout Period.

5.3 Trading outside of Blackout Periods

Designated Persons may trade in EBR securities outside of a Blackout Period if they obtain prior written clearance as follows:

- (a) for trading by directors and the Chief Executive Officer of EBR – from the Chair;
- (b) for trading by the Chair – from the Board or a committee thereof; and
- (c) for trading by employees (who are not also directors) – from the Chief Executive Officer.

Paragraphs (a), (b) and (c) of this section 5.3 will be applied to Designated Persons described in paragraph 2.2(c) of the definition in section 2 as though the Designated Person was the director, Chair or employee to whom the Designated Person is connected.

5.4 Written clearance to trade during a Blackout Period

Designated Persons may trade in EBR securities during a Blackout Period with:

- (a) the prior written clearance of the Chair; or
- (b) if the Chair is absent or if the relevant trading is proposed to be undertaken by the Chair – the prior written clearance of the Board,

provided that at least one of the following exceptional circumstances applies:

- (c) if the Designated Person is facing severe financial hardship (as determined by the relevant decision maker approving the clearance) and can only meet their financial commitments by selling their securities;
- (d) if the Designated Persons is required by a court order, a court enforceable undertaking (e.g. a bona fide family settlement), or some other overriding legal or regulatory requirement to transfer, or accept a transfer, of EBR securities; or
- (e) such other exceptional circumstances as may from time to time be determined by the Chair or Board (as applicable) and which would not create a material risk of violating applicable securities laws.

5.5 Clearance procedures

The person from whom the clearance is sought under section 5.3 or 5.4 (**Clearance Officer**) may appoint a delegate (which must be the Board or a committee thereof, in the case of a delegation by the Chair) to act on his or her behalf in the case of a temporary absence.

The Designated Person seeking the clearance must give the Clearance Officer all information or certifications which the Clearance Officer may request for the purpose of determining whether to

grant the clearance. In every case, the Designated Person must certify that they are not in possession of any inside information that might preclude them from trading at that time.

The clearance may be given or refused by the Clearance Officer in their discretion, with or without conditions, and with or without giving any reasons. A decision to refuse clearance is final and binding on the Designated Person, and the Designated Person must keep the decision and any reasons given confidential.

Where clearance is given, the relevant trading must occur within the seven days beginning on the day after the clearance. The clearance may however be withdrawn by the Board, Chair, Chief Executive Officer or Clearance Officer at their discretion before the relevant trading occurs (for instance, if new information comes to light or there is a change in circumstances).

Clearance to trade will not be granted if the Clearance Officer believes that EBR is likely in the short term to release a periodic financial report or other financial data, or make an announcement of market sensitive information under ASX Listing Rule 3.1.

Any written clearance provided to trade is not an endorsement of the proposed trade and the Designated Person is individually responsible for their investment decisions and their compliance with insider trading laws. If the Designated Person does come into possession of inside information after receiving a clearance to trade, they must not trade despite having the clearance.

6 Other restrictions

6.1 No short-term trading in EBR securities

Designated Persons are encouraged to be long-term holders of EBR securities.

As speculation in short-term fluctuations in EBR securities does not promote market or securityholder confidence in the integrity of EBR, no Designated Person may trade in EBR securities on a short-term basis. Short-term means less than three months.

6.2 No hedging and pledging

All Designated Persons who hold securities in EBR which are unvested or ~~or~~ subject to escrow are prohibited from engaging in any conduct that seeks to secure the economic value attaching to the relevant securities and remove the element of price risk inherent in the value of those securities, while the securities remain unvested or subject to escrow.

Prohibited conduct includes writing forward contracts or put or call options over the underlying securities, trading in derivative products or entering into other arrangements intended to hedge a “profit” in those securities, a margin loan or similar funding arrangement or other financial transaction which can give rise to pledging, lending or using the securities as collateral.

After vesting and the cessation of any applicable escrow arrangements, a holder of the relevant securities may undertake any transaction of a type referred to in this section provided they obtain written clearance in the manner described in sections 5.4 and 5.5 and comply with all applicable laws (including insider trading laws) and the other provisions of this policy (including with respect to when trading can occur) when undertaking any such transaction.

6.3 ASX notification by directors

Whilst EBR’s securities are included on the official list of the ASX, directors must notify EBR if there is a change in their security interests as soon as possible to enable EBR to comply with relevant timeframes under the ASX Listing Rules in relation to notification of changes to directors’ relevant interests.

Any director requiring assistance in this regard should contact the Australian Company Secretary.

7 Guidelines for directors, officers and employees of the Group

It is the responsibility of each director, officer and employee of the Group to ensure that they observe this policy and the prohibition on insider trading, and encourage and take all reasonable steps to ensure that any other EBR Personnel related to them observes this policy and the prohibition on insider trading.

Where a director, officer or employee is unsure as to whether they are in possession of inside information they should discuss the matter with the ~~[Chief Executive Officer, the~~ Chief Financial Officer or ~~their-his/her~~ respective delegates}.

8 Securities of other companies

The prohibited insider trading under the Corporations Act also extends to trading in securities of other listed companies with which the Group may be dealing (including suppliers or distributors or other commercial partners) where an a director, officer or employee of the Group possesses “inside information” in relation to that other company.

That is, if EBR Personnel are aware of information that is not generally available that may have a material effect on the price or value of another company's securities; they should not trade in the securities of that company.

9 Exceptions to the policy

Subject to the insider trading provisions of the Corporations Act (described in section 4) and any other relevant laws, EBR Personnel may at any time (including during a Blackout Period):

- (a) acquire EBR's ordinary shares by conversion of securities giving a right of conversion to ordinary shares;
- (b) acquire EBR securities under a bonus issue made to all holders of securities of the same class;
- (c) acquire EBR securities under a dividend reinvestment plan, a rights issue or a share purchase plan that is available to all holders of securities of the same class;
- (d) dispose of rights acquired under a rights issue of a kind referred to in section 9(c) above;
- (e) acquire, or agree to acquire, options or other rights under an EBR equity incentive plan;
- (f) exercise options or other rights acquired under an EBR equity incentive plan (but may not sell all or part of the shares received upon exercise of the options other than in accordance with this policy);
- (g) transfer EBR securities already held into a superannuation fund or other saving scheme;
- (h) invest in, or trade units of, a fund or other scheme where the assets of the fund or other scheme are invested at the discretion of a third party provided that the relevant EBR Personnel does not hold more than 5% of the economic value of that fund or other scheme;
- (i) accept a takeover offer or an equal access buy-back; or
- (j) effect transactions in EBR securities pursuant to approved trading plans established under Rule 10b5-1 of the United States Securities Exchange Act of 1934, as amended.

10 Penalties

Insider trading is a criminal offence under the Corporations Act, punishable by substantial fines or imprisonment or both. Insider trading may also attract civil penalties. A court may impose

substantial pecuniary penalties, and order compensation paid to persons suffering related loss or damage.

In addition, breaches of this policy will be regarded as serious misconduct and may be subject to disciplinary action, which may include termination of employment.

11 Further information

Any person who has questions about this policy, or who requires further information, should contact the ~~[Chief Executive Officer]~~ Chief Financial Officer.

12 Review of this policy

This policy may be amended by resolution of the Board.

Adopted by the Board of EBR Systems, Inc. on ~~[insert date]~~ October 15, 2021.