

Share Trading Policy



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SHARE TRADING POLICY

1. Introduction

1.1 Background and Purpose

VHM Ltd (VHM or the Company) is committed to complying with the 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 and other key management personnel from trading in its securities during certain closed periods. The Company has determined that such restrictions will apply to its Directors, the Secretary, any employee reporting directly to the Managing Director, and any Executive General Manager, General Manager or any employee employed in either finance or IT support roles, or any other members as nominated by the Board (Restricted Persons).

Directors and employees are encouraged to hold shares in the Company. It is important however that care is taken in the timing of any dealing in the Company's securities to avoid 'insider trading'.

The purpose of this policy is to ensure Restricted Persons and all other employees of the Company are aware of the legal restrictions on trading securities, while such an employee is in possession of unpublished price sensitive information concerning the Company. If an employee is uncertain of the status of unpublished information, he or she should discuss it with the Chair before engaging in any trade in the Company's securities.

Additionally, the objectives of this policy are to:

- a. Minimise the risk of employees 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. Increase transparency with respect to trading in the Company's securities by employees

To achieve these objectives, this policy is binding on Restricted Persons or all Employees (as the case may be as indicated throughout the policy) unless a specific exemption has been granted by the Board.

1.2 Who does this policy apply to?

This policy applies to Restricted Persons or all Employees, as indicated in the policy.

It is important to remember that the insider trading prohibitions set out in the Corporations Act all to all persons (including family members of employees). As such, it is the Company's expectation the employees will obtain legal advice prior to family members of employees trading in shares when this policy would prevent the employee from undertaking the trade themselves.

If you are in any doubt as to how this policy may affect you, you should seek assistance from the Secretary before trading.



2. Definitions and interpretation

2.1 Definitions

General terms and abbreviations used in this policy have the meanings set out below:

ASX	Means ASX Limited CAN 008 624 691 or the securities market operated by ASX LTD, as the case may be.
ASX Listing Rules	Means the listing rules of the ASX, as amended from time to time
Audit and Risk Committee	Means the Audit and Risk Committee established by the Board
Board	Means the Board of Directors of the Company
Chair	Means the Chair of the Board
Company	Means VHM LTD ACN 601 004 102
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	Means the <i>Corporations Regulations 2001</i> (Cth)
Director	Means a Director of the Company
Employees	Means Restricted Persons and all other employees of the Company
Hedging Transaction	Remuneration subject to a holding lock (see 6.8)
Policy	Means this share trading policy
Related Bodies Corporate	Has the meaning given to it in Clause 9 of the <i>Corporations Act</i>
Relevant Approver	Means in respect of: <ul style="list-style-type: none">a) Any Director (other than the Chair) and the Secretary, the Chairb) The Managing Director, the Chairc) The Chair, the chair of the Audit Committee established by the Boardd) Any member of the senior management team, the Managing Directore) Any other restricted person or any other staff member, the Managing Director
Restricted Person	Has the meaning given to that term in section 1 of this Policy



Secretary	Means the company secretary of the Company
Substantial Holding	Has the meaning given to that term in section 9 of the <i>Corporations Act</i>

3. What securities are covered by this Policy?

This policy applies to the issue of new securities of the Company and its Related Bodies Corporate, and the sale and purchase of any securities issued in the Company and its Related Bodies Corporate from time to time.

The definition of 'securities' in the *Corporation Act* is very broad. Securities are defined to include:

- a. Debentures, stocks or bonds issued, or proposed to be issued, by a government
- b. Shares in, or debentures of, a body
- c. Units of such shares

For the purpose of this policy, the term 'securities' also extends to financial products issued or created over or in respect of securities issued by the Company (for example warrants and other derivative products) whether the financial products are created by the Company or by third parties.

4. Standards

All employees should ensure all transactions in the Company's securities comply with:

- a. The Corporations Act and Corporations Regulations (including, without limitation, the insider trading provisions)
- b. The ASX Listing Rules (including, without limitation, the continuous disclosure requirements in ASX Listing Rule 3.1 and the disclosure of Director's interests in accordance with ASX Listing Rule 3.19A)

5. Prohibition in insider trading

5.1 Insider trading prohibition

- a. Section 1043A (of Part 7.10, Division 3) of the Corporations Act makes it an offence for a person in possession of information that is not generally available but which, if generally available, a reasonable person would expect to have a material effect on the price or value of the Company's securities to:
 - i. Trade in (i.e. apply for, acquire or dispose of, enter into an agreement to any of these things) the Company's securities; or
 - ii. Procure another person to trade in the Company's securities
- b. The insider trading prohibition in section 1043A of the Corporations Act is **MANDATORY** and not a matter of guidance
- c. It does not matter how the person comes to have the inside information – for example, whether the person learns it in the course of carrying out that person's responsibilities, in passing in the corridor, in the lift or at a social occasion
- d. It is an offence to communicate the information to another person with the knowledge that the person could deal in the Company's securities. Accordingly, the prohibition on insider



trading cannot be avoided by a person procuring or arranging for another person to deal on his or her benefit

5.2 What is 'price sensitive information'?

Price-sensitive information means information relating to the Company that would, if the information were publicly known, be likely to:

- a. Have a material effect on the price or value of the Company's securities, or
- b. Influence persons who commonly invest in securities in deciding whether or not to buy or sell the Company's securities.

5.3 Examples of 'price sensitive information'

Examples of possible price-sensitive information include, but are not limited to, the following:

- a. A material acquisition, joint venture, realisation or disposal of assets
- b. A threat of material litigation against the Company
- c. The Company's sales and profit results materially exceeding or falling short of the market's expectations or the previously announced guidance by the Company
- d. A material change in debt, liquidity or cash flow
- e. A significant new development proposal
- f. The granting or loss of a major contract
- g. A management or business restructuring proposal
- h. A change in the capital structure, such as a capital return or the buy back or a financial product
- i. A payment of dividends or a share issue
- j. A change to the Board or significant changes in senior management
- k. The entering into of an agreement or option to acquire an interest in an asset or business, or to enter into a joint venture or other arrangement in relation to an asset or business, and
- l. Any information required to be announced to the market pursuant to ASX Listing Rule 3.1 (the Continuous Disclosure Rule) which is yet to be released to the market

5.4 When is the information 'generally available'?

Information is generally available if:

- a. It consists of a readily observable matter
- b. It has been made known in a manner likely to bring the information to the attention of people who commonly invest in securities of a kind whose price or value might be affected by the information, and since it was made known, a reasonable period for it to be disseminated among such persons has elapsed.
- c. It is derived from information which has been made public, or
- d. It consists of observations, deductions, conclusions or inferences made or drawn from other generally available information.

5.5 Dealing through third parties

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies.



5.6 Consequences for breach of insider trading prohibition

- a. Breach of the insider trading prohibition by an employee or an employee's family member could expose the employee to criminal and civil liability including fines and imprisonment.
- b. Significantly, a breach of the insider trading prohibition could result in an employee or an employee's family member being sued by another party or the Company for any loss suffered as a result of insider trading.
- c. Breach of insider trading laws or this policy will also be regarded by the Company as serious misconduct which may lead to disciplinary action and/or dismissal.

5.7 Source of information is irrelevant

- a. Trading is prohibited at any time if the person possesses inside information
- b. It does not matter how or where the person obtains the information and it does not have to be obtained from the Company to constitute inside information. This means section 1043A of the Corporations Act will apply to any employee who acquires inside information in relation to the Company's securities, regardless of capacity. In such circumstances, the employee is prohibited from dealing in the Company's securities.

5.8 Employee incentive scheme

- a. The prohibition on trading in the Company's securities does not apply to acquisitions of shares or options by employees of the Company made under an employee share or option scheme or performance rights plan, nor does it apply to the acquisition of shares as a result of the exercise of option under an employee scheme
- b. The prohibition does however apply to the sale of shares acquired under an employee share scheme or performance rights plan and also to the sale of shares acquired following the exercise of an option or performance right granted under an employee option scheme or performance rights plan.

5.9 Director fees

The prohibition on trading in the Company's securities does apply to a Director's election to receive his or her fees in shares or in cash. Accordingly, a Director is prohibited from making such an election during a Closed Period or any other restricted period.

5.10 Dealing in shares of other companies

- a. If an employee has 'price sensitive information' relating to a company other than the Company which is not 'generally available', the same insider trading rules outlined above apply to buying and selling securities in that company
- b. In the course of performing duties as an employee of the Company, employees may obtain price sensitive information relating to another company in a variety of circumstances. Examples include, but are not limited to the following:
 - i. Another company may provide price sensitive information about itself to the Company in the course of a proposed transaction
 - ii. Another company with whom the Company is dealing may provide price sensitive information about a third company, or



- iii. Information concerning the Company or actions which may be taken by the Company (i.e a planned transaction or strategic change) could reasonably have an effect on a third party company
- c. Apart from the applications of the insider trading rules to securities in other companies, employees are also bound by a duty of confidentiality in relation to information in respect to third parties obtained in the course of their employment with the Company.

6. Guidelines for trading in securities

6.1 General Rule

- a. The Company has determined that Restricted Persons are more likely to be in possession of price-sensitive information regarding the Company. As a result, further restrictions on dealing in the Company's securities apply to Restricted Persons.
- b. Prior to dealing in the Company's securities, Restricted Persons must first notify their Relevant Approver and the Secretary of the proposed type of dealing and the number of securities to be traded and seek their Relevant Approver's written consent to the proposed dealing in the Company's securities in accordance with paragraph 6.12. Such consent is to be dated and will expire after 10 trading days.
- c. All dealings in the Company's securities by Restricted Persons must be recorded in the securities trading register maintained by the Company

6.2 Closed Periods

There are certain periods during the year when Restricted Persons should not deal in the Company's securities given the heightened risk or actual or perceived insider trading. These periods are set out in paragraph 6.3 and called 'Closed Periods'.

Restricted Persons are prohibited from dealing in the Company's securities:

- a. When in possession of price sensitive information relating to the Company which is generally not available
- b. During a closed period

This prohibition extends to Restricted Persons tipping family members or any other person during the periods outlined above. The Company's expectation is that when this policy prevents Restricted Persons from undertaking a trade themselves, Restricted Persons will obtain legal advice prior to their family members trading in securities.

The Closed Period trading prohibition does not limit any other obligation of Restricted Persons prescribed by this policy.

6.3 Closed Periods

The following are designated Closed Periods:

- a. During the period commencing four months prior to the release of the Company's full year financial results or annual report and ending one trading day after the release of those results or reports to the ASX,
- b. During the period commencing three months prior to the release of half yearly results announcements and ending one trading day after the release of those results to the ASX.



6.4 Other restricted periods

- a. Restricted Persons
 - i. The Company reserves the right to impose ad hoc restrictions on its Restricted Persons from trading in int securities in addition to the fixed Closed Periods set out in paragraph 6.3
 - ii. In determining when ad hoc restrictions should be imposed on its Restricted Persons, the Company may have regard to any imminent announcements of market sensitive information it is proposing to make under ASX Ruling 3.1.
- b. Other Individuals
 - i. In addition to the Restricted Persons, the Company may also impose ad hoc trading restrictions on:
 - A. Staff who work closely with, or in close proximity to, Restricted Persons (including their executive assistants)
 - B. Staff who work in the finance area or in a strategic planning group
 - C. The next layer of seniority below Restricted Persons
 - D. Staff (such as IT staff) who may have access to email or document folders belonging to Restricted Persons, and
 - E. Family members (such as spouse and minor children) and entities (such as family company or family trust) closely connected to Restricted Persons

6.5 Trading in derivatives

Restricted Persons must not trade in any derivative products issued by the Company

Derivative products issued by the Company over its security include warrants, exchange-traded and over the counter options and contracts for difference.

6.6 Short term trading

Despite anything to the contrary in this policy, Restricted Persons must not engage in short term trading of any of the Company's securities. An example of this would be to purchase the Company's shares with an intention to sell them within a 12 month period.

6.7 Short selling

Restricted Persons must not engage in short selling of the Company's securities

6.8 Hedging transactions

Employees must not enter into an arrangement that would have the effect of limiting their exposure to risk relating to either unvested remuneration, or vested remuneration which remains subject to a holding lock (Hedging Transaction).

If the Company has an equity based remuneration scheme, Restricted Persons participating in the scheme must not enter into a Hedging Transaction without obtaining written consent in accordance with paragraph 6.12



6.9 Margin lending and other secured financing arrangements

Restricted Persons must not enter into any margin lending or other secured financing arrangements in respect of the Company's securities.

6.10 Exceptions

A Restricted Person may trade in the Company's securities during a Closed Period if it receives consent by the Relevant Approver in accordance with paragraph 6.12 and if that trading falls within one of the following categories:

- c. An acquisition of ordinary shares in the Company which results from conversion of securities which carry a right of conversion to ordinary shares
- d. An acquisition of the Company's securities under a bonus issue made to all holders of securities of the same class
- e. An acquisition of the Company's securities under a security purchase plan or a dividend or distribution reinvestment plan where:
 - i. The Restricted Person did not commence or amend their participation in the plan during a Closed Period
 - ii. This policy does not allow a Restricted Person to withdraw from the plan during a Closed Period other than in exceptional circumstances
- f. A transfer of the Company's securities between a Restricted Person and someone closely related to the Restricted Person (such as a spouse, child, family company or family trust) or by a Restricted person to his or her superannuation fund, in respect of which prior written clearance has been provided in accordance with the procedures set out in the policy
- g. A disposal of securities arising from the acceptance of a takeover offer, scheme or arrangement or equal access buy-back
- h. A disposal of rights acquired under a pro rata issue
- i. An acquisition of securities under a pro rata issue
- j. An investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company's securities) where the assets of the fund or other scheme are invested at the discretion of a third party
- k. Where the Restricted Person is a trustee, trading in the Company's securities by that trust provided that the Restricted Person is not a beneficiary of the trust and any decision to trade during a Closed Period is taken by the other trustees or by the investment managers independently of the Restricted Person
- l. An undertaking to accept, or the acceptance of, a takeover offer
- m. trading under an offer or invitation made to all or most of the Company's members, 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 decisions relating to whether or not to take up the entitlements, the take-up by any underwriter under a renounceable or non-renounceable pro rata issue and the sale of entitlements required to provide for the take up of the balance of entitlement under a renounceable pro rate issue
- n. a disposal of the Company's securities that is the result of a secured lender or financier exercising their rights under a margin lending or other secured financing arrangement permitted by this policy
- o. an acquisition of securities under an employee incentive scheme



- p. where the Company has an employee incentive scheme with a Restricted Person as a trustee of the scheme, an acquisition of securities by that Restricted Person in his or her capacity as a trustee of the scheme
- q. an exercise (but not the sale of the Company's securities following exercise) of an option or a right granted under a Company employee incentive plan, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Closed Period and the Company has been in an exceptionally long prohibited period or the Company has had a number of consecutive Closed Periods and the Restricted Person could not reasonably have been expected to exercise it at the time when free to do so
- r. trading under a non-discretionary trading plan for which prior written clearance had been provided in accordance with procedures set out in the policy where:
 - i. the Restricted Person did not enter into the plan or amend the plan during a Closed Period;
 - ii. the plan does not permit the Restricted Person to exercise any influence or discretion over how, when or whether to trade; and
 - iii. this policy does not allow a Restricted Person to cancel any such trading plan, or to cancel or otherwise vary the terms of his or her participation in the trading plan during a Closed Period other than in exceptional circumstances.
- s. The Restricted Person is in severe financial hardship. A Restricted Person may be in severe financial hardship if he or she has a pressing financial commitment that cannot be satisfied other than by selling some or all of his or her securities in the Company, or
- t. If the Restricted Person is required by a court order, a court enforceable undertaking (for example in a bona fide family settlement, to transfer or sell securities of the Company) or there is some other overriding legal or regulatory requirement to do so (**Exceptional Circumstances**).
- u. In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of the options unless the sale of those shares occurs outside the Closed Period. Were this to occur at a time when the person possessed inside information, the sale of the Company's securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that that the person possessed, and the person may not have made a profit on the sale.
- v. Where the Company's securities are provided to a lender as security by way of mortgage or charge, a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws
- w. Notwithstanding the above, under insider trading laws, a Restricted Person who possesses inside information may be prohibited from trading even where the trading falls within any of the exceptions in paragraph 1.1(a) of this policy.

6.11 Notification of periods when Restricted Persons can trade

The Secretary will endeavour to notify Restricted Persons of the times when they are permitted to buy or sell the Company's securities as set out in paragraph 6.1.

6.12 Procedure for obtaining written consent to trade

- a. A Restricted Person who wishes to trade in the Company's securities at any time must obtain the prior written consent (which may be provided by way of email) or the Relevant Approver



- b. The Relevant Approver may only provide written permission to trade in the Company's securities where the Relevant Approver is satisfied that there is no inside information which has not been disclosed to the ASX
- c. In the interests of an expedient and informed determination by the Relevant Approver, any application for an exemption allowing the sale of the Company's securities during a Closed Period based on financial hardship must be made in writing and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions. Any exemption, if issued, will be in writing and will contain a specified time period during which the sale of securities can be made. A Restricted Person seeking clearance to trade must satisfy the Relevant Approver that he or she is in severe financial hardship or that their circumstances are otherwise exceptional and that the proposed sale or disposal of the relevant Company securities is the only reasonable course of action available
- d. Any application for a exemption allowing the sale of the Company's securities during a Closed Period based on Exceptional Circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation. Any exemption, if issued, will be in writing and will contain a specified time period during which the sale of securities can be made.
- e. Any permission provided under this paragraph 6.12 must be obtained by the Restricted Person not less than two trading days before the proposed trading
- f. Copies of written approvals must be forwarded to the Secretary prior to the approved purchase or sale transaction
- g. A clearance to trade can be given or refused by the Company in its absolute discretion. The Company's decision to refuse clearance is final and binding on the person seeking clearance
- h. A clearance to trade can be withdrawn if new information comes to light or there is a change in circumstances
- i. If clearance to trade is refused, the person seeking the clearance must keep the information relating to the refusal (including the refusal itself) confidential and not disclose it to anyone.

6.13 Sale of securities

Employees need to be mindful of the market perception associated with any sale of the Company's securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of the Company's securities (i.e a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by an employee must be discussed with the Board prior to the execution of any sale. These discussions must be documented in the form of a file note, to be retained by the Secretary.

7. ASX notification by Directors

- a. Directors are required to notify the Chair and the ASX of any dealing in the Company's securities (either personally or through a third party) which results in a change in the relevant interests of the Directors in securities in the Company.
- b. While the *Corporations Act* requires Directors to notify the ASX of any changes to their holdings within 14 days (or if also a substantial shareholder as early as by 9.30am on the next trading day), the Company is required under the ASX Listing Rules to notify the ASX:



- i. Of the initial holding of each Director upon appointment and such subsequent dealings within five business days of the change; and
 - ii. Whether the dealing occurred during a Closed Period and if so, whether written clearance was obtained and on what date it was obtained.
- c. To enable the Company to comply with these requirements, each Director must enter into a letter of agreement with the Company in a form consistent with the pro forma agreement set out in Attachment 1 to Guidance Note 22 of the ASX Listing Rules. Directors must furnish the relevant information as soon as possible and in any event no later than three business days after the date of appointment or change, to the Secretary who will facilitate the transmission of these notifications to the ASX. Notifications will also be tabled before the Board.

8. Employment and monitoring

- a. To promote understanding of the insider trading prohibition and related Corporations Act provisions and this policy, a copy of this policy will be distributed to all employees (present and future) and will be available on the Company's website
- b. The induction procedures for new employees must require that a copy of this document be provided to each new employee

9. Compliance

- a. Compliance with the rules set out in the policy is mandatory (as applicable to each Restricted Person and employee) and is a condition of the employment of each Restricted Person and employee by the Company. Infringement of the insider trading provisions by any employee can attract a substantial monetary penalty, imprisonment or both in addition to loss of employment or other disciplinary action
- b. Any Restricted Person or employee who does not comply with this policy, as it applies to them, will be considered to have engaged in serious misconduct which may result in disciplinary action including termination of their engagement by the Company
- c. Ultimate discretion rests with a Restricted Person's Relevant Approver in respect of granting a waiver to the requirements of this policy to allow a Restricted person to trade in the shares of the Company, provided that to do so would not be illegal
- d. A waiver can be given or refused by a Relevant Approver in his or her absolute discretion. A Relevant approver's decision to refuse a waiver is final and binding on the person seeking the waiver
- e. A waiver given to trade is not an endorsement of the proposed trade and the relevant Restricted Person is individually responsible for their investment decisions and their compliance with insider trading laws
- f. If a Restricted person comes into possession of inside information after receiving a waiver to trade, they must not trade despite having received the waiver
- g. For the avoidance of doubt, as between the Relevant Approver and the Company only, this policy in no way relieves the Relevant Approver from their duty to act in accordance with the terms of their appointment by the Company



10. Substantial holding notices

A Restricted Person must give notice to the Company and to the ASX if they begin to have, or cease to have, a Substantial Holding in the Company or if they have a Substantial Holding in the Company and there is a movement of at least 1% in their holding.

11. Review

The Board will review this policy annually and this policy may be amended by resolution of the Board.

12. Policy responsibility

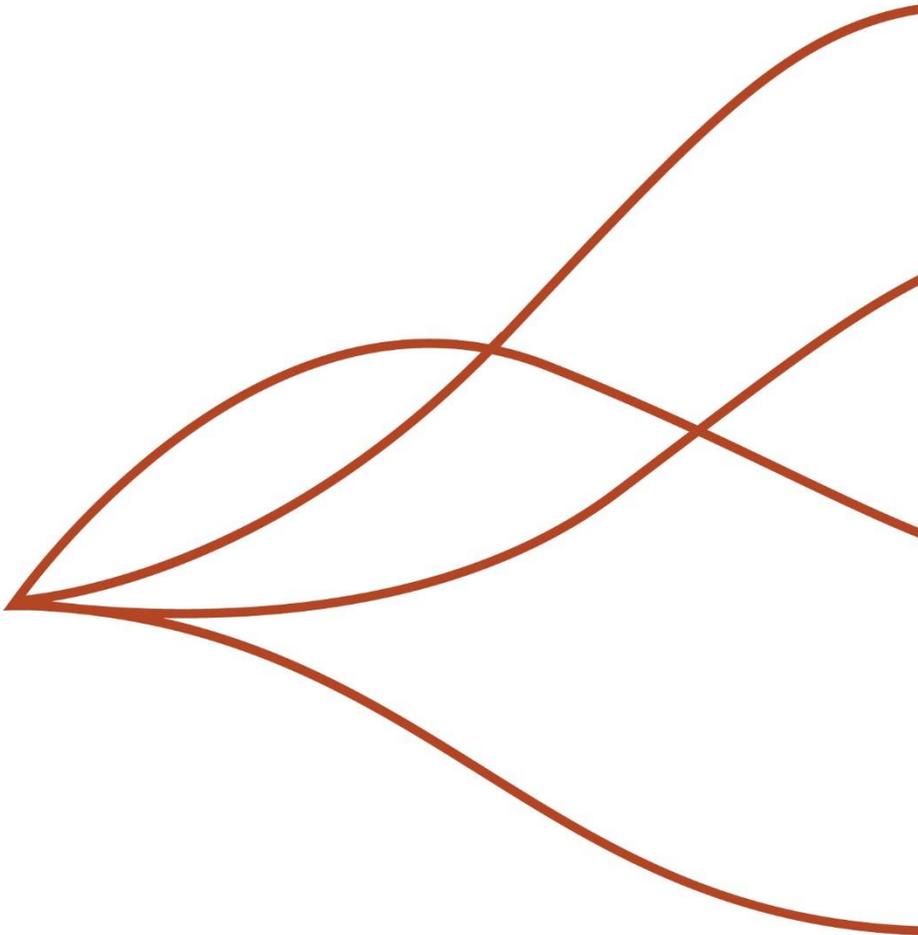
Each Restricted Person and employee is responsible for adhering to this policy as it applies to them. The Secretary has responsibility for enforcing this policy.

13. Disclosure of Policy

This policy will be made available, and updated as required, on the Company's website (<https://vhmltd.com.au>) in a clearly marked 'Corporate Governance' section.

Don Runge
Chairperson

29 April 2022



VHM Limited
ABN 58 601 004 102

vhmltd.com.au