



## ASX ANNOUNCEMENT

# Updated Securities Trading Policy

**Sydney, 4 November 2024:** In accordance with ASX Listing Rule 12.10, Domain Holdings Australia Limited [ASX:DHG] provides a copy of its updated Securities Trading Policy which took effect on 29 October 2024.

### Ends

**Authorised for lodgement:** Catriona McGregor, Chief Legal and Transformation Officer, Company Secretary

**Investors:** Jolanta Masojada, +61 417 261 367, [jolanta.masojada@domain.com.au](mailto:jolanta.masojada@domain.com.au)

**Media:** Sarah Macartney, +61 433 949 639, [sarah.macartney@domain.com.au](mailto:sarah.macartney@domain.com.au)



## Securities Trading Policy

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**Domain Holdings Australia Limited**

(ACN 094 154 364)

Adopted on 29 October 2024

## 1. Introduction

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Domain Holdings Australia Limited (**Domain** or **Company**) and its subsidiaries (together, the **Group**) encourage Directors and employees to be long-term holders of Domain Securities. However it is very important that the timing of any Trading (as defined in Attachment 1) of Domain Securities by Directors or employees is considered carefully to avoid allegations of “insider trading”.

Insider trading is a crime which can result in very serious consequences. Further information about insider trading is set out in Attachment 1.

While Domain remains a subsidiary of Nine Entertainment Co. Holdings Limited (**NEC**), inside information about Domain may be inside information in relation to NEC Securities. For this reason, this Securities Trading Policy applies to Directors and staff wishing to Trade in either Domain or NEC Securities (together, **Sensitive Securities**).

The purpose of this Policy is to:

- (a) ensure that public confidence is maintained in the reputation of the Group, Directors and staff of the Group and in the trading of Domain Securities;
- (b) outline the policy and procedures that apply to Directors and staff when dealing in Sensitive Securities; and
- (c) recognise that some types of dealing in securities are prohibited by law.

**DOMAIN TAKES COMPLIANCE WITH THIS POLICY SERIOUSLY. A BREACH OF THIS POLICY BY ANY PERSON TO WHOM IT APPLIES MAY RESULT IN DISCIPLINARY ACTION INCLUDING FORFEITURE OF SECURITIES, SUSPENSION OR TERMINATION.**

Domain will take a substance over form approach and will have regard to the intent and spirit of this Policy when applying and enforcing it.

## 2. Who must comply with this Policy?

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This Policy applies to the Directors of Domain and employees, contractors, and consultants of Domain and its subsidiaries (collectively, **Staff**).

Certain parts of this Policy apply only to Designated Persons who, for the purposes of this Policy, are:

- (a) the Directors (including the CEO) and the Company Secretary of Domain;
- (b) senior executives who report directly to the CEO; and
- (c) any other employee who is notified in writing by the Company Secretary that they are a Designated Person under this Policy.

Designated Persons must also take steps in relation to dealings by their Connected Persons. See section 7 for further information in relation to Connected Persons.

## 3. Restrictions applying to all Staff

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### 3.1 General prohibition

Staff must not Trade in Sensitive Securities if:

- (a) they are aware of inside information relating to Domain or NEC; or
- (b) Domain has notified them they must not Trade in Sensitive Securities (either for a specified period, or until Domain gives further notice).

### **3.2 Front Page Test**

It is important that public confidence in the Group is maintained. It would be damaging to the Group's reputation if the market or the general public perceived that Staff might be taking advantage of their position in the Group to make financial gains (by Trading in Sensitive Securities on the basis of confidential information).

As a guiding principle, Staff should ask themselves:

*If the market was aware of all the current circumstances, could the proposed trading be perceived by the market as the person taking advantage of his or her position in an inappropriate way? How would it look if the transaction were reported on the front page of the newspaper? (The **Front Page Test**)*

If a member of Staff is unsure, he or she should consult the Company Secretary.

Where approval is required for a Trade under this Policy, approval will not be granted where the Trade would not satisfy the Front Page Test.

### **3.3 No hedging**

Staff are not permitted to enter into any arrangement (such as a derivative or hedge) which would operate to limit the economic risk of holding:

- (a) unvested Domain Securities; or
- (b) vested Domain Securities, which are subject to a holding lock or restriction on dealing,

where those Domain Securities have been allocated to a member of Staff as part of his or her remuneration.

### **3.4 No short-term trading in the Sensitive Securities**

Staff must not engage in short-term or speculative Trading in Sensitive Securities. Short-term trading includes buying and selling securities on market within a 3 month period, and entering into other short term dealings (for example, forward contracts).

Selling Domain Securities received on vesting of entitlements under an employee, executive or director equity plan within 3 months of the vesting date is not a short-term dealing.

### **3.5 No short-selling Sensitive Securities**

Staff must not enter into any arrangements for short-selling Sensitive Securities.

"Short selling" refers to the practice of attempting to profit from an anticipated drop in the price of Sensitive Securities by borrowing securities and selling them in anticipation of later being able to buy the Securities at a lower price to close out their short position at a profit.

### **3.6 Trading in Securities of other companies**

Staff may come into possession of inside information about another company where they are directly involved in client relationship management or negotiating contracts. For example, where a person is aware that the Company or the Group is about to sign a major agreement with another company.

Staff must not deal in Securities in another company if they are aware of inside information in relation to that company, no matter how they came into possession of the information.

#### 4. **Additional restrictions applying to Designated Persons**

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##### 4.1 **Black Out Periods**

Subject to section 4.2, Designated People must not Trade in Sensitive Securities and approval to Trade will not be given during the following “blackout periods”:

- (a) from the close of trading on the ASX on 31 December each year (or if 31 December is not a trading day, the last trading day before 31 December) until the day after the announcement of the half-yearly results (which is usually in mid February);
- (b) from the close of trading on the ASX on 30 June each year (or if 30 June is not a trading day, the last trading day before 30 June), until the day after the announcement of the annual results (which is usually in mid August);
- (c) the four weeks immediately before the Annual General Meeting until the day after the Annual General Meeting;
- (d) during the four weeks immediately before the release of any other regular trading update until the day after the release or update; and
- (e) any other period that the Board of Directors of Domain (**Board**) specifies from time to time.

##### 4.2 **Exceptional circumstances**

If a Designated Person needs to Trade Sensitive Securities during a blackout period due to exceptional circumstances and is not in possession of any inside information, then, the Designated Person may apply for approval to Trade. The Trading approval process is set out in section 5.

Exceptional circumstances are likely to include severe financial hardship or compulsion by court order.

Approval to Trade will only be granted if the Designated Person's application is accompanied by sufficient evidence (in the opinion of the person approving the Trading) that the Trading of the relevant Sensitive Securities is the most reasonable course of action available in the circumstances as well as a statement that the person does not believe that he/she is in possession of any inside information.

Unless otherwise specified in the notice, any Trading permitted under this section 4.2 must comply with the other sections of this Policy (to the extent applicable).

##### 4.3 **Is there a safe window to Trade?**

Domain does not have fixed windows when it is presumed safe to Trade in Sensitive Securities. Individuals are never exempt from the insider trading rules in the Corporations Act and also must comply with this Policy at all times. Separately from this Policy any person considering Trading has an individual obligation to seriously consider whether they have any inside information before Trading and whether the Trade would meet the Front Page Test.

However, generally, the presumption is that the market is most up to date on the operational performance of each of Domain and NEC respectively in the periods following the release of their respective half and full year financial results and after their respective Annual General Meetings.

This may be the preferable time for Designated People to consider Trading in Sensitive Securities if they do not have inside information. Approval to Trade during these times is still required.

#### **4.4 Restrictions on margin lending arrangements**

Designated People must obtain approval in accordance with the procedure set out in section 5 for any proposed Trade in Sensitive Securities in connection with a margin lending arrangement. Examples of such dealings include:

- (a) entering into a margin lending arrangement in respect of Sensitive Securities;
- (b) transferring Sensitive Securities into an existing margin loan account; and
- (c) selling Sensitive Securities to satisfy a call pursuant to a margin loan.

Domain may, at its discretion, make any approval granted in accordance with section 5 conditional upon such terms and conditions as Domain sees fit (for example, with regard to the circumstances in which the Sensitive Securities may be sold to satisfy a margin call).

### **5. Trading approvals for Designated Persons**

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#### **5.1 Directors**

Requests for approval to Trade should be submitted to the Company Secretary, who will forward it to:

- (a) the Chairman of the Board (or the Chairman of the Audit & Risk Committee, where the Chairman is not available), in the case of approvals for Directors other than the Chairman; or
- (b) Chairman of the Audit & Risk Committee, in the case of approvals for the Chairman.

#### **5.2 Other Designated People**

A request for approval to Trade from the Company Secretary should be submitted to the CEO or Chairman.

Other Designated People should submit their requests for approval to the Company Secretary. Before granting approval the Company Secretary will consult the Chairman of the Board (or the Chairman of the Audit & Risk Committee, where the Chairman is unavailable) and the CEO.

#### **5.3 Approval process**

- (a) Requests for approval by Designated People should be in writing to the Company Secretary who will seek approval from the approver specified above and respond in writing to the person seeking approval.
- (b) The request for approval must include a statement that the Designated Person does not believe that he/she is in possession of any inside information, details of the circumstances of the proposed Trade (e.g. number of Sensitive Securities to be bought or sold) and any further information the approver reasonably requires.
- (c) The relevant approver, having consulted with members of management as appropriate, can determine that approval will or will not be given at their discretion, and is not obliged to provide reasons for the decision. The approver's decision to refuse to grant approval is final and binding on the Designated Person.

- (d) Approval under this Policy is not an endorsement of the Trade. Designated People are responsible for their own compliance with the law.

#### **5.4 Wait for approval**

Designated People must not Trade in Sensitive Securities until approval has been given. If approval is given, the Designated Person may Trade within five business days after receiving the approval or such other period as is specified in the approval.

The Designated Person will be notified if clearance to Trade has been withdrawn before the Trade is undertaken. This could occur if new information comes to light or there is a change in the circumstances which means that granting the approval is no longer appropriate.

A further application will need to be made if no Trading takes place within the approved period and the Designated Person still wishes to Trade.

#### **5.5 Confidentiality**

A Designated Person who has been refused approval must not communicate this fact to others.

### **6. Notification of Trading by Directors**

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Each Director must notify the Company Secretary within **two** business days after any change in his or her interest in Sensitive Securities. This enables Domain to notify the ASX of the change in the Director's interests.

### **7. Connected persons of Designated Persons**

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Designated People must take appropriate steps to ensure that their "Connected Persons" only deal in Sensitive Securities in circumstances where the Designated Person to whom they are connected would be permitted to deal under this Policy. For example, by obtaining clearance in accordance with this Policy in respect of the Connected Persons' dealings.

Connected Persons are:

- (a) a spouse, partner or dependent child of the Designated Person); and
- (b) a company or any other entity which the Designated Person has an ability to control.

### **8. Excluded Trading**

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Sections 3.4, 3.5, 4.1, and 5 of this Policy do not apply to:

- (a) participation in an employee, executive or director equity plan operated by Domain. However, where Domain Securities granted under an employee, executive or director equity plan cease to be held under the terms of that plan, any dealings in those securities must only occur in accordance with this Policy;
- (b) the following categories of Trades:
  - acquisition of Sensitive Securities through a dividend reinvestment plan;
  - acquisition of Sensitive Securities through a share purchase plan available to all retail shareholders;
  - acquisition of Sensitive Securities through a pro rata rights issue; and
  - the disposal of Sensitive Securities through the acceptance of a takeover offer, scheme of arrangement or equal access buy-back or rights received in connection with a pro rata rights issue;

- (c) Trades that result in no effective change to the beneficial interest in the securities (for example, transfers of Sensitive Securities already held into a superannuation fund or trust of which the Designated Person is a beneficiary); and
- (d) Trading under a pre-approved non-discretionary Trading plan, where the Designated Person did not enter into the plan or amend the plan during a blackout period, the plan does not permit the Designated Person to exercise any influence or discretion in relation to Trading under the plan and the plan cannot be cancelled during a blackout period, other than in exceptional circumstances.

However, given such Trades remain subject to the insider trading rules in the Corporations Act, Designated People should still consider any legal or reputational issues (and discuss any concerns they have with the Company Secretary) before proceeding with the Trade.

## **9. Questions and support**

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For more information in relation to this Policy or its application, please contact the Company Secretary.

Staff are encouraged to speak up if they become aware of any behaviours inconsistent with this Policy.

## **10. What happens if this Policy is breached?**

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Breaches of this Policy will be regarded by Domain as serious and will be subject to appropriate sanctions. Any person who is suspected of breaching this Policy may be suspended from attending the workplace on full pay pending the outcome of investigations into the alleged breach. Any person who breaches this Policy could face disciplinary action (including forfeiture of securities and/or suspension or termination of employment).

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



## **Attachment 1**

### **1. What are the rules about insider trading?**

Broadly speaking, the Corporations Act provides that a person who has inside information about a company must not:

- buy or sell securities in a company, or enter in an agreement to buy or sell securities, or exercise options over securities, or otherwise apply for, acquire or dispose of securities (**Trade**);
- encourage someone else to deal in securities in that company; or
- directly or indirectly provide that information to another person where they know, or ought to know, that that person is likely to deal in securities or encourage someone else to deal in securities of that company (tipping).

These restrictions apply to all securities, not just Sensitive Securities.

### **2. What is inside information?**

Inside information is information that:

- (a) is not generally available to the market; and
- (b) if it were generally available to the market, a reasonable person would expect it to have a material effect (upwards or downwards) on the price or value of a security.

Inside information may include matters of supposition, matters that are not yet certain and matters relating to a person's intentions.

It does not matter how or where the person obtains the information - it does not have to be obtained from Domain to constitute inside information.

The following are examples of some kinds of information which, if it were made public, might be regarded as inside information (this is not a comprehensive list):

- a major acquisition or disposal of assets;
- the threat of major litigation;
- significant changes in Domain's business performance;
- a major new business development;
- a proposed dividend or change in dividend policy; or
- a proposed new share issue.