Securities Trading Policy

Aussie Broadband Limited

Adopted by the Board on 2 September 2020 to come into effect when Aussie Broadband lists on the Australian Securities Exchange.

Document version control:

Custodian	Company Secretary
Date previously approved by the Board	2 September 2020
Date of next scheduled review	August 2021
Legislative framework and regulatory compliance	ASX Corporate Governance Principles and Recommendations (4th edition)
Regulators	ASX

THIS POLICY IN SUMMARY

- No insider trading
- No trading during Blackout Periods
- No short term or speculative trading
- Restrictions on the use of derivatives
- Specified individuals must obtain prior written approval to deal and comply with a number of additional requirements
- Key terms used in this policy are set out on page 7 below

If you do not understand any part of this Policy, the summary of the law or how it applies to you, you should raise the matter with your manager or the Company Secretary before dealing with any securities covered by this Policy.

1. What is the purpose of this Policy?

Aussie Broadband is committed to ensuring that public confidence is maintained in the policies relating to the trading in its Securities.

This policy is intended to assist each Aussie Broadband Person to comply with their legal obligations relating to Securities trading, particularly while they are in possession of non-public information.

It has been prepared to meet the requirements of ASX Listing Rules 12.9 and 12.12.

2. Who does this Policy apply to?

'**Aussie Broadband Person**' includes all directors, officers and employees of Aussie Broadband and its controlled entities, and also any contractor and consultant whose terms of engagement by Aussie Broadband apply this policy to them.

3. What does this Policy apply to?

'**Securities**' includes Aussie Broadband's shares, notes, options, rights, debentures, and other securities.

It may also apply to other companies' Securities. This policy also applies to other companies' Securities if you have Inside Information.

If you are subject to a blacklist restriction applying to another company's Securities, you will be notified in writing by the Company Secretary or delegate.

4. What are the consequences of breaching this policy?

If you breach insider trading laws, you could be fined, sued and/or imprisoned. Compliance with this policy, and Aussie Broadband's Code of Conduct, is also a condition of your employment, and breaches of this policy may also result in disciplinary action and/or summary termination of your appointment or employment.

5. Insider trading

It is an offence under the Corporations Act to trade using Inside Information, or communicate Inside Information to others who will, or are likely to, trade on the Inside Information.

This means that an Aussie Broadband Person who possesses Inside Information (whether of Aussie Broadband or another company) must not:

(a) apply for, acquire or dispose of relevant Securities, or agree to do so;

(b) permit, procure, encourage or induce another person (including eg a self-managed superannuation fund, company or family trust) to do any of the above things; or

(c) directly or indirectly communicate the Inside Information to any other person, if the Aussie Broadband Person knows (or ought to know) that the other person may use the information to do any of the above things.

5.2 What is Inside Information?

'Inside Information' is information that is not generally available and, if it was generally available, a reasonable person would expect it to have a material effect on the price or value of the relevant Securities. In simple terms, this means information which might influence someone to decide whether or not to buy or sell the Securities.

Examples could include information relating to:

- financial performance (eg sales or profit of Aussie Broadband or a division);
- a material acquisition or disposal of assets, or takeover or merger;
- an actual or proposed dividend or change in dividend policy;
- an actual or proposed new share issue or change to capital structure;
- the entry into or termination of a material contract;
- a material claim or other unexpected liability; or
- a significant change in senior management.

Inside Information can include matters which are still in draft or not yet certain, and may include hints or rumours.

Information is not Inside Information if:

- it consists of a 'readily observable' matter;
- it has been brought to the attention of investors by an ASX announcement and a reasonable period for its dissemination has elapsed since the announcement; or

- it consists of observations, deductions, conclusions or inferences made or drawn from other generally available information.

5.3 Information can come from any source

Inside Information does not have to be obtained from Aussie Broadband. It does not matter how or from where an Aussie Broadband Person obtains the information.

5.4 Conduct outside Australia is covered

The Corporations Act prohibition applies to acts outside Australia, as well as in Australia.

6. No trading except during trading windows

There is a general prohibition in place meaning Aussie Broadband People must not trade, or procure another person to trade, in Aussie Broadband Securities given the heightened risk of actual or perceived insider trading. However the Company will declare "Trading Windows" where the general prohibition is lifted.

These Trading Windows are published on the Wiki and are available from the Company Secretary and Chairperson.

Trading Windows generally begin upon market open on the business day following the release to ASX of certain key announcements, namely:

- Half Year results; and
- Full Year results.

The Trading Window will close at market close on the day stipulated by the Company in its declaration of the Trading Window and will be published on the Wiki and will be available from the Company Secretary and Chairperson.

7. No trading with Inside Information

The Blackout Periods are **a minimum requirement**. If you possess Inside Information, you must not trade Securities whether or not a Blackout Period is operating. The responsibility to ensure you comply with insider trading laws falls to each person individually, and you should exercise care and judgement in deciding whether to trade Securities. If you are unsure, you should contact the Chairperson and Company Secretary.

No orders for the sale or purchase of Aussie Broadband Securities should be placed with a broker during a Blackout Period, and orders placed prior to the commencement of a Blackout Period must be cancelled if not executed before the Blackout Period commences. Provided an order was placed and executed prior to the commencement of a Blackout Period, it is not a breach of this policy if the transaction settles after the commencement of a Blackout Period.

In certain rare circumstances, Aussie Broadband People may be given clearance to dispose of Aussie Broadband Securities where they would otherwise be restricted due to the application of a Blackout Period.

Those circumstances include where the person:

- is in severe financial hardship or other exceptional circumstances apply (eg a bona fide family settlement);

- is not actually in possession of Inside Information in relation to Aussie Broadband Securities;
- has obtained the prior written approval of the Chairperson and Company Secretary of Aussie Broadband (or, in the case of the Chairperson and Company Secretary, the Managing Director of Aussie Broadband); or
- if the trade does not involve a change in beneficial ownership, and does not require disclosure to ASX.

8. No short term or speculative trading

Except as stated below, Aussie Broadband People must not deal in the same Aussie Broadband Securities within a 6 month period (eg sale of Aussie Broadband shares within 6 months after their purchase is prohibited by this policy).

Provided you do not possess Inside Information, this prohibition does not restrict the sale of Aussie Broadband Securities within 6 months following the vesting of, or exercise of, options under an employee share scheme (eg an option plan, restricted share plan or share purchase plan).

Aussie Broadband People are not permitted to "short sell" Aussie Broadband Securities.

9. Restrictions on Derivatives and margin lending

9.1 No Derivatives over unvested or restricted Aussie Broadband Securities

Aussie Broadband People must not use, or allow to be used, any Derivatives in relation to any unvested Aussie Broadband Securities or vested Aussie Broadband Securities that are still subject to disposal restrictions.

The use of Derivatives over unvested Aussie Broadband Securities, or vested Aussie Broadband Securities that are still subject to disposal restrictions, can have the effect of distorting the proper functioning of these hurdles and reduce the intended alignment with shareholders' interests.

9.2 Derivatives over vested and unrestricted Aussie Broadband Securities

The appropriate use of Derivatives over vested and unrestricted Aussie Broadband Securities can encourage longer term holding of Aussie Broadband Securities and therefore increase with shareholders' interests. Accordingly, once Aussie Broadband Securities have vested and are not otherwise subject to disposal restrictions, Derivatives may be used in relation to those Securities.

Notwithstanding the above, the use of Derivatives over vested Aussie Broadband Securities, like any other trading in Aussie Broadband Securities, must comply with the law and with the other provisions of this policy, including in relation to short term trading, Blackout Periods and applicable notification and approval procedures.

9.3 Employee share schemes

As a result of an exception under the law, the insider trading prohibitions do not prevent an Aussie Broadband Person who is in possession of Inside Information from applying for/acquiring Aussie Broadband Securities under a Aussie Broadband employee equity incentive scheme (eg an option plan, restricted share plan, or share purchase plan).

However, if the Aussie Broadband Person has Inside Information, or a Blackout Period applies, the legal prohibitions will still prevent the Aussie Broadband Person from subsequently disposing of the Securities until the Inside Information has become generally available.

9.4 Additional Requirements for Directors and the Senior Leadership Group

Each Director, the Managing Director, Chief Technical Officer and Chief Financial Officer and their direct reports (in this policy, the '**Senior Leadership Group**') needs to take special care in relation to dealing in Aussie Broadband Securities due to the potential for adverse public perceptions to be formed.

Each year the Senior Leadership Group is required to confirm to the Company Secretary (or where the Company Secretary is a member of the Senior Leadership Group, then to the Chairperson) in writing that they are aware of, understand and have complied with this policy. They are also required to provide the holder identification number (**HIN**) and/or shareholder reference number (**SRN**) in respect of all relevant holdings of Aussie Broadband Securities.

9.5 Prior notification and approval procedure in relation to Aussie Broadband Securities

Each member of the Senior Leadership Group who wishes to trade in Aussie Broadband Securities must first seek approval in writing from the Chairperson and Company Secretary of Aussie Broadband (or delegate). In the case of the Chairperson and Company Secretary, approval must be obtained from the Managing Director.

Approval to trade will be confirmed in writing and is valid for five (5) business days (inclusive of the approval date) unless otherwise stated. Trading must not occur until approval has been granted in writing.

Approval is conditional on a confirmation of trade being provided to Company Secretary (or in the case of the Company Secretary, to the Chairperson) within two (2) days of the trade occurring.

It should be noted that approval of proposed trading is intended as a compliance monitoring function only, and is never an endorsement of the proposed trade or a confirmation regarding the absence of Inside Information or of compliance with applicable laws. Individuals remain responsible for their own investment decisions and their compliance with the law (including the insider trading prohibitions) and this policy.

In relation to Securities trading by close family members of the Senior Leadership Group, you should be aware of the negative perceptions that could arise if your family members trade in Aussie Broadband Securities during a Blackout Period. It is recommended that the Senior Leadership Group makes family members aware of this policy and encourages them to avoid trading during Blackout Periods.

The Senior Leadership Group does not need to follow the formal notification and approval procedure required by this policy where the disposal/acquisition of Securities arises from:

- the acceptance of a takeover offer or equal access buyback;
- the disposal of rights, or acquisition of Securities, pursuant to a pro rata issue;
- an acquisition of Securities pursuant to a dividend reinvestment plan; or
- the indirect or incidental trading that occurs as a result of trading units or shares in a managed investment scheme, listed investment company, exchange-traded fund or similar investment vehicle.

The Chairperson and Company Secretary may, from time to time, require other Aussie Broadband Persons to comply with the prior notification and approval process applying to the Senior Leadership Group (eg when they have access to information about, or are working on, a particular market-sensitive matter).

9.6 Restrictions applicable to financing equity

Financing equity poses risks to the compliance of the Senior Leadership Group with this policy, particularly where the terms of the financing arrangements may place these persons in a position of conflict with their obligations under this policy and/or with the insider trading laws (eg if a call is made under a margin loan which results in Securities being sold while the relevant person possesses Inside Information).

Accordingly, the following requirements apply in relation to financing arrangements with respect to Aussie Broadband Securities or Securities that are blacklisted:

- before entering into a financing arrangement, the relevant individual within the Senior Leadership Group must follow the notification and approval procedure outlined above; and
- they must ensure that the terms of the financing arrangements do not require, or allow for, the disposal of the relevant Securities at any time when this policy would prohibit the person from trading the relevant Securities (eg including an express prohibition on disposal being required or allowed in those circumstances)
- they must promptly inform the Chairperson and Company Secretary of Aussie Broadband (or, in his or her absence, the Managing Director) of any call that is made under the financing arrangements, and of the terms of that call).

Aussie Broadband may publicly disclose the terms and nature of any financing arrangements to which an Aussie Broadband director is a party, and the terms and circumstances of any call made or likely to be made under those arrangements.

9.7 Special requirements for directors

Aussie Broadband is required by law to disclose trading in its Securities by its directors, within a prescribed period after trades occur.

In order to facilitate Aussie Broadband's compliance with its disclosure and reporting obligations, each director of Aussie Broadband must notify the Company Secretary as soon as practicable after any trading in Aussie Broadband Securities occurs and, in any case, no more than two (2) days afterwards.

Aussie Broadband may also publicly disclose any Derivative positions over Aussie Broadband Securities taken out by an Aussie Broadband director.

These disclosures may be made irrespective of whether or not they are technically required by the ASX Listing Rules or the Corporations Act.

10. Key Terms used in this Policy

Aussie Broadband means Aussie Broadband Limited ACN 132 090 192.

Aussie Broadband Person means:

(a) each director, officer and employee of Aussie Broadband or a member of the Group; and

(b) each contractor and consultant to the Group or a member of the Group whose terms of engagement apply this policy to them.

Corporations Act means the *Corporations Act 2001* (Cth).

Derivative means**:**

(a) derivatives within the meaning given in section 761D of the Corporations Act (such as options, forward contracts, swaps, futures, warrants, caps and collars); and

(b) any other transaction in financial products that operates to limit the economic risk associated with holding the relevant securities.

Group means Aussie Broadband and each of its controlled entities.

Securities includes shares, options, rights, debentures, interests in a managed investment scheme, Derivatives and other financial products covered by section 1042A of the Corporations Act.

Trade or **Trading** includes an acquisition or disposal of Securities, or the grant of any encumbrance over the Securities, or the engagement in any other transaction involving a beneficial interest or a change in beneficial ownership of the Securities, or the entry into any agreement to do any of the above things.