

Securities Trading Policy

1. Purpose

The purpose of this policy is to establish a best practice procedure for dealing in securities that protects the Company and its personnel against the incorrect use, or the appearance of the incorrect use, of unpublished or confidential information (inside information) which could affect the value of the Company's securities.

A public company is bound by laws governing the conduct for buying, selling and otherwise dealing in that company's securities, which includes, the Corporations Act and ASX Listing Rules.

This policy sets out guidelines and rules covering restrictions on dealing in shares, options and other securities of Locality Planning Energy Holdings Limited ABN 90 147 867 301 (the **Company**) pursuant to the Corporations Act 2001 (Cth) 2001 (**Corporations Act**) and the ASX Listing Rules.

The policy applies to all Directors, executives and employees of the Company and their associates, including spouses, partners, children, family trusts and family companies, as well as all contractors, consultants, advisors, and auditors of the Company nominated by the Board as Restricted Employees (**Restricted Employees**).

A breach of this policy by a Restricted Employee will lead to disciplinary action, which may include the termination of personnel including Directors, executives, employees or other Restricted Employees in breach of this policy.

2. Insider trading prohibitions in the Corporations Act

2.1. What are insider trading prohibitions?

It is illegal to deal in LPE's securities while in possession of unpublished price sensitive information concerning the Company.

Under the Corporations Act a person with this information must not, and must not procure another person, to deal in the securities of the Company or enter into an agreement to deal in the securities of the Company.

Inside information is defined in the Corporations Act 2001 as information that:

- a. is not generally available; and
- b. if generally available (however not publicly available), a reasonable person would expect it to have an effect on the price or value of the securities of the Company;

In addition, inside information could also include:

- a. matters of speculation or supposition and matters relating to intentions or likely intentions of a person; and

- b. is regarded as being likely to have a material effect if it would, or would be likely to, influence persons who commonly invest in securities or other traded financial products in deciding whether or not to deal in the Company's Securities.

Inside Information can also be referred to as 'price-sensitive information'. It need not relate only to the Company. It could also be information about a customer, or supplier of the Company, or a party with whom the Company is discussing future opportunities or negotiating a significant transaction.

All Restricted Employees are prohibited from trading in the Company's securities while in the possession of unpublished price sensitive information concerning the Company. In addition, while in possession of unpublished price sensitive information, Restricted Employees must not advise others of the information or to trade in the Company's securities or communicate the information to another person with the possibility that the person may use the information to trade in, or procure someone else to trade in, the Company's securities.

2.2. Examples of Inside Information

A person may not apply to acquire or dispose of Securities or enter into an agreement to do any these while they are in possession of inside information

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may affect the price of the Company's securities:

- a. the Company considering a major acquisition or disposal;
- b. the threat of major litigation against the Company;
- c. the Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;
- d. a significant business development or a proposed change in the nature of the Company's business;
- e. a material change in financial circumstances;
- f. a management or business restructuring proposal;
- g. a share issue proposal;
- h. a material contract for the supply of the Company's services;
- i. a proposed change in the Company's dividend policy; or
- j. a major change to the Board or senior executives.

2.3. 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 (associates).

As an example, you cannot avoid the insider trading prohibition by arranging for a member of your family or a friend to deal in the Company's securities, nor may you give advice concerning inside information relating to the Company to others.

2.4. Information however obtained

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

2.5. Employees Share Schemes

The prohibition does not apply to acquisitions of shares or options by Directors, executives and employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.

However, the prohibition does apply to the sale of shares acquired under any employee share, securities or options scheme, and to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

2.6. Penalties

A person who trades in securities while they possess inside information or directly or indirectly communicates inside information to another person if the person knows, or ought to reasonably know that the other person would be likely to deal in those securities may be liable for both significant civil and criminal penalties including the imposition of an imprisonment term and/or significant fines.

3. Guidelines for Trading in the Company's Securities

All parties are prohibited to trade in the Company's securities at any time when they are in possession of any unpublished price sensitive information or potentially price sensitive information.

The prohibited trading period to which this Securities Trading Policy applies are periods where parties may be in possession of any unpublished price sensitive information when ASX Listing Rules for Continuous Disclosure (3.1A) are in operation, and any other period communicated by the Board from time to time (**Prohibited Period**).

3.1. Prohibited Periods

The Company has two types of Prohibited Periods: routine Prohibited Periods and ad hoc Additional Prohibited Periods. The Prohibited Periods and the Additional Prohibited Periods are together referred to as a "Prohibited Period" in this policy.

3.1.1 Prohibited Periods

There are certain fixed periods when information about the financial position or performance of the Company is being finalised for release to ASX, during which dealing in the Company's securities by Restricted Employees will generally be prohibited.

The following Prohibited Periods apply for the purposes of this policy:

- a. from 1 July (each year) until one (1) business day after the release of the Company's Annual Financial Report;
- b. from 1 January (each year) until one (1) business day after the release of the Company's Interim Financial Report;
- c. from 1 April (each year) until one (1) business day after the release of the Company's Q3 Quarterly Report;
- d. from 1 October until one (1) business day after the release of the Company's Q1 Quarterly Report; and
- e. from three (3) weeks (each year) before, until the next business day after the holding of any general meeting or extraordinary general meeting of shareholders.

3.1.2 Additional Prohibited Periods

The Company may, at its discretion, include Additional Periods where trading in securities is prohibited with notification by general announcement to all Directors, senior executives and employees. However, if a Director, executive, or employee is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at any time.

3.2. Notice and checking

Any Additional Prohibited Periods will be notified by the Company via email to everyone. You should check with the Chair or the Chief Executive Officer, to confirm that dealing/trading in Company Securities is permissible before contemplating trading in securities. The trading windows will generally be open other than the Prohibited Periods however you need to check in case any Additional Prohibited Period applies.

Notwithstanding anything to the contrary in this document, all Restricted Employees are required to obtain prior written clearance from their Designated Officer in accordance with the procedure described in item 6, before dealing or trading in the Company securities, even if the proposed transaction is outside of a Prohibited Period.

3.3. Exceptional Circumstances when trading may be permitted

A Restricted Employee may seek to trade in the Company Securities inside a Prohibited Period, subject to obtaining prior written clearance from the Chair, and with consideration to the following exceptional circumstances:

- a. if the Chair is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company, and the person seeking clearance is in severe financial hardship;
- b. if the Chair is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company, and there are other circumstances deemed

to be exceptional by the person granting the prior written clearance; or

- c. where trading is required for compliance with a court order or court enforceable undertakings, or for some other legal or regulatory requirement.

3.5 No Short-Term Speculation or Short Selling of Company's Securities

Directors, executives, and employees should not engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

Short-term means in less than a three-month period. This does not apply to selling shares shortly after exercising options or rights issued to the Restricted Employee by the Company.

3.6 Securities in other Companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is "price sensitive".

For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

3.7 Exceptions

Directors, executives, and employees may at any time:

- a. acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
- b. acquire Company securities under a bonus issue made to all holders of securities of the same class;
- c. acquire Company securities under a dividend reinvestment, or top up plan that is available to all holders of securities of the same class;
- d. acquire, or agree to acquire or exercise options under a Company Share Option Plan;
- e. withdraw ordinary shares in the Company held on behalf of the Director, senior executive or employee in an employee share plan where the withdrawal is permitted by the rules of that plan;
- f. acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
- g. transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
- h. make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
- i. where a restricted person is a trustee, trade in the securities of the Company 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;

- j. undertake to accept, or accept, a takeover offer;
- k. 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 and 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 and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- l. dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
- m. exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or
- n. trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this policy.
- o. 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 these options unless the sale of those shares occurs outside the periods specified in paragraph 4.1;
- p. were this to occur at a time when the person possessed inside information, then the sale of Company 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 the person possessed, and the person may not have made a profit on the sale. Where Company 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.

4. Other Restrictions

4.1. No Margin Lending or other Secured Financing Arrangements

- a. All parties to which this Securities Trading Policy applies are prohibited to enter into margin lending or other secured financing arrangements in relation to Company Securities. The grounds for this include that the terms may require Company Securities to be sold during a Prohibited Period or when the Restricted Employee possesses Inside Information.
- b. You should consult with the Chair or the Chief Executive Officer if you are uncertain as to whether an arrangement is prohibited under this policy, noting approval would still be required through the Chair in accordance with this Policy.

4.2. No Hedging

Subject to the law, all personnel and their related parties (as defined in the Corporations Act 2001) must not:

- a. enter into transactions or arrangements with anyone which could have the effect of limiting the exposure of the member to risk relating to an element of the member's remuneration that:
 - i. has not vested in the member; or
 - ii. has vested in the member but remains subject to a holding lock; or
 - iii. deal in financial products over or in respect of Company Securities, except for the type of dealing permitted by law or under this policy.

5. ASX Notification for Directors

The ASX Listing Rules require the Company to notify the ASX within five business days after any dealing in securities of the Company (either personally or through an associate) which results in a change in the relevant interests of a Director in the securities of the Company.

Directors must notify the Company Secretary of any trade in the Company's securities no later than three business days of such trade occurring so that the Company Secretary can comply with the ASX Listing Rules.

Where a Director is granted permission to trade within a Prohibited Period, the notification to ASX must state whether the trade was made during a Prohibited Period and the date on which that written approval was provided – prior to the trade occurring.

The Company Secretary will maintain a register of all trades and holdings in Company securities by Directors.

6. Request and Notification of Share Trading

The Company requires notification of any proposed share trading or transactions and requires the accompanying form (Security Trading Policy Request Form) to be duly completed when trading Shares.

- a. The Company will notify via email all Directors, executives and employees of any Additional Prohibited Periods when they are not permitted to buy or sell the Company's securities.
- b. All Restricted Employees must notify the Designated Officer of any proposed transaction by completing the Security Trading Request Form.
- c. Prior to completing any transaction or trading all Restricted Employees must have written clearance from the relevant Designated Officer
- d. The company will require all Restricted Employees to confirm trade and transaction of company securities as defined in the Security Trading Request Form.

Designated Officer means

- In respect of a Director, all Officers and Company Secretary the Chair
- In respect of the Chair two Independent Directors
- In respect of all other employees the Company Secretary

7. Compliance, Breaches & Reporting

Please note that no approval from the Company can protect you from the law where you deal, procure or inform while in the possession of Inside Information. The law is above the policy.

Compliance with this policy does not absolve any individuals this policy relates to from complying with the law, which must be the overriding consideration when trading in the Company's securities.

LPE does not tolerate misconduct relating to share trading and consequences of non-compliance with the Policy may result in disciplinary action, including however not limited to, possible termination of employment or engagement.

If a breach of the law does occur, individuals will be personally liable to pay fines and/or other penalties.

If you feel there has been a breach to this policy, you should report your concern to the Chair or Chief Executive Officer without hesitation.

Potential breaches will be reviewed independently by the Company Secretary in the first instance.

8. Awareness and training

The highest standards of corporate conduct are critical to the Company's reputation.

The Chief Executive Officer will set up appropriate processes, to promote compliance with this policy including an induction for new Restricted Employees and on-going training.

A copy of this policy will be available on the Company's website. It will be made available to employees and other persons as relevant.

9. Review and publication of this Policy

The Policy was approved by the Board on 26 March 2025.

The Board will review this policy periodically to ensure it remains relevant to the current needs of the Company and applicable legislative and internal changes or requirements.

This policy may be amended by resolution of the Board of the Company.

This policy is available on the Company's website.