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# Securities Trading Policy

Clime Investment Management Limited

This document is current as at 10 March 2023



INTEGRITY  
TRANSPARENCY  
CONVICTION

## Part A - Application

The Securities Trading Policy of Clime Investment Management Limited ('the Company') has been established to govern the trading in securities by its Directors, officers and employees (collectively "Employee").

In this policy:

- "Securities" includes shares as well as financial products issued or created over shares by third parties, structured financial products, swaps, futures contracts, contracts for differences, spread bets options, warrants, depositary receipts or other derivatives over or related to the performance of shares.
- "Trading" means:
  - Applying for, acquiring, or disposing of Securities or entering into an agreement to do so; or
  - Procuring someone else to trade in those securities or to enter into an agreement to do so; or
  - Communicating (directly or indirectly) information to another person if you know or ought reasonably to know that the other person would or would be likely to trade the securities or to procure someone else to do so.

The persons to whom this policy applies are set out below:

i) Trading in Group Securities includes:

- All Directors, officers and employees of the Company and its subsidiaries (collectively "the Group");
- Spouse or de facto partner of Directors, officers or employees of the Group;
- Children under 18 years of Directors, officers or employees of the Group; and
- Trustees of a trust of which Directors, officers or employees of the Group are beneficiaries.

Note: the provisions of this policy that apply to Group Securities held by former Employees apply until 6 months after the person ceases to be an Employee of the Company.

ii) Trading in Restricted Securities includes:

- All Employees of the Group;
- Spouse or de facto partner of Employees of the Group;
- Children under 18 years of Employees of the Group; and
- Trustees of a trust of which Employees of the Group are beneficiaries.

This policy applies to trading by any of the above persons on their own behalf, as agent for someone else or through third parties.

## Part B – Purpose

The *Corporations Act 2001* and the *ASX Listing Rules* prohibit Directors and employees from gaining advantage for themselves or for someone else through the improper use of their position. The *ASX Corporate Governance Principles and Recommendations* recommend that companies supplement those statutory and regulatory requirements with a formal policy governing trading practices and must disclose such policy.

To that end this policy is specifically designed to raise awareness and minimise any potential breach of the prohibitions on insider trading, either in substance or appearance. All Employees are required to conduct their personal investment activities in a manner that is lawful and avoids conflicts of interest between the Employees' personal interests and those of the Group and its clients.

## Part C – Policy Statement

All trading in Securities by Employees of the Group must be in accordance with this policy.

Consistent with laws and regulations, all Employees are prohibited in all circumstances from trading in securities at any time if they are in possession of non-public price sensitive information regarding the Group and its Securities whether or not it meets the requirements under this policy.

### What is "Price Sensitive Information"?

The *Corporations Act 2001* defines "information" as including:

- (a) Matters of supposition and other matters that are insufficiently definite to warrant being made known to the public; and
- (b) Matters relating to the intentions, or likely intentions, of a person.

Where such information would, or be likely to, influence persons who commonly acquire securities in deciding whether or not to acquire or dispose of a security, then that information is deemed price sensitive.

Examples of such information may include:

- Half-yearly or full year results
- A proposed alliance, joint venture or acquisition
- A proposed capital raising
- An unexpected potential liability e.g. material litigation

### Prohibitions

Employees, in all circumstances, are prohibited from trading in Securities where that trading amounts to "short-selling". For this purpose, "short-selling" amounts to disposing of Securities within 3 months of their acquisition.

## Part D – Trading Restrictions

### 1.1 Trading of Group Securities

For the purpose of this policy, “Group Securities” means any security in Clime Investment Management Limited, its subsidiaries and equity-accounted investments.

Employees may only trade in Group Securities if all the following requirements are met:

- (a) The black out period does not apply;
- (b) The Employee is not aware of or in possession of price sensitive information;
- (c) The Employee has followed the notice procedure set out below; and
- (d) The relevant approving officer has given consent to trade.

#### Exceptions

The following exceptions apply even if the Employee is in possession of price sensitive information:

- An acquisition of shares under the Employee Incentive Scheme.
- An acquisition of shares under a dividend reinvestment plan, provided the election to participate in the dividend reinvestment plan was made before the Employee came into possession of the price sensitive information.
- A transaction by a fund (including a superannuation fund) or a scheme where the assets of the fund or scheme are invested at the discretion of an unrelated third party; and
- The exercise of performance awards that have vested. Once vested, these must only be traded in accordance with this policy.

#### (a) Black Out Period

There may be 2 types of black out periods imposed:

##### I. *Automatic black out period*

- For the relevant half year, from 31 December until the commencement of the next trading day after release of the half year financial results; and
- For the relevant annual period, from 30 June until the commencement of the next trading day after release of annual financial results.

##### II. *Board-imposed black out period* – any period imposed by the Board by notice.

The Board maintains the right to lift all and/or part of a black out period, at its discretion. Notice of a decision to lift a black out period will be given to Employees via email within 1 business day.

Where there are special circumstances and an Employee wishes to trade during a black out period, that Employee must obtain the consent of the designated approving officer prior to trading. Consent to purchase will rarely be given, and an example of when consent to sell may be given is where the Employee is experiencing considerable financial hardship or has a financial commitment that cannot otherwise be satisfied.

#### (b) Price sensitive Information

The definition of price sensitive information is that given in Part C of this document.

### (c) Notice Procedure

All Employees must give written notification via the online Compliance system in accordance with the table set out below, in each of the following cases:

- (i) Prior notification of the intention to trade. The notification must be via the online Personal Share Trading Form.
- (ii) Log into the online Compliance System a copy of approved notification and copy of trade confirmation at the close of every month clearly indicating the security name and ticker code.
- (iii) Employees have 1 to 10 business days to trade. If a trade does not occur within this timeframe, the Employee is required to close off the trade request and state the reason for not trading.

Notification must include date of trading and volume of shares.

Directors must give written notification to the company secretary via email to be reported to ASX within 5 business days of the trade taking place.

### (d) Consent

The designated approving officer, in accordance with the table set out below, is required to notify the Employee of the consent to trade within 1 to 5 business days of receiving notification of the intention to trade. Where consent has not been given, the approving officer is under no obligation to reveal to the Employee his/her reasons for making that decision.

Employee	Designated Approving Officer
Chairman	Audit Committee Chair
Chief Executive Officer	Chairman/Fellow Director
All other Directors	Chairman/Fellow Director
Head of Investments	Chief Executive Officer/Chairman
All other employees	Head of Investments

## 1.2 Trading of Restricted Securities

For the purposes of this policy, "Restricted Securities" means any securities given such status by the Chief Executive Officer / Head of Investments, including but not limited to any security held by the Company or its subsidiaries, or any security for which acquisition by the Company or its subsidiaries is immediately pending.

A complete list of all securities given such status will be circulated amongst employees at least monthly; and an up-to-date list will be made available upon request to the Company Secretary.

Employees may only trade in Restricted Securities if all the following requirements are met:

- (a) The Employee is not aware of or in possession of price sensitive information;
- (b) The Employee has followed the notice procedure as set out in Part D, 1.1 (c) of this policy; and
- (c) The Employee is not, in effect, front running the intended trades of the Group. For the purposes of this policy, "front running" is the disposal or acquisition of a security immediately prior to the trade of that security by the Group.

### 1.3 Trading of Other Securities

For the purposes of this policy, “Other Securities” means any securities not already covered under the definition of “Group Securities” or “Restricted Securities”.

Employees may only trade in Other Securities if all the following requirements are met:

- (a) The Employee does not have price sensitive information; and
- (b) The Employee has confirmed the security is not a Restricted Security as per the most recent list that has been made available.

### Part E – Breaches

Insider trading is strictly prohibited by law and it is incumbent upon all Employees to uphold that prohibition.

Breaches of this policy will be viewed as gross misconduct and will lead to disciplinary action against the relevant Employee, including termination. Any Employee who becomes aware of a violation of this policy should immediately report the violation to the Company Secretary.

It should also be noted that, in some circumstances, the Company may be obliged to notify the relevant criminal or regulatory authorities of any actions which constitute a breach of this policy.