

**ASX Announcement**

Mayfield Childcare Limited (ASX:MFD)

6 March 2025

## Securities Trading Policy

Mayfield Childcare Limited (the “**Company**” or “**Mayfield**”) has completed a review and update of its Securities Trading Policy.

A copy of the revised Securities Trading Policy is attached in accordance with ASX Listing Rule 12.10.

The Securities Trading Policy can also be found on the Company’s website at:  
<https://investor.mayfield.com.au/investors/corporate-governance>

*This announcement is authorised for release by the Board.*

**For further information, please contact:**

**Tamara Barr**

Company Secretary

[tamara@csbcorpservices.com](mailto:tamara@csbcorpservices.com)





**MAYFIELD CHILDCARE LIMITED**

**ACN 604 970 390**

**(Company)**

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## **SECURITIES TRADING POLICY**

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(Approved by the Board on 31 January 2025 with effect from 1 March 2025)



## 1. Background

Mayfield Childcare Limited (the Company) is listed on the Australian Securities Exchange (ASX) and has significant obligations under the *Corporations Act 2001* (Cth) (Corporations Act) and the ASX Listing Rules in relation to Insider Trading prohibitions.

## 2. Purpose

The purpose of this Securities Trading Policy (Policy) is to outline the requirements for Employees, Designated Officers and Connected Persons of the Company when Trading in Securities, including:

- (a) when Employees, Designated Officers and Connected Persons must not Trade in Company Securities;
- (b) when Employees, Designated Officers and Connected Persons must not Trade in Securities of another entity;
- (c) Trading in securities prohibited by law; and
- (d) certain limited exceptions.

This Policy is also intended to ensure that public confidence is maintained in the reputation of the Company and its related bodies corporate, the Directors and Employees of the Company and in the Trading of the Company's Securities.

## 3. Scope

This Policy applies to all Employees and Designated Officers of the Company as well as their Connected Persons.

Employees and Designated Officers must take appropriate steps to ensure that they and their Connected Persons do not breach this Policy.

## 4. Defined terms

- ASX** means ASX Limited or the financial market operated by it, as the context requires.
- Board** means the directors of the Company from time to time, acting as a board.
- Clearance** means permission given to a Designated Officer, Employee, or Connected Person to trade in Company Securities as required by this Policy.
- Clearance Officer** means:
- (a) for an Employee, the Company Secretary;
  - (b) for a Designated Officer who is not a director, the Company Secretary;
  - (c) for the Company Secretary, the Chairperson of the Board;
  - (d) for a director (except the Chairperson of the Board), the Chairperson of the Board;
  - (e) for the Chairperson of the Board
  - (f) for a Connected Person, the Clearance Officer of his or her Principal.
- Company** means Mayfield Childcare Limited ACN 604 970 390.
- Company Securities** include Securities and Derivatives of the Company.
- Connected Person** means someone that a Designated Officer or Employee (**the Principal**) can be regarded as having investment control or influence over, including:



- a) a family member of the Principal (including a child);
- b) a nominee of the Principal (including an investment manager managing funds on the Principal's behalf);
- c) a trust of which the Principal, or any family member, or any family-controlled company is the trustee or beneficiary;
- d) a person in partnership with the Principal or a connected person mentioned above; and
- e) a company that the Principal controls.

**Corporations Act** means the *Corporations Act 2001* (Cth), as amended or modified from time to time.

**Derivatives** has the meaning given in the Corporations Act and includes the following if they relate to or derive their value from Company Securities: put or call options, forward contracts, futures, warrants, depositary receipts, structured financial products, swaps, contracts for difference, spread bets, caps and collars, and any other hedging or investment arrangement.

**Designated Officer** means any director of the Company and each other person with authority and responsibility, whether direct or not, for the planning, direction and control of the Company's activities (i.e. key management personnel and directors).

**Employees** include, in addition to Group employees, any contractor or consultant whose terms of engagement incorporate this policy.

**Group** means the Company and its controlled entities.

**Inside Information** has the meaning given in section 5.

**Open Trading Window** means a time period approved by the Board in which Employees may freely trade in Company Securities.

**Securities** include shares (including but not limited to ordinary and preference shares), debentures, any legal or equitable right or interest in shares or debentures, options, convertible notes, Derivatives, interests in managed investment schemes and other financial products.

**Short Term Nature** means any purchase and sale of Company Securities where both transactions occur within a period of three months or less.

**Trade and Trading** means:

- (a) applying for, acquiring or disposing of, Securities;
- (b) entering into an agreement to do so; or
- (c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of Securities.

Trading in Company Securities can include, but is not limited to:

- (a) buying or selling Company Securities by way of an on-market or off-market transaction;
- (b) granting, acquiring or disposing of a beneficial interest in Company



- Securities, such as through a trust that holds Company Securities;
- (c) applying for, acquiring or exercising options or rights over Company Securities;
  - (d) acquiring Company Securities (or an interest in them) under any employee share plan operated by the Company;
  - (e) accepting, or taking up entitlements under, a dividend reinvestment plan, rights issue, bonus issue, share purchase plan or any other offer of Securities made by the Company;
  - (f) accepting an offer under a takeover bid for Company Securities;
  - (g) entering into a Derivative; and
  - (h) agreeing to do any of the above things.

## **5. What is Inside Information?**

- (a) Inside Information is information that:
  - i. is not generally available; and
  - ii. if it were generally available, would, or would be likely to, influence persons who normally invest in securities in deciding whether to acquire or dispose of the relevant securities.
- (b) Information is generally available if it:
  - i. is readily observable;
  - ii. has been made known in a way that is likely to bring it to the attention of persons who normally invest in the relevant type of securities, and a reasonable time for the information to be circulated has since passed; or
  - iii. consists of deductions, conclusions or inferences drawn from information that has been made known in that way or is readily observable.

Inside Information may also include matters of supposition or rumours that are not yet certain, including matters relating to a person's intentions or likely intentions.

Inside Information is also likely to be material price-sensitive information. For the Company's Policy in relation to meeting its continuous disclosure obligations, please refer to the Continuous Disclosure Policy.

## **6. Trading Restrictions**

### **6.1 All Employees – no trading when in possession of Inside Information**

All Employees and their Connected Persons must not, in any circumstances, Deal or procure another person to Deal in Company Securities or Securities of another entity if they have Inside Information in relation to Company Securities or Securities relating to that other entity.

### **6.2 Designated Officers – no Trading during Closed Periods**

Designated Officers and their Connected Persons must not deal or procure another person to Deal in the Company's Securities during the following Closed Periods:

- (a) the period commencing one month prior to the scheduled release of the Company's half yearly results to ASX and ending 24 hours after such release; and
- (b) the period commencing one month prior to the scheduled release of the Company's full year results to ASX and ending 24 hours after such release; and



- (c) the period commencing two weeks prior to the Company's annual general meeting and ending 24 hours after the annual general meeting; and
- (d) any additional period that the Board may specify from time to time.

The Closed Period Trading prohibition does not limit any other obligations prescribed by this Policy.

The Company Secretary will endeavour to notify each Designated Officer of times when he or she is permitted to trade Company Securities.

### **6.3 Designated Officers – no short-term Trading**

A Designated Officer and their Connected Persons must not Trade in Company Securities on considerations of a Short-Term Nature.

### **6.4 All Employees – no margin lending arrangements**

Margin loans to support an investment in Company Securities can compromise compliance with this Policy, as the loan's terms may compel the sale of Company Securities during a Closed Period or when the Employee or Designated Officer has relevant Inside Information.

Employee and Designated Officers are prohibited from entering into margin loan arrangements to fund the acquisition of Company Securities or in relation to which Company Securities may be used as security against loan repayment.

### **6.5 All Employees – no hedging**

Hedging includes entering into transactions in financial products that operate to limit the economic risk associated with holding Company securities. Hedging of Company Securities by an Employee or their Connected Persons is subject to restrictions under the Corporations Act.

Under this Policy, hedging of Company securities by an Employee or their Connected Persons is subject to the following rules:

- (a) the hedge transaction must not be entered into, renewed, altered or closed out when the Employee (or their Connected Person) is in possession of Inside Information;
- (b) Company securities acquired under a director or employee incentive plan must never be hedged prior to the vesting;
- (c) Company securities must never be hedged while they are subject to a holding lock or restriction on trading under the terms of any employee, executive or director equity plan operated by the Company; and
- (d) Employees are permitted to hedge their vested and unrestricted Company securities provided that the hedge transaction is treated as a dealing in Company securities for the purposes of this Policy, and the relevant approvals and notifications required under section 7.3 are made on that basis.

### **6.6 All Employees – restrictions on Derivatives**

The Company may grant Securities, options or performance rights to its employees as part of their remuneration entitlements. These granted will usually be subject to the satisfaction of performance or time-based hurdles before they vest in the Employee or Designated Officer. The use of Derivatives over unvested Company Securities may allow value to be realised from those Securities even if performance hurdles have not been met. This would break the intended connection between staff performance and shareholder best interests.

Accordingly, Employees and Designated Officers are not permitted to use Derivatives in relation to any unvested Company Securities in any way.



Employees and Designated Officers may use Derivatives in relation to vested Company Securities, provided any Trading complies with the balance of this Policy.

## **6.7 Exceptional Circumstances**

If a Designated Officer or their Connected Person needs to Trade in Company Securities during a Closed Period due to exceptional circumstances, and is not in possession of any Inside Information, then the Designated Officer may apply in writing to the Clearance Officer as outlined in section 7.2.

Clearance will only be granted if the Designated Officer or their Connected Person's application is accompanied by sufficient evidence (in the opinion of the Clearance Officer) that the Trading of the relevant Securities is the most reasonable course of action available in the circumstances.

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

If Clearance is granted, the Designated Officer or Connected Person will be notified in writing (which may include notification via email) and in each circumstance the duration of the Clearance to Trade in Company Securities will be two business days.

Unless otherwise specified in the notice, any Trading permitted under this section 6.7 must comply with the other sections of this Policy (to the extent applicable).

## **7. Requirements when Trading**

### **7.1 All Employees – inside information**

An Employee (who is not a Designated Officer) or their Connected Person may Trade or procure another person to Trade in Company Securities if he or she does not have Inside Information in relation to Company Securities.

### **7.2 All employees – Open Trading Window**

At its discretion, the Company may advise Employees that the Company is in an Open Trading Window for a specific period. During an Open Trading Window, Designated Officers are able to Trade or procure another person to Trade in Company Securities without the requirement to request clearance as outlined in section 7.3.

Generally, an Open Trading Window is only available in the following instances and remains at the Board's discretion:

- (a) The 4-week period commencing 10.00am on the next trading date after the announcement to the ASX of the Audited Half-Year Report;
- (b) The 4-week period commencing 10.00am on the next trading date after the announcement to the ASX of the Audited Full-Year Report;
- (c) Any other period the Board determines.

The Board may at any time determine that an Open Trading Window is closed.

Designated Officers must notify the Company Secretary of any trading undertaken during an Open Trading Window.

Employees must ensure that they are not in possession of Inside Information in relation to Company Securities when trading in an Open Trading Window.



### 7.3 Designated Officers – requesting clearance

A Designated Officer or their Connected Person may Trade or procure another person to Trade in Company Securities outside of the Closed Periods outlined in section 6.2 and the Open Trading Windows outlined in section 7.2 if they do not have Inside Information in relation to Company Securities and the Clearance Officer has provided Clearance for trading.

If a Designated Officer proposes to Trade in Company Securities outside of a Closed Period or Open Trading Window they must, prior to such Trading, provide:

- (a) written request of their intention to Trade to the Clearance Officer; and
- (b) confirmation that they are not in possession of Inside Information,

Written notice must be provided to the Clearance Officer by the Designated Officer (a template request is included in Appendix A) and must:

- (a) be in writing and given by hand or email to the Clearance Officer at least three business days prior to the proposed Trade in Company Securities;
- (b) set out the number of Company Securities proposed to be traded, and whether the proposed Trade will be on-market or off-market;
- (c) a declaration that the Designated Officer does not believe they have any inside Information; and
- (d) where relevant, sufficient information to demonstrate exceptional circumstances and that the proposed disposal is the only reasonable course of action available to the applicant.

### 7.4 Clearance Officer – providing clearance

The Clearance Officer will review the Trading request and provide an outcome to the Designated Officer.

The outcome:

- (a) must be in writing and may be given by hand or emailed as soon as practicable;
- (b) will only be given if the Clearance Officer is satisfied that the applicant has no Inside Information and, where relevant, that the circumstances are exceptional;
- (c) cannot extend for more than five business days (with the effect that the relevant sale or disposal must be commenced within that period); and
- (d) lapses immediately if the applicant acquires Inside Information.

In the case of exceptional circumstances, the Clearance Officer has discretion to determine that circumstances other than those outlined in section 6.7 warrant clearance.

The Clearance Officer may delegate their authority in writing to an appropriate person in the event of illness or absence.

Clearance will not be granted:

- (a) retrospectively;
- (b) if there is a matter about which there is Inside Information in relation to Company Securities (regardless of whether the applicant is aware of it) when Clearance is requested; or
- (c) if there is other reason to believe that the proposed Trading breaches this policy.

The Clearance Officer must:

- (a) keep a written record of:



- (i) any information or request received in connection with this Policy; and
- (ii) any Clearance given; and
- (b) send a copy of that record to the Company Secretary for keeping.

If Clearance is granted by the Clearance Officer, Designated Officers and their Connected Persons remain responsible for their compliance with this Policy and the Corporations Act.

## 7.5 Designated Officer – providing confirmation of Trade

Once clearance has been granted by the Clearance Officer as per sections 7.2 and 7.3, the Designated Officer must provide the Clearance Officer with a transaction confirmation as soon as practicable after the Trade has occurred. This is to assist the Company in complying with its continuous disclosure obligations under the ASX Listing Rules.

## 8. Trading excluded from this Policy

The following types of trading in Company Securities are generally excluded from the operation of this Policy, but remain subject to the overriding Insider Trading prohibitions outlined in section 6.1:

- (a) Transfers of securities between an Employee or Designated Officer and their Connected Persons (such as a spouse, minor child, family company or family trust) or by a Designated Officer to their superannuation fund, in respect of which prior written clearance has been provided in accordance with this Policy;
- (b) A disposal of securities arising from the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
- (c) Trading that results in no material change to the beneficiary interest in the Company Securities (for example, transfers of Company securities already held into a superannuation fund or trust of which the Employee or Designated Officer is a beneficiary)
- (d) A disposal of right acquired under a pro-rata issue;
- (e) An acquisition of securities under a pro-rata issue;
- (f) Trading in Company Securities under an offer or invitation made by the Company to all or most of its ordinary shareholders – such as an offer or invitation under a rights issue, bonus issue, share purchase plan, dividend reinvestment plan, equal access buy-back or in lieu of a cash dividend (and including, without limitation, decisions relating to whether or not to take up entitlements, and the sale of entitlements required to provide for the take-up of the balance of entitlements, under a renounceable rights issue) – or under an equal reduction of capital undertaken by the Company;
- (g) Trading in units of or interests in, a fund or other scheme (other than a scheme investing primarily in Company Securities) whereby the assets of that fund or scheme are invested at a third party's sole discretion;
- (h) where the Designated Officer or their Connected Person is the trustee of a trust, Trading in Company Securities by that trust provided that neither the Designated Officer nor any Associate is a beneficiary of the trust and any decision to trade during a prohibited period is taken entirely independently of the Designated Officer or their Associate;
- (i) disposal of Company Securities effected by a change in the trustee of a trust;
- (j) accepting an offer to acquire Company Securities, or acquiring Company Securities, under any employee share plan that the Board from time to time determines is a plan to which this section 8 applies;
- (k) the exercise (but not the sale of Company Securities following exercise) of an option or right under an employee share plan, or the conversion of a convertible security, where the final date for exercise or conversion falls during a prohibited period; and the Company has been in an exceptionally long prohibited period or has had a number of consecutive prohibited periods and exercise or conversion could not reasonably have occurred outside a prohibited



period; or

- (l) the forfeiture, lapse, cancellation or surrender of Company Securities under an employee share plan.

## **9. Breach**

A breach of this policy is serious and may lead to disciplinary action, up to and including dismissal.

## **10. Assistance and additional information**

Anyone who has information that they consider might be Inside Information and is unsure whether they can Trade in Company Securities or Securities of another quoted entity should contact their Clearance Officer for assistance and additional information.

## **11. Distribution**

This policy must be distributed to all Employees and Designated Officers.

## Appendix A – Template request for Clearance

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[insert date]

[insert name of relevant Clearance Officer]

Mayfield Childcare Limited

PO Box 2214 Wattletree Road

Malvern East VIC 3145

### TRADING OF COMPANY SECURITIES

In accordance with clause 10 of Mayfield Childcare Limited's Securities Trading policy, I give notice to you that I am proposing to Trade in Company Securities in the following manner:

- ☐ Buy Company Securities
- ☐ Sell Company Securities
- ☐ Transfer Company Securities vested under an Equity Incentive Plan to me
- ☐ Transfer Company Securities to a related party (e.g. family company, trust or superannuation fund)
- ☐ Exercise options over Company Securities
- ☐ Utilise Derivatives

The number of securities that I propose to Trade in is [insert number]. The transaction will be carried out [~on-market/~off-market].

I confirm that I have no insider information and will comply with the balance of Mayfield Childcare Limited's Securities Trading Policy in relation to my Trading.

I agree to notify the Company Secretary of the results of this action for the purposes of disclosure in the annual report or to ASX.

Please confirm that I am cleared to Trade in Company Securities.

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[Designated Officer/Employee/Connected Person]

Date: \_\_\_\_\_

I confirm that subject to you not gaining any Inside Information, you are authorised to Trade in Company Securities within a [5] business day window starting on [insert date] and ending on [insert date] as outlined above.

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Clearance Officer

Date: \_\_\_\_\_