



# Securities trading policy

a2a GN Ltd (ACN 621 583 882)

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# Securities trading policy

a2a GN Ltd

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**#Note:** This is an important policy. It sets out when directors and employees can trade in the securities of a2a GN Ltd (**a2a GN**), as well as other companies which may have dealings with a2a GN. It also provides an outline of the law about insider trading.

It is important that you read and understand this Policy. If you are unsure about any of the terms of this Policy, or if you do not understand the summary of the law about insider trading, please obtain independent legal advice before dealing in the securities of the Company. Alternatively, you can contact the Company secretary for more information.

## 1 Who does this Policy apply to

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- 1.1 This Policy applies to all employees of a2a GN Ltd (ACN 621 583 882) (**Company** or **a2a GN Ltd**), including directors, senior management, consultants and contractors. These individuals are referred to as Employees in this Policy.
- 1.2 An Employee who is prohibited from trading under this Policy must not trade through any member of their family, or through a trust or company over which they have influence or control.

## 2 Which securities does this Policy apply to

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- 2.1 This Policy applies to all securities issued by a2a GN of any kind, including ordinary or preference shares, debentures, convertible notes, options and hedging or derivative instruments.
- 2.2 This Policy also covers trading in the securities of other companies if:
  - (a) the company is a joint venture or collaborative partner of a2a GN ;
  - (b) a2a GN has made (or is planning to make) a takeover offer; or
  - (c) a2a GN has a substantial interest (5% or more) in the company.
- 2.3 For the purposes of this Policy, all the securities referred to above are called a2a GN Securities.
- 2.4 The circumstances in which this Policy does not apply are set out in paragraph 8.

## 3 Restrictions on trading in a2a GN Securities

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- 3.1 This paragraph sets out the circumstances in which Employees cannot trade in a2a GN Securities.

### Inside information

- 3.2 If you are an Employee, you must not trade if you have inside information. Paragraph 4.2 of this Policy outlines what constitutes 'inside information'.

- 3.3 If you trade in a2a GN Securities while you have inside information, not only are you in breach of this Policy, but you may also be in breach of the insider trading provisions of the Corporation Act, which is a criminal offence.

#### **Restricted Periods**

- 3.4 If you are an Employee, you must not trade during a Restricted Period.
- 3.5 A Restricted Period is the period:
- (a) between 1 January and the day of release of the Appendix 4D Half Year Report to NSX;
  - (b) between 1 July and the day of release of the Appendix 4E Full Year Report to NSX; and
  - (c) any other period which the Board resolves.
- 3.6 Outside of the Restricted Periods above, you may trade in a2a GN Securities so long as you are not prohibited from trading under another rule in this Policy.

#### **Speculative Trading**

- 3.7 If you are an Employee, you must not trade in a2a GN Securities for short term or speculative gain.

## **4 Inside information**

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- 4.1 Paragraph 4 sets out what is meant by 'inside information', as well as a summary of insider trading.

#### **What is inside information**

- 4.2 Inside information is information that is not generally available, and which, if it were generally available:
- (a) a reasonable person would expect it would have a material effect on the price or value of a2a GN Securities; or
  - (b) would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of a2a GN Securities.
- 4.3 Information is considered 'generally available' if it is readily observable, or if it has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type.

#### **Restrictions on using inside information**

- 4.4 Paragraph 3.2 of this Policy prohibits you (as an Employee) from trading in a2a GN Securities if you have inside information.
- 4.5 The Corporations Act also makes insider trading illegal. You commit an offence if you have information about a company which you know to be, or ought reasonably know to be, inside information and you:
- (a) trade in that company's securities;
  - (b) procure another person to trade in that company's securities; or

- (c) communicate the information, directly or indirectly, to another person who you know, or ought reasonably to know, is likely to trade in those securities or procure another person to trade in those securities.

4.6 Insider trading is prohibited at all times.

## 5 Authorised trading

- 5.1 If you wish to trade in a2a GN Securities during a Restricted Period, you may apply for permission to trade if exceptional circumstances exist. This is called Written Clearance.

### Who can give Written Clearance

- 5.2 An Authorised Officer can give Written Clearance. The Authorised Officer changes depending on who is seeking Written Clearance. The table below sets out who is an Authorised Officer.

Person seeking Written Clearance	Authorised Officer
The Chairman	Another non-executive director
The CEO, or a director other than the Chairman	The Chairman, or in the absence of the Chairman, a non-executive director nominated by the Chairman
Any other person	The CEO, or in the absence of the CEO, a non-executive director nominated by the CEO

### When can Written Clearance be given

- 5.3 Written Clearance can only be given if the proposed trade:

- (a) is not:
  - (i) contrary to law;
  - (ii) for speculative gain;
  - (iii) to take advantage of inside information; or
  - (iv) likely to be seen by the public, press, other shareholders or NSX as unfair; and
- (b) exceptional circumstances exist justifying the issue of the Written Clearance.

### What are exceptional circumstances

- 5.4 What constitutes an exceptional circumstance is a matter for the discretion of the Authorised Officer. However, exceptional circumstances may exist if the proposed trade is:
- (a) to realise cash in a time of financial hardship;
  - (b) to comply with the requirement of a court order or enforceable undertaking; or
  - (c) sought because delaying the trade would:
    - (i) cause greater financial hardship;

- (ii) be exceptionally detrimental to the person's family affairs; or
- (iii) be a breach of a court order.

## **6 Notification of trades**

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- 6.1 If you trade in a2a GN Securities you must notify the company secretary of the details of all completed transactions within fourteen days after each transaction. This is necessary whether or not Written Clearance was required before trading. The Company secretary maintains a register of securities transactions under this Policy.

### **Trading by directors**

- 6.2 If you are a director and trade in a2a GN Securities, you must notify the Company secretary as soon as practicable so that the Company can notify NSX of the trade.

## **7 Restrictions on certain arrangements over securities**

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You must also not:

- (a) use a2a GN Securities in connection with a margin loan or similar financing arrangement or product which may be subject to a margin call or loan to value ratio (LVR) breach;
- (b) engage in hedging arrangements, deal in derivatives or enter into other arrangements which limit the economic risk related to a2a GN Securities (including, for example, the use of put and call options, contracts for differences and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of a2a GN Securities) unless you have Written Clearance (as set out in paragraph 5 of this Policy); or
- (c) enter into any arrangement of the nature described in paragraph 7(a) or (b) above if to do so would be in breach of the Corporations Act.

## **8 Securities to which this Policy does not apply**

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This Policy does not apply to:

- (a) a transfer of a2a GN Securities already held by you into a superannuation fund or other saving scheme of which you are a beneficiary;
- (b) undertakings to accept, or the acceptance of, a takeover offer;
- (c) trading under an offer or invitation made to all or most of the existing security holders in a company, such as a pro-rata rights issue, a security purchase plan, a dividend or distribution reinvestment plan or an equal access buy-back; or
- (d) the exercise (but not the sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, if the final date for the exercise of the option or right, or the conversion of the security, falls during a Restricted Period.

## 9 Glossary

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<b>Term</b>	<b>Definition</b>
<b>a2a GN Securities</b>	means securities to which this Policy applies identified in paragraph 2, but excluding securities identified in paragraph 8.
<b>Authorised Officer</b>	means the person identified in paragraph 5.2.
<b>Board</b>	means the Company's board.
<b>CEO</b>	means the executive officer (by whatever title known, whether chief executive officer, managing director or otherwise) with sole responsibility for the strategic and operational management of the Company.
<b>Chairman</b>	means the chairman of the Board.
<b>Company</b>	means a2a GN Ltd and, as the context requires, its controlled entities.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Employee</b>	means a person to whom this Policy applies identified in paragraph 1.1.
<b>NSX</b>	NSX Limited (ABN 98 008 624 691) or the National Securities Exchange (as the context requires).
<b>Policy</b>	means this document or any amending or replacement document.
<b>Restricted Period</b>	means the periods identified in paragraph 3.5.
<b>Written Clearance</b>	means the authority in written or electronic format to trade given under paragraph 5.