

**ASX Announcement****Qualitas Limited (ASX: QAL)****24 February 2023****Qualitas Limited – Updated Securities Trading Policy**

Qualitas Limited (ASX: QAL) (**Company**) provides the attached updated Securities Trading Policy, in accordance with Listing Rule 12.10.

Authorised for release by the Company Secretary.

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## About Qualitas

Qualitas Limited (**Qualitas**) is an ASX-listed Australian alternative real estate investment manager, with committed funds under management of circa A\$5.8 billion<sup>1</sup> across credit and equity fund mandates, specialising in real estate private credit and real estate private equity sectors.

Founded in 2008, the firm has since inception invested in or financed assets valued at over A\$15 billion<sup>2</sup>. The firm invests in real estate private credit, opportunistic real estate private equity, income producing commercial real estate and build-to-rent residential. Qualitas manages discretionary funds on behalf of institutional, wholesale and retail clients in Australia, Asia, and Europe.

Qualitas' objective is to provide Shareholders with attractive risk-adjusted returns through a combination of regular and growing dividend income and capital growth. Qualitas has approximately 80 investment and fiduciary professionals, with a strong focus on risk mitigation and management through its robust risk management and governance frameworks, and its operating structure and procedures.

## Disclaimer

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<sup>1</sup> As at 31 December 2022

<sup>2</sup> As at 30 June 2022



# Securities Trading Policy

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Qualitas Limited ACN 655 057 588

**(Company)**

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# Securities Trading Policy

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## 1. Background

- 1.1 The principal insider trading prohibition is section 1043A of the Corporations Act. Subject to limited exceptions, it prohibits a person (insider) who has Inside Information relating to Company Securities or the quoted Securities of another entity from:
- (a) Dealing in relevant Securities;
  - (b) procuring another person to Deal in the relevant Securities; or
  - (c) in relation to quoted Securities, communicating, directly or not, Inside Information to someone else when the insider knows, or ought reasonably to know, that the other person would or is likely to:
    - (i) Deal in relevant Securities; or
    - (ii) procure another person to do so.
- 1.2 It does not matter how the insider received the information.
- 1.3 Insider trading is a criminal offence, punishable by substantial fines or imprisonment or both. The Company may also be liable if a Designated Officer or Employee engages in insider trading.
- 1.4 Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties, and order compensation paid to persons suffering related loss or damage and impose banning orders prohibiting participation in the management of a corporation.

## 2. Interpretation

Capitalised words and phrases are defined terms. For definitions, see clause 16.

## 3. Introduction

- 3.1 Securities of the Company are quoted on the Australian Securities Exchange (**ASX**).
- 3.2 This policy outlines:
- (a) when Designated Officers, Employees and Associates must not Deal in Company Securities;
  - (b) when Designated Officers, Employees and Associates must not Deal in quoted Securities of another entity; and
  - (c) certain limited exceptions.

## 4. 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 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 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.
- (c) Inside Information is also called 'material 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.
- (d) In order to minimise the risk of insider trading, the Company must immediately disclose to the ASX material price-sensitive information not otherwise excluded from disclosure, as set out in the Company's Market Disclosure Policy.
- (e) Material price-sensitive information is Inside Information even if it does not trigger a disclosure obligation under the continuous disclosure regime.

## 5. What is Dealing in Securities?

5.1 Dealing in Securities includes:

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

5.2 Dealing 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 Company Securities) 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.

## 6. Who this policy applies to

6.1 Unless otherwise stated, this Policy applies to:

- (a) all Designated Officers of the Group;
- (b) all Employees; and

(c) Associates of Employees and Designated Officers.

6.2 It is the responsibility of Employees and Designated Officers to ensure their Associates are aware of the requirements of this Policy and they must take reasonable steps to ensure their Associates comply with the requirements.

## 7. General prohibition for Inside Information in contravention of the Insider Trading Prohibitions

7.1 A Designated Officer, Employee and their Associates must not, in any circumstances in contravention of the Insider Trading Provisions, Deal or procure another person to Deal in Company Securities or quoted Securities of another entity if they have Inside Information in relation to Company Securities or Securities relating to that other entity.

7.2 A Dealing that would otherwise contravene any of the Insider Trading Prohibitions will not contravene those Prohibitions if the Dealing falls within an exception under the Corporations Act or an exemption under the Corporations Regulations. An example of an exemption is:

(a) applications for; and

(b) acquisitions under those applications of,

Company Securities by (or by a trustee for) Employees under a scheme established solely or primarily for the benefit of the Employees, such as the acquisition by way of issue of Company Securities on the exercise or vesting of options and performance rights held by or by a trustee for Employees.

## 8. When an Employee, Designated Officer or their Associates may Deal

8.1 An Employee, a Designated Officer or their Associates may Deal in Company Securities if each of the following applies or occurs:

(a) the Dealing would not contravene any of the Insider Trading Prohibitions;

(b) they Deal in Company Securities during the one month period beginning at the close of trading on the day after the dates on which:

(i) the Company announces its half-yearly results to the ASX;

(ii) the Company announces its full year results to the ASX; and

(iii) the Company holds its annual general meeting (assuming an update of the full year's results is given at the meeting);

or any additional periods determined by the Board from time to time; and

(c) they have complied with clause 9.

8.2 An Employee, a Designated Officer or their Associate may also Deal in Company Securities if each of the following applies or occurs:

- (a) the Dealing would not contravene any of the Insider Trading Prohibitions;
  - (b) if they have complied with clause 9; and
  - (c) they have sought and received Clearance from the Clearance Officer due to the following exceptional circumstances:
    - (i) if a person is required by court order, or enforceable undertaking (e.g. in a bona fide family settlement) to transfer or sell Company Securities or there is another overriding legal requirement to do so;
    - (ii) if a person has a pressing financial commitment that cannot otherwise be satisfied, that failure to meet that financial commitment would cause material prejudice to that person and all reasonable alternatives have been investigated; or
    - (iii) any other circumstances determined by the relevant Clearance Officer that warrant the granting of a Clearance.
- 8.3 The availability of any trading window may be varied, suspended or terminated by the Board at any time.
- 8.4 Periods other than those designated in or under clause 8.1(b) are prohibited periods.
- 8.5 Clause 8.1 does not apply to Dealing by an Employee, a Designated Officer or their Associate that involves or results directly from any of the following, provided that the Employee, Designated Officer or Associate (as the case may be) has provided notification to the relevant Clearance Officer:
- (a) Dealing 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;
  - (b) undertaking to accept, or accepting, an offer for Company Securities made under a takeover bid or disposing of Company Securities under a court-approved compromise or arrangement under Part 5.1 of the Corporations Act;
  - (c) Dealing in units of or interests in, a fund or other scheme (other than a scheme investing primarily in Company Securities) where the assets of that fund or scheme are invested at a third party's sole discretion;
  - (d) where the Employee, Designated Officer or their Associate is the trustee of a trust, Dealing in Company Securities by that trust provided that neither the Employee, 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 Employee, Designated Officer or their Associate (as the case may be);
  - (e) disposal of Company Securities effected by a change in the trustee of a trust;
  - (f) 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 clause applies;
  - (g) the exercise (including automatic exercise on vesting, 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;

- (h) the forfeiture, lapse, cancellation or surrender of Company Securities under an employee share plan; or
- (i) an off-market transaction involving the transfer or other disposal of Company Securities between an Employee, Designated Officer or Associate and any of the following:
  - (i) an Associate of the relevant Employee or Designated Officer (or, in the case of an Associate, the Employee or Designated Officer);
  - (ii) a company, trust or other entity over which the relevant Employee, Designated Officer or Associate of that Employee or Designated Officer has control or significant influence (whether alone or jointly with any of their Close Associates); or
  - (iii) a superannuation fund or other pension or saving scheme in which the relevant Employee, Designated Officer or an Associate of that Employee or Designated Officer is a beneficiary.

8.6 All such Dealing is subject to the overriding insider trading prohibition – that is, an Employee Designated Officer or Associate must not Deal if they possess Inside Information in relation to Company Securities and the Dealing would contravene any of the Insider Trading Prohibitions.

8.7 An Employee, Designated Officer may Deal in the quoted Securities relating to another entity if the Dealing would not contravene any of the Insider Trading Provisions as they apply in relation to those Securities and such entity is not designated by the Clearance Officer as an embargo entity in respect of which no Dealing is permitted.

## 9. Obtaining Clearance

9.1 If an Employee or Designated Officer proposes to Deal in Company Securities in accordance with this policy, he or she must, prior to such Dealing, provide:

- (a) written notice of his or her intention to the Clearance Officer; and
- (b) confirmation that he or she is not in possession of Inside Information,

in a form determined by the Clearance Officer from time to time. After such Dealing, the Designated Officer must provide the Clearance Officer with a transaction confirmation.

9.2 A Clearance Officer may delegate his or her authority in writing to an appropriate person in the event of illness or absence, provided that person is not a member of the class for which they are the Clearance Officer.

9.3 Clearance will not be given:

- (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 Dealing breaches this policy.

9.4 A request for Clearance must:

- (a) be in writing or via electronic communication approved by the Clearance Officer at least 2 business days prior to the proposed Dealing of Company Securities;

- (b) set out the number of Company Securities proposed to be Dealt with, and whether the proposed transaction will be on-market or off-market; and
- (c) include a declaration that the applicant does not believe they have any Inside Information.

9.5 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.

9.6 The Company Secretary must keep a file of materials received under clauses 9.1 and 9.5.

9.7 A Clearance:

- (a) must be in writing and may be given by hand or emailed;
- (b) will only be given if the Clearance Officer is satisfied that the applicant does not possess Inside Information and the circumstances are exceptional;
- (c) cannot extend for more than 10 business days (with the effect that the relevant sale or disposal must be commenced within that period); and
- (d) lapses immediately if the applicant begins to possess Inside Information.

9.8 A Clearance is not an endorsement. Designated Officers, Employees and Associates remain responsible for their compliance with this policy and the Corporations Act, including the Insider Trading Prohibitions.

## 10. Dealings by an Associate

10.1 If an Employee or Designated Officer must not Deal in Company Securities, they must prevent such Dealing by their Associate.

10.2 An Employee and Designated Officer must:

- (a) inform any Associate of the periods during which the Employee or Designated Officer (as the case may be) must not Deal in Company Securities;
- (b) inform any Associate that they must not Deal in Company Securities on a speculative basis; and
- (c) request any Associate to inform the Employee or Designated Officer immediately after Dealing in Company Securities.

10.3 An Employee or Designated Officer does not have to comply with clauses 10.1 and 10.2 to the extent that compliance would breach their obligation of confidence to the Group.

## 11. Communicating Inside Information

11.1 A Designated Officer, Employee and their Associates must not directly or indirectly communicate Inside Information in relation to Company Securities or quoted Securities relating to another entity, if they know, or ought reasonably to know, that the other person would be likely to:

- (a) Deal in relevant Securities; or
- (b) procure another person to so Deal,

in contravention of any of the Insider Trading Prohibitions

11.2 The provisions of clause 11 do not limit, and are additional to, other duties of confidentiality.

## 12. Notice of change in director's interest

12.1 If a Designated Officer is a director, they must ensure that an Appendix 3Y Change of Directors' Interest Notice is completed and provided to the Company Secretary within 2 business days after the completion of any Dealing in Company Securities or the Securities of a related body corporate.

12.2 The Company Secretary must provide the Appendix 3Y notice to ASX within 5 business days after the transaction's commencement.

## 13. Speculative dealing

13.1 No Employee, Designated Officer or their Associates are permitted to Deal in Company Securities of a Short-Term Nature.

13.2 Hedging of Company Securities by Employees, Designated Officers or their Associates is prohibited at all times.

## 14. Derivatives

14.1 The Company may grant securities, options or performance rights to its employees as part of their remuneration entitlements. These grants 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. Additionally, the hedging of remuneration by key management personnel of the Group is prohibited by Part 2D.7 of the Corporations Act.

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

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

## 15. Margin loans

15.1 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 prohibited period or when the Employee or Designated Officer has relevant Inside Information.

15.2 Accordingly, Employees 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.

## 16. Defined terms

**Associate** means someone that a Designated Officer or Employee can be regarded as having investment control or influence over, including:

(a) a family member (including a child);

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

**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.

**Business Partner** means a business partner and / or a holder of an interest in a controlled entity.

**Clearance** means permission given to a Designated Officer, Employee, or Associate to Deal with Company Securities in accordance with clause 10.

**Clearance Officer** means:

- (a) for an Employee, the Director of Compliance of the Company;
  - (b) for the Director of Compliance of the Company, the Group Managing Director;
  - (c) for a Designated Officer who is not a director, the Group Managing Director;
  - (d) for a director (except the chair of the board), the chair of the board;
  - (e) for the general counsel or Company Secretary, the chair of the Board;
  - (f) for the chair of the board, the chair of the Audit, Risk and Compliance Committee;
- and
- (g) for an Associate, the Clearance Officer of their principal.

**Company** means Qualitas Limited ACN 655 057 588.

**Company Secretary** means the company secretary of the Company.

**Company Securities** include Securities and Derivatives of the Company.

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

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

**Dealing** has the meaning given in clause 5, and Deal has a corresponding meaning.

**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, each member of the executive team of the Company and each other person notified by the Company Secretary from time to time (which will comprise those individuals with authority and responsibility, whether direct or not, for the planning, direction and control of the Company's activities (i.e. key management personnel)).

**Employee** includes, in addition to any Group employee, any contractor or consultant whose terms of engagement incorporate this policy, and any Business Partner.

**Group** means the Company and each of its controlled entities, including trusts.

**Inside Information** has the meaning given in clause 4.

**Insider Trading Prohibitions** means the prohibitions in section 1043A of the Corporations Act subject to the exceptions in sections 1043B to 1043K inclusive and the defence in section 1043M of the Corporations Act and the exemptions in regulation 9.12.01 of the Corporations Regulations.

**Securities** include shares (including 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 as defined by the Corporations Act.

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

## 17. Breach

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

## 18. Assistance and additional information

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

## 19. Distribution

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

## 20. Amendment

20.1 Amendments to this policy not of a purely administrative nature must be approved by the Board.

20.2 Amendments to this policy that relate to:

- (a) prohibited periods;
  - (b) exclusions from its operation; or
  - (c) exceptional circumstances in which trading may be permitted during a prohibited period,
- or are otherwise material, must be given to ASX by the Company Secretary for release to the market.

## 21. Review and changes to this policy

21.1 The Board will review this policy periodically to ensure that it is operating effectively and whether any changes are required.

21.2 The Board may change this policy from time to time by resolution.

## 22. Approved and adopted

This policy was approved and adopted by the Board on 20 February 2023.