

## Securities Trading Policy

### 1. Introduction

This Securities Trading Policy (Policy) sets out the requirements for Employees trading in Company Securities. In order to ensure that Employees do not inadvertently breach the insider trading provisions of the Corporations Act, Employees are only permitted to trade in Company Securities in limited circumstances determined by this Policy. The circumstances in which Employees are not permitted to trade in Company Securities are called 'closed periods' and are determined by the provisions of this Policy.

Even outside closed periods, Employees are required to seek the written approval of the Chair or his or her delegate prior to any trading in Company Securities.

The provisions allowing trading in Company Securities by Employees are subject to the overriding restriction that persons may not trade in any Securities when they are in possession of inside information.

### 2. Definitions

Associate includes:

- (a) a spouse or defacto spouse of the employee;
- (b) a parent or child of the employee or the employee's spouse or defacto spouse;
- (c) a company, partnership, or trust which:
  - i. the employee controls;
  - ii. the employee and any person referred to in paragraphs (a) or (b) control;
  - iii. any person referred to in paragraphs (a) and (b) controls; or
  - iv. any other person with whom the employee is acting or proposing to act in concert regarding the acquisition of Securities.

For the purposes of this definition, 'control' means the ability (whether or not based on a legal right) to determine the outcome of a decision about the relevant entity's financial and operating policies.

**ASX Business Day** has the same meaning as the term 'business day' as defined in the ASX Listing Rules.

**Employees** means the directors, and employees (full time and part time) and long term consultants and contractors of the Company.

**Securities** includes options, shares and other securities, including, without limitation, debentures, derivatives and warrants issued or made available by Element 25 Limited (**Company**).

**trading** includes applying for, acquiring or disposing of securities, entering into an agreement to apply, acquire or dispose of securities and granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities, and includes procuring or causing other persons to trade.

**written approval** includes approval by email.

### **3. Prohibited Conduct under Insider Trading Provisions**

#### **3.1. The Company**

As a matter of law, all Employees must not trade in Company Securities where:

- (a) they possess information which is not generally available;
- (b) that information may have a material effect on the price or value of Company Securities; and
- (c) they know or ought reasonably to know that the information is not generally available and if it were it might have a material effect on the price of Company Securities, as such information constitutes inside information.

#### **3.2. Other Companies**

The laws regarding insider trading extend to trading in Securities of any companies about which a person possesses material price sensitive information which is not generally available including, for example, companies in a joint venture with the Company.

### **4. Policy for Trading in Securities**

#### **4.1. Trading With Clearance**

Subject to the restriction that no Employee must trade in any Securities when they are in possession of inside information, and subject to clause 4.2, Employees may only trade in Securities if the Employee has complied with clause 5.

#### **4.2. Closed Periods**

An Employee may not trade in Company Securities if:

- (a) he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities; or
- (b) the Company Secretary has issued an instruction prohibiting trading in Company Securities by Employees; or
- (c) it is the day on which the Company has made, or is expected to make, an announcement to the ASX; or
- (d) he or she has not complied with clause 5.

## **5. Clearance Requests**

All Employees wishing to trade in Company Securities are required to seek written approval from the Chair of the Board or his or her delegate. The Chair must seek written approval from the Chair of the Board Audit Committee.

## **6. Exceptional circumstances when Trading may take place**

In exceptional circumstances where, as a result of demonstrable financial hardship (such as the threat of foreclosure on the residence in respect of a person or mortgage, a judgement in respect of a debt being obtained by a creditor, or a court order in a family law matter), an Employee is obliged to dispose of Company Securities during a closed period, the Chair and/or Managing Director may give written approval to proceed to sell an agreed number of Company Securities within a specified time frame. The Employee seeking approval to trade must satisfy the Chair and/or Managing Director that he or she is in severe financial hardship or that their circumstances are otherwise exceptional and that the proposed sale or disposal of the relevant securities is the only reasonable course of action available.

A limited period in which to trade should be granted, say five ASX Business Days, and the closing date during which Securities can be traded should be notified to the individual and the Company Secretary. The Company may require the Employee to swear a statutory declaration in support of their claim of financial hardship.

## **7. Short Term Trading in Company Securities**

The purchase and sale of Company Securities by Employees within one month is prohibited. For the purposes of this clause 7, the definition of 'purchase' does not include the exercise of options by an Employee.

## **8. Passive Trading in Company Securities**

Employees may participate during closed periods in the passive acquisition of Company Securities in plans approved by the Company's Board, such as dividend reinvestment plans, share purchase plans and rights issues, with the proviso that an election to participate, once given, cannot be revoked during a closed period.

The exercise of options is permitted during a closed period in accordance with the terms and conditions of those options, however, the Securities issued in respect of such options or share purchase plan are subject to this Policy and may not be traded during a closed period, including the closed period in which the Securities have been acquired.

## **9. Prohibition of Credit**

Broker credit (beyond T+3), margin lending or leveraged equity providers (by whatever name and under whatever guise) must not be used in relation to Company Securities without the fully informed consent of the Board

Employees must inform the Board of all details concerning any broker credit, margin lending or leveraged equity arrangements in place in respect of any trading (including, without limitation, prospective trading) in Company Securities.

## **10. Hedging**

Employees are prohibited under this Policy from entering into any schemes or arrangements that protect the value of Securities allocated under Company incentive schemes prior to them becoming fully vested. Any breach of this prohibition will also constitute a breach of the conditions of grant and could result in the forfeiture of the Securities.

## **11. Breach of Policy**

A breach of this Policy by an employee or a contractor can be expected to:

- (a) lead to disciplinary action, generally in the form of dismissal or termination of the relationship at first lawful instance;
- (b) be reported to the authorities for investigation if the circumstances warrant, in the view of the Company.

## **12. Disclosure**

Any trading in Securities by directors must be notified to the Company Secretary within 3 days of such trading, including whether the Securities were traded during a closed period, and the details of the prior written clearance obtained in accordance with clause 5.

## **13. General Observations**

If any Employee possesses inside information that is not generally available, such person is prohibited from procuring any other person to trade in those Securities and from directly or indirectly communicating the information to another person who the Employee believes is likely to trade in, or procure another person to trade in, those Securities.

It is important that any Employee who possesses inside information that is not generally available does not pass that information on to any other party or person or recommend or otherwise suggest to any person or Associates to trade in Company Securities.

Accordingly, this Policy applies equally to persons acting for Employees or with whom it may appear Employees may communicate the inside information – that is, the spouse, children, family trusts, family companies of Employees or other Associates of Employees must not trade in Company Securities otherwise than in accordance with this Policy.

Employees should also ensure that, before any external body of which they are a member, director, representative or trustee (for example, personal or family superannuation funds) undertakes any transaction regarding Company Securities, any trading in Company Securities complies with this Policy.

This Policy will be administered by the Company Secretary with input from the Chair. The Company Secretary will be available to answer any questions any Employee may have in relation to the Policy. However, neither the Company nor the Company Secretary is to be held responsible for any answers or any act or omission by any Employee in reliance on those answers. It is each Employee's responsibility to comply with the law, so if any Employee is in any doubt legal advice should be obtained.

This Policy is subject to regular review by the Board and will be amended as and when appropriate.

*Justin Brown*  
*Managing Director*



---

*Date: 17/03/2021*