



D A M S T R A

Damstra Holdings Limited (the Company) Share Trading Policy

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SHARE TRADING POLICY

1. INTRODUCTION AND PURPOSE

Background

This Securities Trading Policy (Policy) regulates Trading by Directors and employees of the Company and its subsidiaries (the Group) in Company Securities or Securities of other companies.

Directors and all employees are required to conduct their personal investment activity in a manner that is lawful and avoids conflicts of interest between their personal interests and those of the Group. In particular, Directors and employees must comply with the insider trading prohibitions of the Corporations Act. Any person who possesses inside information in relation to a company must not Trade in Securities of that company, regardless of the terms of this Policy or any written clearance given under this Policy in respect of Company Securities.

In addition to setting out general principles in relation to Trading in Securities applicable to all Directors and employees of the Company and the Group, this Policy recognises that there are specific periods when Directors and Restricted Employees should not Trade in Company Securities. This Policy also sets out procedures which apply to Trading in Company Securities by Directors and Restricted Employees.

Purpose

The purpose of this Policy is to assist Directors and employees, including Restricted Employees, to comply with their obligations under the insider trading prohibitions of the Corporations Act and to protect the reputation of the Company, its Directors and employees. All Directors and employees, particularly Restricted Employees, should read this Policy carefully and familiarise themselves with the requirements and procedures detailed in it.

If you have any questions about this Policy, please contact the Company Secretary.

2. KEY PRINCIPLES OF INSIDER TRADING PROHIBITION

Conduct prohibited by law

Under the Corporations Act, if a person possesses "inside information" in relation to Securities of the Company or any other company, the person must not:

- (a) Deal in those Securities; or
- (b) Procure another person to Deal in those Securities; or
- (c) directly or indirectly communicate the information, or cause the information to be communicated, to another person if the person knows, or ought reasonably to know, that the other person would, or would be likely to, Deal in those Securities in any way or Procure a third person to Deal in those Securities.

Importantly, given the broad definition of "Procure", a person who Deals in Securities through a trust or company while in possession of inside information may contravene the insider trading prohibitions and this Policy.

When a person possesses inside information

A person possesses inside information in relation to Securities of the Company or another company where:

- (a) the person possesses information that is not generally available and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of the Securities; and

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- (b) the person knows, or ought reasonably to know, that the information is not generally available and, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the Securities.

Directors and employees must assume that information is generally available only if it has been announced to ASX. A reasonable person would be taken to expect information to have a material effect on the price or value of Securities if the information would, or would be likely to, influence persons who commonly acquire Securities in deciding whether or not to acquire or dispose of the Securities.

A person does not need to be an “insider”

A person can possess inside information in respect of a company, even if they are not associated in any way with that company. It is irrelevant how the inside information was obtained.

Penalties

A person who Trades in Securities while they possess inside information or communicates that information in the circumstances described in paragraph 2.1(c) above may be subject to:

- (a) criminal liability (penalties include heavy fines or imprisonment);
- (b) civil liability (including orders to pay compensation for any loss suffered as a result of illegal trading activities); or
- (c) civil penalty provisions (the Australian Securities and Investments Commission may seek civil penalties against relevant persons and may also seek court orders that relevant individuals be disqualified from managing a corporation).

In addition, a breach of this Policy may lead to disciplinary action by the Company or Group, including termination of employment with the Group.

Examples of inside information

The following items are examples of information which may be inside information in relation to the Company:

- (a) a change in financial forecasts or expectations;
- (b) a proposed dividend;
- (c) changes in the Board of Directors or senior executives;
- (d) pending ASX announcements;
- (e) proposed changes in capital structure, including issues of securities, rights issues, the redemption of securities and capital reconstructions;
- (f) giving or receiving a notice of intention to make a takeover offer;
- (g) debt facilities and borrowings;
- (h) mergers, demergers, acquisitions and divestments;
- (i) significant changes in operations, strategy or proposed changes in the general character or nature of the business of the Company or its subsidiaries;
- (j) liquidity and cash flow information;
- (k) sales figures;
- (l) major or material purchases or sales of assets;
- (m) significant new contracts or customers;
- (n) an entity proposing to buy, or a securityholder proposing to sell, a substantial number of Company Securities;
- (o) industry issues that may have a material impact on the Company;
- (p) significant litigation involving the Company;

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- (q) allegations of any breach of the law or other regulatory requirements by the Company; and
- (r) decisions on significant issues affecting the Company by regulatory bodies in Australia or other relevant jurisdictions (such as the Australian Securities and Investments Commission or the Australian Competition and Consumer Commission).

This is not an exhaustive list.

3. RESTRICTIONS ON TRADING

General principles

Directors and employees must comply with the following general principles in relation to Trading in Securities:

- (a) Directors and employees must comply with the insider trading provisions of the Corporations Act at all times and must not Trade in Securities whilst in possession of inside information in respect of those in Securities; and
- (b) Directors and employees must not derive personal advantage from information which is not generally available, and which has been obtained by reason of their connection with the Group.

Short term Trading – all Directors and employees

Directors and employees must not engage in short term Trading of Company Securities.

In general, other than when a Director or employee exercises employee options or performance rights to acquire shares at the specified exercise price, the acquisition of Securities with a view to resale within a 12 month period and the sale of Securities with a view to repurchase within a 12 month period would be considered to be transactions of a short term nature.

Securities of other companies

While in general Directors and employees are free to deal in securities of other listed companies, the insider trading prohibitions under the Corporations Act include dealings not only in the Company's Securities but also those of other listed companies with which the Company may be dealing where a Director or employee possesses inside information in relation to that other company.

Directors and employees must not Trade in Securities of another company whilst in possession of inside information in respect of that company.

No Trading in Company Securities during Prohibited Periods

Directors and Restricted Employees must not Trade in Company Securities during the following Prohibited Periods:

- (a) **half yearly results:** from the close of the ASX trading day on 30 November (or if this is not an ASX trading day, the preceding ASX trading day) each year until 10am on the ASX trading day following the day on which the half yearly results are released;
- (b) **full year results:** from the close of the ASX trading day on 31 May (or if this is not an ASX trading day, the preceding ASX trading day) each year until 10am on the ASX trading day following the day on which the full year results are released;
- (c) **AGM:** from the close of the ASX trading day 2 weeks prior to the date of the AGM until 10am on the ASX trading day following the date of the AGM; and

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- (d) any additional periods imposed by the Board from time to time (for example when the company is considering matters which are subject to Listing Rule 3.1A) at its absolute discretion and without prior notice.

However, even if a Prohibited Period is not operating, Directors and Restricted Employees must not Trade in Company Securities at that time if they are in possession of inside information.

Prior written clearance for Trading

Directors and Restricted Employees must seek prior written clearance before undertaking any Trading in Company Securities.

This requirement applies to all Trading outside of a Prohibited Period and any Trading during a Prohibited Period which is subject to an exception in section 3.11 of this Policy. (The procedures for seeking prior written clearance to Trade during a Prohibited Period as a consequence of Exceptional Circumstances are set out in section 3.10.)

In order to seek clearance to Trade, Directors and Restricted Employees must give at least two trading days' (or such shorter period approved by the Designated Officer) prior written notice of a proposed Trade and submit a written request to the Designated Officer confirming, among other things, that they do not possess any inside information. The Designated Officer may request such information as considered appropriate in the circumstances. Directors and Restricted Employees should be aware that the Designated Officer may not provide the clearance to Trade.

Directors and Restricted Employees may only engage in the proposed Trading if prior written clearance is given by the Designated Officer. Any clearance for the Trading will be valid for 7 days from the date it is given.

Subsequent notification of all Trading

Directors and Restricted Employees must provide the Company Secretary with subsequent written notification of all Trading in Company Securities within two business days, regardless of whether prior written clearance has been given for that Trading.

Directors must provide sufficient details of all Trading to enable the Company to file a notice in accordance with the ASX Listing Rules within 5 business days of the Trade. The Company will also be obliged to notify ASX whether the Trading by a Director occurred during a Closed Period where prior written clearance was required and, if so, whether prior written clearance was provided.

Hedging and Derivatives

Directors and Restricted Employees must not use, or allow to be used, any Derivatives or other products which operate to limit the economic risk of unvested Company Securities.

Trading may be permitted in Exceptional Circumstances

A Director or Restricted Employee who is not in possession of inside information in relation to the Company may Trade in Company Securities during a Prohibited Period if:

- the Designated Officer determines that an Exceptional Circumstance applies to the Director or Restricted Employee; and
- prior written clearance is granted by the Designated Officer in accordance with this Policy to permit the Director or Restricted Employee to Trade in Company Securities during the Prohibited Period.

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A Director or Restricted Employee seeking clearance to Trade during a Prohibited Period must satisfy the Designated Officer that Exceptional Circumstances exist and that the proposal to Trade in Company Securities during a Prohibited Period is the only reasonable course of action available. Directors and Restricted Employees must apply for clearance in accordance with paragraph 3.10 below.

However, even if prior written clearance is given, Directors and Restricted Employees must not Trade in Company Securities if the person is in possession of any inside information.

Prior written clearance

In order to seek prior written clearance to Trade during a Prohibited Period due to Exceptional Circumstances, Directors and Restricted Employees must submit a written request to the Designated Officer. The Designated Officer may request such information as considered appropriate in the circumstances.

The Designated Officer's discretion will be exercised with caution. Directors and Restricted Employees should be aware that the Designated Officer may not provide the clearance to Trade, even if Exceptional Circumstances exist.

Directors and Restricted Employees may only engage in the proposed Trading if written clearance is given. Any prior written clearance given for Exceptional Circumstances trading will be valid for 7 days from the date it is given.

Dealings which may occur during a Prohibited Period

During a Prohibited Period, Directors and Restricted Employees may Trade in Company Securities in the circumstances described below, provided that the Director or Restricted Employee is not in possession of any inside information. (Please note that the Policy requirements with respect to prior written clearance and subsequent notification continue to apply to Trading under one of these exceptions. See paragraphs 3.5 and 3.6).

- (a) **Transfers into a superannuation fund;** Transfers of Company Securities already held into a superannuation fund or other saving scheme in which the Director or Restricted Employee is a beneficiary.
- (b) **Investment in fund etc;** An investment in, or Trading in units of, a fund or other scheme (other than a scheme only investing in Company Securities) where the assets of the fund or other scheme are invested at the discretion of a third party.
- (c) **Director or Restricted Employee acting as trustee;** Where the Director or Restricted Employee is a trustee or a director of a corporate trustee, Trading in Company Securities by that trust provided the Director or Restricted Employee is not a beneficiary of the trust and any decision to Trade during a Prohibited Period is taken by the other trustees or directors or by the investment managers independently of the Director or Restricted Employee.
- (d) **Accepting a takeover offer;** Undertakings to accept, or the acceptance of, a takeover offer, or participation in a scheme of arrangement.
- (e) **Rights issue, security purchase plan, distribution reinvestment plan etc;** Trading under an offer or invitation made to all or most of the Company's security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board, (This extends to decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue).

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- (f) **Exercise of options or rights;** The exercise (but not the sale of Securities following exercise) of an option or a right under an employee incentive scheme. This exception applies to options and rights granted under an employee incentive scheme before this Policy takes effect.
- (g) **Exercise of options or rights, or conversion of convertible security;** 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, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Prohibited Period and the Company has been in an exceptionally long Prohibited Period or the entity has had a number of consecutive Prohibited Periods and the Director or Restricted Employee could not reasonably have been expected to exercise it at a time when free to do so. This exception applies to options and rights granted under an employee incentive scheme after this Policy takes effect.
- (h) **Disposal by a secured lender or financier;** The disposal of Securities that is the result of a secured lender or financier exercising their rights. However, this does not extend to disposal under a margin lending arrangement where such arrangement is prohibited by this Policy.

Escrow

Any Director or employee who holds Securities subject to binding restrictions on transfer (either as ASX restricted securities or through voluntary escrow arrangements) must comply with the terms of any applicable escrow arrangements and will be unable to trade in Securities during that time.

Once the escrow arrangements have ended, the Director or employee is not free to Trade in their Securities unless permitted by this Policy.

4. BREACHES OF SHARE TRADING POLICY

Breaches of this Policy will be viewed seriously and may lead to disciplinary action being taken against the relevant Director or employee. In serious cases, disciplinary action may include dismissal. Any Director or employee who becomes aware of a violation of this Policy should immediately report the violation to the Company Secretary.

It should be noted that, in some circumstances, the Company may be obliged to notify regulatory and/or criminal authorities of a serious breach of this Policy.

5. REVIEW AND PUBLICATION OF THIS POLICY

The Board will review this policy from time to time. This policy may be amended by resolution of the Board of Directors. If any material changes are made to this Policy, the Company will give the amended Policy to ASX for release to the market within 5 business days of the material change taking effect. Amendments to the Policy which are likely to constitute a material change include:

- (a) changes to the Closed Periods;
- (b) changes with respect to Trading in Company Securities which is not subject to a Prohibited Period (as set out in paragraph 3.11 of this Policy); and
- (c) changes with respect to the Exceptional Circumstances in which Directors and Restricted Employees may be permitted to Trade during a Prohibited Period (as set out in paragraphs 3.9 and 3.10 of this Policy).

This policy will be made available to all directors and employees via Damstra's website. It is the responsibility of each such person to comply with this policy.

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For the purposes of this Policy:

- **ASX Listing Rules** means the listing rules of ASX Limited;
- **Board** means the board of directors of the Company;
- **Chair** means the Chair of the Board from time to time;
- **Closed Period** means the periods set out in paragraphs 3.4(a) and 3.4(b);
- **Company Securities** means Securities issued by the Company;
- **Corporations Act** means the Corporations Act 2001 (Cth);
- to **Deal** in Securities means to apply for, acquire or dispose of Securities, or enter into an agreement to do any of those things, and Dealing has a corresponding meaning;
- **Derivative** has the meaning in section 761D of the Corporations Act and includes options, forward contracts, futures, warrants, swaps, caps and collars;
- **Designated Officer** means:
 - (a) in respect of a Director, the Chair;
 - (b) in respect of the Chair, the Company Secretary;
 - (c) in respect of a Restricted Employee, the Company Secretary; and
 - (d) in respect of the Company Secretary, the Chair;
 - (e) or such other person appointed by the Board as a Designated Officer for the purposes of this Policy;
- **Directors** means directors of any company in the Group;
- **Exceptional Circumstances** means, in relation to a Director or Restricted Employee:
 - (a) **Financial hardship**: a pressing financial commitment that can only be satisfied by selling the relevant Company Securities;
 - (b) **Tax liability**: a tax liability of such a person would not normally constitute severe financial hardship unless the person has no other means of satisfying the liability. A tax liability relating to Securities received under an employee incentive scheme would also not normally constitute severe financial hardship or otherwise be considered an exceptional circumstance for the purpose of obtaining proper written clearance to sell or otherwise dispose of Securities during a Prohibited Period;
 - (c) **Court order**: a requirement to Trade in Company Securities as a result of:
 - a. a court order;
 - b. court enforceable undertakings (eg as part of a bona fide family settlement); or
 - c. some other overriding legal or regulatory requirement; or
 - (d) **Other circumstances**: any other circumstances considered exceptional by the Designated Officer;
- to **Procure** another person to Deal in Securities includes inciting, inducing or encouraging a person to Deal or not Deal in Securities;
- **Prohibited Period** means the periods set out in paragraphs 3.4(a), 3.4(b) and 3.4(c);
- **Restricted Employees** means:
 - (a) the Chief Executive Officer;
 - (b) the Chief Financial Officer;
 - (c) the Company Secretary;
 - (d) employees involved with preparing the Group's monthly financial reports;
 - (e) direct reports to the above positions; and
 - (f) employees nominated by the Board as Restricted Employees (and who are notified accordingly), whether employed by the Company or another member of the Group;
- **Securities** includes shares, options, rights, debentures (including convertible notes), interests in a managed investment scheme, Derivatives and other financial products covered by s1042A of the Corporations Act; and

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- **Trade** means to Deal in Securities or Procure another person to Deal in Securities, and
- **Trading** has a corresponding meaning.

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