

city chic collective limited

ASX Announcement

28 June 2021

Revised Securities Trading Policy

In accordance with ASX Listing Rule 12.10, please find attached a copy of City Chic's revised Securities Trading Policy.

A copy of the Securities Trading Policy is available on the corporate governance section of the company's website at <https://www.citychiccollective.com.au/>.

The release of this announcement was authorised by the Company Secretary.

Securities Trading Policy

1 Purpose

- (a) City Chic Collective Limited (**City Chic, we, our or us**) values integrity and we expect you to demonstrate this when dealing with City Chic securities (which includes City Chic shares listed on the ASX). The purpose of this securities trading policy (**policy**) is to assist you to avoid conduct known as Insider Trading, to ensure City Chic is able to meet its reporting obligations, increase transparency with respect to dealing in City Chic securities by directors and employees and outlines other obligations applicable to you when dealing in City Chic securities.
- (b) Unless otherwise specified, this policy applies to all directors, key management personnel and employees of City Chic and its subsidiaries (**you**). It also extends to any contractor and consultant whose terms of engagement by the Company (or any City Chic subsidiary) apply this policy to them.
- (c) The *Corporations Act 2001* (Cth) (**Corporations Act**) prohibits trading in shares, options, debentures (including convertible notes) and other securities (collectively, **securities**) of a company by any person who is in possession of price sensitive information regarding that company that is not generally available (**Insider Trading**).
- (d) The Corporations Act also imposes substantial penalties on persons who breach those provisions, including possible jail time and large financial penalties. Breaches of law or this policy may also harm City Chic's reputation and compromise the market's confidence in City Chic's practices in relation to dealing in securities.

2 Definitions

For the purposes of this policy:

- (a) "Authorising Officer" has the meaning in section 4.2(a);
- (b) "Board" means the board of directors of City Chic from time to time;
- (c) "City Chic Person" means:
 - (i) each director of City Chic or any of its subsidiaries;
 - (ii) all persons who work as part of the City Chic head office in Sydney or corporate offices in other regions, and any other employees who may come into possession of market sensitive information before the market becomes aware of such information; and
 - (iii) any other person designated a City Chic Person by the Board in writing;in each case regardless of geographical location or employing City Chic entity.
- (d) "Closed Period" has the meaning in section 4.1 of this policy;

- (e) “Company Secretary” means the secretary of City Chic from time to time;
- (f) “Connected Persons” means:
- (i) a family member who may be expected to influence, or be influenced by, the City Chic Person in his or her dealings with City Chic or City Chic securities (this may include a spouse, partner and dependent children); and
 - (ii) a company or any other entity which the City Chic Person has an ability to control.
- (g) “deal” or “dealing” is a broad concept and covers more than simply buying or selling shares. It extends to any form of dealing or arrangement relating to buying or selling securities, or financial value relating to securities. For example, if you:
- buy or sell securities;
 - subscribe for new securities;
 - create a derivative over securities;
 - enter into or close out of short term trades (including short selling);
 - enter into or close out of margin loans through the acquisition or disposal of shares; or
 - enter into an agreement to do any of the above;
- you will be dealing in securities.
- (h) “Inside Information” has the meaning given in section 3.2 of this policy;
- (i) “Key Management Personnel” has the meaning given in the Corporations Act;
- (j) “procure” has the meaning given in section 3.1(b);
- (k) “Trading Window” has the meaning given in section 4.1 of this policy.

3 Insider trading

3.1 General prohibition on insider trading

- (a) You must not, while in possession of Inside Information concerning City Chic, in breach of the Corporations Act:
- (i) buy or sell any City Chic securities at any time;
 - (ii) procure another person to deal in City Chic securities in any way; or
 - (iii) pass on any Inside Information to another person for that person’s own personal gain by dealing in City Chic securities in any way.
- (b) The term “**procure**” means enticing, encouraging, persuading, causing or securing another person to do something. For example, you cannot ask or encourage family members to deal in City Chic securities when you possess price sensitive information and you should not

communicate price sensitive information to anyone, except to another City Chic Person or persons who need to know the information in the conduct of your duties for City Chic and who you know to be bound by appropriate confidentiality undertakings.

- (c) You are also prohibited from dealing in the securities of other companies if you acquire Inside Information about that company, including through your position with City Chic.
- (d) The requirements imposed by this policy are in addition to any legal prohibitions on Insider Trading. Dealing in City Chic securities is prohibited at any time if you possesses Inside Information.

3.2 Inside Information

You are responsible for assessing whether you possess “**Inside Information**”. A person possesses Inside Information in relation to City Chic where:

- (a) the person possesses information that is not generally available to the public;
- (b) if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of City Chic’s securities (or a decision whether or not to trade in them); and
- (c) 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 City Chic’s securities.

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 a person who commonly invests in securities to either deal or not deal in securities in any way.

Inside Information in relation to the securities of outside companies has the same meaning for the purposes of this policy, except that references to “City Chic’s securities” should be read as references to the securities of the outside company.

3.3 Examples of Inside Information

Examples of information that may constitute Inside Information include but are not limited to:

- (a) financial performance including sales figures and financial and profit forecasts;
- (b) impending mergers, acquisitions, reconstructions, takeovers or material acquisitions or sales of assets;
- (c) unpublished announcements;
- (d) proposed changes in capital structure, including share and rights issues and proposals to raise additional equity or debt;
- (e) a proposed dividend or change in dividend policy;

- (f) significant litigation, regulatory issues or information which may have an adverse effect on the reputation of City Chic;
- (g) significant changes in operations or the general character or nature of the business;
- (h) new partnerships, distribution channels or material customers;
- (i) changes in the board and/or senior management.

4 Trading Windows

4.1 Trading Windows and Closed Periods

- (a) To avoid any adverse inference being drawn of unfair dealing, you are only permitted to deal in City Chic securities during specific limited periods during the year, detailed below (**Trading Windows**). All other periods are **Closed Periods**.
- (b) The Trading Windows for City Chic are as follows:
 - (i) the period beginning on the day following lodgement of the Company's interim results on the ASX and concluding 6 weeks after lodgement;
 - (ii) the period beginning on the day following lodgement of the Company's full year results on the ASX and concluding 6 weeks after lodgement;
 - (iii) the period beginning on the day after the Company's annual general meeting and concluding 1 week after that meeting;
 - (iv) the period beginning on the day after the Company lodges a trading update with the ASX and concluding 1 week after the day of that announcement;
 - (v) any other period that the Board specifies from time to time.
- (c) A Trading Window may be shortened, changed or closed at any time.
- (d) Closed Periods are all other times of the year, other than during a Trading Window.
- (e) During Closed Periods, you must not deal in any of the Company's financial products or securities, or in any securities related to them unless section 4.5 or section 6 of this policy is complied with.

4.2 Notifications during Trading Windows

- (a) Each City Chic Person must:
 - (i) prior to dealing in City Chic securities notify the relevant person in section 4.2(c) (the **Authorising Officer**) of their proposed dealing and obtain consent from the Authorising Officer;

- (ii) confirm that they are not in possession of any Inside Information; and
 - (iii) in the case of Key Management Personnel, provide the Authorising Officer and Company Secretary with a transaction confirmation within 2 Business Days of dealing with the City Chic securities.
- (b) For the avoidance of doubt, the City Chic Person seeking authorisation cannot be their own Authorising Officer.
- (c) Authorising Officer

City Chic Person seeking authorisation	Authorising Officer
Chair of the Board	The chair of the Audit and Risk Committee
Other directors, any other Key Management Personnel, the Company Secretary	The chair of the Board or, in his/her absence, the chair of the Audit and Risk Committee.
Any other City Chic Person	The Company Secretary and Chief Financial Officer.
Any other person subject to this policy	The Company Secretary and Chief Financial Officer.

- (d) Consent to trade will be confirmed in writing and is valid for five business days (inclusive of the approval date) unless otherwise stated. Trading must not occur until approval has been granted in writing.
- (e) It should be noted that consent for proposed trading is intended as a compliance monitoring function only and is never an endorsement of the proposed trade or a confirmation regarding the absence of Inside Information. Each individual remains responsible for their own investment decisions and their compliance with the law (including the Insider Trading prohibitions) and this policy.

4.3 Company Secretary to maintain records

The Company Secretary will maintain a copy of:

- (a) all requests for approval to deal in City Chic's securities submitted by a City Chic Person; and
- (b) details of all dealings in City Chic's securities made by Key Management Personnel.

4.4 Connected Persons

- (a) In relation to securities trading by close family members or entities that you can control, you are reminded of the general prohibition against Insider Trading outlined in section 3 of this policy and, even in the absence of Insider Information, you should be aware of the negative perception that could arise if your family member or such entity trades City Chic securities during a Closed Period.

- (b) City Chic Persons must take appropriate steps to ensure that their Connected Persons only deal in securities in circumstances where the City Chic Person to whom they are connected would be permitted to deal under this policy.
- (c) If you are unsure if this section applies to someone who may be deemed a Connected Person, please speak to the Company Secretary.

4.5 Waivers and exceptional circumstances – Closed Periods

- (a) All requests to deal in City Chic securities during a Closed Period must be made in writing to the Authorising Officer nominated above.
- (b) In exceptional circumstances the Authorising Officer, after consulting with the Chair of the Board, has discretion to approve dealings in City Chic securities during a Closed Period, or other dealings that would otherwise be prohibited by this policy. Any approval given under this section 4.5, must be provided in writing.
- (c) What constitutes “exceptional circumstances” will be assessed on a case-by-case basis within the absolute discretion of the Authorising Officer and Chair of the Board, and may include, without limitation, severe financial hardship, a transfer pursuant to the terms of a family law property settlement, a testamentary disposition or a requirement to comply with a court order or court enforceable undertaking.
- (d) For the avoidance of doubt, the laws against Insider Trading will at all times continue to apply.

5 Other restrictions

5.1 No speculative or short-term trading

- (a) Under no circumstances should City Chic Persons engage in short-term or speculative trading in City Chic securities. This prohibition includes short term direct dealing in City Chic securities as well as transactions in the derivative markets, involving exchange traded options, share warrants, contracts for difference, and other similar instruments, which are short term or speculative.
- (b) This short-term dealing rule does not apply to securities acquired as a result of the exercise of an option, performance right or similar rights under a City Chic equity incentive schemes or shares acquired under a City Chic equity incentive schemes.

5.2 No hedging or protection arrangements

- (a) The entering into of all types of “protection arrangements” for any City Chic securities (or City Chic products in the derivatives markets) is prohibited at any time in respect of any City Chic securities which are unvested or subject to a holding lock.
- (b) For the avoidance of doubt and without limiting the generality of this policy, entering into protection arrangements includes entering into transactions which:

- (i) Amount to “short selling” of securities beyond the City Chic Person’s holding of securities;
- (ii) Operate to limit the economic risk of any City Chic Person’s security holding (e.g. hedging arrangements) including City Chic securities held beneficially (for example, in trust or under any City Chic incentive plan) on that City Chic Person’s behalf; or
- (iii) Otherwise enable a City Chic Person to profit from a decrease in the market price of securities.

5.3 No granting of security over City Chic securities or entering into margin lending arrangements

- (a) City Chic Persons may not at any time, directly or indirectly, grant any form of security (whether by way of charge, mortgage, pledge or otherwise) over any City Chic securities to secure any obligation of that City Chic Person or any third party or enter into any margin lending arrangement involving City Chic securities.
- (b) A sale of your City Chic securities by a third party outside your control (such as a margin lender) in a Closed Period or when you are otherwise prohibited by this policy is a serious breach of this policy by you and will be treated as such.

6 Exemptions

- (a) You may at any time:
 - (i) deal in City Chic securities where the dealing does not result in a change of beneficial interest in the securities;
 - (ii) acquire securities under any director or employee security plan or through the exercise of options or performance rights under an option or performance rights plan or acquire, or agree to acquire, options or performance rights under an option or performance rights plan. However, any dealing in those securities remains subject to this policy and the provisions of the Corporations Act;
 - (iii) transfer City Chic securities already held into a self-managed superannuation fund or other saving scheme in which you are the beneficiary;
 - (iv) acquire City Chic’s ordinary shares by conversion of securities giving a right of conversion to City Chic’s ordinary shares;
 - (v) acquire City Chic’s securities under a bonus issue made to all holders of securities of the same class;
 - (vi) undertake to accept, or accept, a takeover offer;
 - (vii) invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of City Chic) where the assets of the fund or other scheme are invested at the discretion of

a third party;

- (viii) trade under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes deciding 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.

7 ASX Notifications and dealing by Directors

- (a) City Chic must notify ASX within 5 business days after any change to a director's relevant interest in City Chic securities or a related body corporate of City Chic, including whether the change occurred inside a Closed Period and, if so, whether prior written clearance was provided.
- (b) To enable City Chic to comply with the obligation set out in section 7(a), a director must notify the Company Secretary in writing of the requisite information for the Company Secretary to make the necessary notifications to ASX as required under the Corporations Act and ASX Listing Rules no later than 2 business days after any relevant dealing. This includes providing notification of all dealings in City Chic securities, irrespective of whether there has or has not been a change of underlying holding.
- (c) If City Chic makes a material change to this policy, the amended securities trading policy will be provided to the ASX for release to the market within 5 business days of the material changes taking effect.

8 General

- (a) A breach of this policy will be regarded seriously and may lead to disciplinary action, including dismissal.
- (b) This policy will be made available on the City Chic corporate website.
- (c) If you require any further information or assistance or are uncertain about the application of the law or this securities trading policy in any situation, please contact the Company Secretary.

Adopted by the Board of City Chic Collective Limited with effect from 28 June 2021