



Securities Trading Policy

PURPOSE

This Policy outlines 1414 Degrees Limited (**Company**) controls and processes designed to maintain the integrity of dealing in Company Securities, and thus protect the Company's reputation. The Company is committed to the highest possible standards of corporate conduct and governance, which includes ensuring public confidence is maintained in the policies relating to the trading in its Securities.

The Policy also assists Company Personnel understand and comply with their legal obligations relating to insider trading as well as clarify what is and isn't permissible with respect to dealing in Company Securities.

It is an offence under the Corporations Act (Cth)(**Act**) to deal in Company Securities using Inside Information, or communicate Inside Information to others who will, or are likely to, trade for personal gain using the Insider Information. Examples of Inside Information are provided in section 3.1.

Failure to comply with the insider trading provisions of the Act is an offence, with civil penalty provisions also applicable. In the case of individuals, there is the potential for maximum imprisonment for 10 years or a fine, with the fine the greater of 4,500 penalty units (ie \$495,000) or if able to determine the total value of benefits that have been obtained – 3-times that total value.

If any Personnel are unsure about dealing in Company Securities, they should consult the Company Secretary and/or their Line Manager.

CONTENTS

1. Who this policy applies to
2. 1414 Securities and dealing in them
3. Restrictions that apply to all personnel
4. Permitted dealings
5. Who has additional trading restrictions?
6. Dealings excluded from this policy
7. Prohibited dealings
8. Breaches of this policy
9. Monitoring, review and publication of this policy
10. Version control
11. Related documents

1. WHO THIS POLICY APPLIES TO

This Policy applies to all directors, employees, consultants and contractors (**Personnel**) of the Company.

Some components of the Policy also apply to **Related Parties** of Personnel, being:

- Family members who may be expected to influence or be influenced by Company Personnel in their dealing with Company securities (ie spouses, partners, children, the children of partners of Personnel, dependants or their partners' dependents); and
- A company or other entity that the Company Personnel have an ability to control.

Related parties should only trade in circumstances where the Company Personnel would be permitted to trade under this Policy. All Personnel must take appropriate steps to ensure that their Related Parties do not breach this Policy.

2. 1414 SECURITIES & DEALING IN THEM

Company **Securities** includes 1414 ordinary shares, notes, options, rights, debentures, and other securities.

Dealing includes buying and selling ordinary shares and/or other financial securities of the Company, as well as entering into an agreement to buy or sell ordinary shares and/or other financial securities of the Company.

3. RESTRICTIONS THAT APPLY TO ALL PERSONNEL

3.1. No Dealing While in Possession of Inside Information

Inside Information is information that is not generally available to the market, and if it were, a reasonable person would expect it to have a material effect (upwards or downwards) on the price or value of a security. In simple terms, Inside Information is any information which might influence someone to decide whether or not to buy or sell the securities.

Information is generally available if:

- It is available in the public domain;
- Investors have been notified by an ASX announcement, and a reasonable period has passed since the announcement; or
- It consists of observations, deductions, conclusions or inferences made or drawn from public information.

Examples of possible Inside Information include:

- The financial performance of the Company (ie sales or profit information);
- Entry into or termination of a significant contract;
- Actual or proposed merger, acquisition or joint venture;
- Actual or proposed new share issue or change to capital structure;
- Actual or potential development of technology and/or technological process that will enhance existing technology and/or technological process.

Personnel and Related Parties must not deal in Company Securities if:

- They are aware of Inside Information; or
- The Company has notified Personnel that they or their Related Parties must not deal in securities, whether this be for a specified period or until further notice is provided by the Company

In addition, Personnel and Related Parties must not encourage someone else to deal in the Company securities or provide Inside Information to another person who may use it to deal in the Company securities.

3.2. The Front Page Test – Reputation Considerations:

It is important that public confidence in the Company is maintained. Personnel must not take advantage of their position to make financial gains by dealing in securities on the basis of the Inside Information.

As a guiding principle, before dealing in Securities, you should ask yourself:

*“If the market was aware of the all of the current circumstances, could the proposed dealing be perceived by the market as taking advantage of my position in an inappropriate way? How would it look if the circumstances of the transaction were reported on the front page of a newspaper? (the **Front Page Test**).”*

Where any approval is required for a dealing under this Policy, approval will not be granted where the dealing is not consistent with the principles of the Front Page Test.

3.3. No Dealing in Closed Periods

Personnel and their Related Parties must not deal in Company Securities during any of the following Closed Periods:

- From close of trading on the 31 December until one trading day following the release of the Company half year results to the ASX, usually released in or around February each year;
- From close of trading on the 30 June until one trading day following release of the Company full year results to the ASX, usually released in or around August each year;
- The period commencing one-week prior to release of the Company’s quarterly reports (ie end of March, June, September and December) and ending one trading day following the release (usually by the end of the months of January, April, July and October); and
- Any other period determined by the Board from time to time.

Exceptional Circumstances

If Personnel or their Related Parties need to deal in Company Securities during a Closed Period due to exceptional circumstances (for example, severe financial hardship or compulsion by court order) and they are **not** in possession of Inside Information, they must:

- **Apply** in writing to the Notification Officer in accordance with the table below:
- **Confirm** that they or the Related Party are not in possession of any price-sensitive information relating to the Company;
- **Provide** sufficient information that the proposed dealing is the most reasonable course of action in the circumstances.

Person	Notification Officer
Directors	Chairman
Chairman	Company Secretary
All other Personnel (other than the Company Secretary)	CEO and Company Secretary
Company Secretary	Chairman or CEO

The Notification Officer may grant or refuse clearance at their discretion and impose conditions on the dealing, with no compulsion to require the Notification officer to disclose the reasons for their decision.

If approval to deal is granted, Personnel or Related Parties must undertake the intended dealing within two business days following the day clearance is given. If the intended dealing does not occur within this deal, new approval will then be required.

3.4. Dealing in Other Companies Securities

Personnel may come into possession of Inside Information regarding another company where they are directly involved (ie negotiating a contract with another company).

Personnel and Related Parties must not deal in the securities of either the Company or the other company if they are aware of Inside Information in relation to that company.

If any doubt exists, please consult with the Company Secretary.

4. PERMITTED DEALINGS

Company Personnel, other than Designated Persons (refer section 5.1), are permitted to deal in Company Securities during periods outside of Closed Periods, acknowledging that the Inside Information prohibitions always apply.

Company Personnel must also consider the restrictions on short term dealings as summarised in section 7.1.

5. WHO HAS ADDITIONAL TRADING RESTRICTIONS?

5.1. Additional Restrictions for Designated Persons

In addition to the general restrictions on dealing in Company Securities set out within this Policy which apply to Company Personnel, additional restrictions on dealing in Company Securities apply to **Designated Persons**, which includes the following:

- A Non-Executive Director of the Company;
- The Chief Executive Officer;
- The Chief Operating Officer;
- The Company Secretary; and
- Other person (s) who regularly possess Inside Information or have been advised by the Company Secretary that they are subject to the additional dealing restrictions applicable to Designated Persons under this Policy

Designated Persons

Designated Persons need to take additional care in relation to dealings in the Company Securities due to the potential for adverse public perceptions to be formed.

Designated Persons who wish to deal in Company Securities must first seek approval in writing from the Notification Officer as summarised in the table below for any dealing in Company Securities:

Designated Person	Notification Officer
Directors	Chairman
Chairman	Company Secretary
Chief Executive Officer	Chairman or Company Secretary
Chief Operating Officer	Company Secretary
Company Secretary	Chairman

Designated Persons must, at the time of the proposed dealing, advise that they are not in possession of any Inside Information via completion of a 'Notification by Designated Person of Proposed Dealing' form. Once confirmation is provided via a 'Confirmation by Notification Officer of Proposed Dealing' form, any dealing in respect of which clearance is given under 3.1 must occur within 5 business days of the receipt of the clearance or further clearance will be required.

Clearance of a trade is not an endorsement of the trade and Designated Persons remain solely responsible for their compliance with this Policy and the Corporations Act. Designated Persons must promptly notify the Company Secretary in writing of any dealings in Company Securities outside of Closed Periods, ideally by close of business on the day of the trade.

Directors should note that the Company is required to notify the ASX of any dealings in Company Securities within 5 business days of the dealing taking place.

5.2. Register

A register of notifications and clearances is to be kept by the Company Secretary.

A register of Designated Persons interests in the Company's Securities is also kept by the Company Secretary.

6. DEALINGS EXCLUDED FROM THIS POLICY

This Policy does not apply to:

- An undertaking to accept, or the acceptance of a takeover offer for the Company's Securities;

- Dealings under an offer or invitation made to all of the shareholders of the Company (ie a rights issue, a share purchase plan or a dividend or distribution reinvestment plan or an equal access buyback)
- Dealings that result in no effective change to the beneficial interest in the Company Securities;
- The cancellation, lapsing or surrender of a right under the Company's Performance Rights Plan.

Such dealings remain subject to the Inside Trading rules and Personnel should still consider any legal or reputational issues before proceeding with the dealing.

7. PROHIBITED DEALINGS

7.1. No Short term or Speculative Trading

Company Personnel must not engage in short-term trading of Company Securities, except where there are exceptional circumstances and with prior written clearance. Should such circumstances exist, consideration will be given to the criteria outlined in section 2.3.

Buying and selling (or selling and buying) within a 6-month period is considered short-term.

8. BREACHES OF THIS POLICY

Breaches of this Policy will be regarded by the Company as serious and will be subject to appropriate sanctions. Strict compliance with this Policy and the Insider Trading laws is a requirement under each employment contract with the Company. Breaches of the Insider Trading laws can expose the Company and individuals to penalties (including criminal penalties) and third party claims. Individuals may also be subject to significant fines and imprisonment.

Any person suspected of breaching this Policy may be suspended from attending the workplace on full pay pending the outcome of investigations into the alleged breach.

Breaches of this Policy or the Insider Trading laws will result in disciplinary action, which may include termination of employment.

The requirements of this Policy are separate from, and in addition to, the legal prohibitions in the Corporations Act on Insider Trading.

9. MONITORING, REVIEW AND PUBLICATION OF THIS POLICY

The Board will review this Policy periodically to ensure it remains relevant to the current needs of the Company. This Policy may be amended by resolution of the Board.

This Policy is available on the Company's website and the key features are published in the annual report or a link to the governance section of the website.

10. VERSION CONTROL

Version	Date	Status	Document Owner	Approver	Changes	Approval Date
1.0	10 April 2018	First Version	Company Secretary	Board	First Version	10 April 2018
2.0	13 May 2020	Second Version	Company Secretary	Board	Second Version	13 May 2020
3.0	20 January 2022	Third Version	Company Secretary	Board	Full redraft	27 January 2022

11. RELATED DOCUMENTS

1414 Degrees Board Remuneration Policy

1414 Degrees Performance Rights Plan & Rules