

9 January 2023

hummm group limited - Securities Trading Policy

hummm group limited (ASX: HUM) (the "**Company**") advises, in accordance with ASX Listing Rule 12.10, that it has updated its Securities Trading Policy.

A copy of the updated Securities Trading Policy is attached and available on the Company's website.

-ENDS-

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ABOUT HUMMMGROUP

hummmgroup provides easy instalment plans which enable businesses and consumers to make bigger purchases. hummmgroup facilitates purchases for over 2.7 million customers and operates in Australia, New Zealand, Ireland, Canada and the United Kingdom.

SECURITIES TRADING POLICY

1. Introduction

1.1 This Securities Trading Policy sets out the Company guidelines for:

- a) when Designated Persons and Connected Persons may deal in the Company's Securities;
- b) when Designated Persons and Connected Persons of the Company may deal in listed securities of another entity; and
- c) processes to reduce the risk of insider trading.

1.2 Definitions

Unless otherwise defined, words in this Policy which are defined in the *Corporations Act 2001 (Cth)* have the same meaning in this Policy.

Approval means approval for an action to be undertaken by a Designated Person pursuant to this Policy and given in writing from:

- a) where the Designated Person is a Company employee, contractor or consultant, the CEO;
- b) where the Designated Person is the CEO or a Director, the Chairman; or
- c) where the Designated Person is the Chairman, the Chair of the Audit, Risk and Compliance Committee,

ASX means the Australian Securities Exchange;

Board means the board of the Company;

CEO means the Chief Executive Officer of the Company;

Company means humm group limited ACN 122 574 583 (ASX:HUM);

Connected Persons means any family member or associate over whom Designated Persons have influence;

Designated Persons means all directors, officers, employees (including Senior Management, consultants, contractors and all other employees of the Company) of the Company and its subsidiaries;

Inside Information is information relating to the Company that is not generally available and if the information were generally available, a reasonable person would expect that information to have a material effect on the price or value of the Company's Securities;

Insider Trading Laws means the relevant provisions relating to insider trading in the *Corporations Act 2001 (Cth)*;

Policy means this Securities Trading Policy;

Securities includes:

- (a) shares in the Company; and
- (b) options over unissued shares and any other financial products of the Company traded on any financial market,

Senior Management means the CEO and direct reports to the CEO and any other employee of the Company who has authority and responsibility for planning, directing and controlling its activities.

1.3 This Policy has been issued as required by the ASX Listing Rules.

2. Who does this Policy apply to?

2.1 This Policy applies to Designated Persons and their Connected Persons, all of whom may, at some time, be in possession of Inside Information.

3. Insider Trading

3.1 The principal insider trading prohibition in Australian law is contained in section 1043A of the *Corporations Act 2001 (Cth)*.

3.2 Section 1043A prohibits a person (an **Insider**) who is in possession of Inside Information from:

- (a) applying for, acquiring, disposing of, or entering into an agreement to apply for, acquire or dispose of the Company's Securities;
- (b) procuring another person to apply for, acquire, dispose of, or enter into an agreement to apply for, acquire or dispose of the Company's Securities; or
- (c) in the case of those of the Company's Securities that are able to be traded on ASX or another financial market operated in Australia, directly or indirectly communicating the Inside Information to another person when the Insider knows, or ought reasonably to know, that the other person would or would be likely to:
 - (i) apply for, acquire, dispose of, or enter into an agreement to apply for, acquire or dispose of such Company's Securities; or
 - (ii) procure another person to apply for, acquire, dispose of, or enter into an agreement to apply for, acquire or dispose of such Company's Securities.

3.3 Information is generally available if it:

- (a) is readily observable matter;
- (b) has been made known in a manner likely to bring it to the attention of persons who commonly invest in Securities and a reasonable period for that information to be disseminated has elapsed since it was made known (for example, released by the ASX); or
- (c) consists of deductions, conclusions or inferences made or drawn from information referred to in paragraph (a) above or made known as provided in paragraph (b) above.

3.4 Insider trading is a criminal offence. It is punishable by substantial fines or imprisonment or both. A company may also be liable if an employee or Director engages in insider trading.

3.5 Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties for insider trading and order payment of compensation to persons who suffer loss or damage because of insider trading. Individuals who breach any of the insider trading prohibitions may also be subject to banning orders imposed by ASIC or by the Court.

3.6 Designated Persons are expressly prohibited in engaging in conduct which is in breach of Insider Trading Laws and this Policy.

3.7 Breaches of this policy may damage the Company's reputation with ASX, ASIC and the investment community and undermine the market's confidence in the Company Securities. The requirements of this policy are separate from, and in addition to, the legal prohibitions in the *Corporations Act 2001 (Cth)* on insider trading. Any breaches of this policy will result in disciplinary action, including termination of employment.

3.8 The concept of insider trading is linked to the Company's continuous disclosure obligations pursuant to the ASX Listing Rules and the *Corporations Act 2001 (Cth)*. The Company's Disclosure and Communication Policy sets out the Company's position and guidelines in

relation to those continuous disclosure obligations and market communications.

4. Dealing in Securities

- 4.1 Dealing in the Company's Securities includes but is not limited to buying, selling, and transferring the Company's Securities or entering into any agreement to do so.
- 4.2 Dealing in the Company's Securities may only occur at certain times, and may require notice or Approval, as set out in this Policy.
- 4.3 Any Approval:
- (a) is given in the absolute discretion of the relevant approving party;
 - (b) may be refused without any reason being given;
 - (c) refusal is final and binding;
 - (d) may be withdrawn if circumstances change or new information comes to light; and
 - (e) request that has been refused or withdrawn is confidential information and should not be disclosed to any person or entity.
- 4.4 Designated Persons and Connected Persons must **not** deal or procure a third party to deal in the Company's Securities if he or she has information that he or she knows, or ought reasonably to know, is Inside Information in relation to Company Securities.
- 4.5 Subject to the requirements of this Policy, Designated Persons may deal in the Company's Securities or the listed securities of another entity if he or she does **not** have information that he or she knows, or ought reasonably to know, is Inside Information in relation to the Company's Securities or those securities of the other entity.

5. Restrictions on Dealing

5.1 Blackout Periods

- 5.1.1 A Blackout Period is a "Closed Period" for the purposes of the ASX Listing Rules.
- 5.1.2 No dealing by any Designated Person in the Company Securities may occur during a Blackout Period unless:
- a) there are Exceptional Circumstances; and
 - b) the requirements of clause 5.4 have been satisfied.
- 5.1.3 **Blackout Periods** will occur at the following times:
- a) the period from 31 December to noon on the ASX trading day after the public release by the Company of its half year results to the ASX;
 - b) the period from 30 June to noon on the ASX trading day after the public release by the Company of its annual results to the ASX;
 - c) from close of proxy to release of AGM results;
 - d) the period from 30 September to noon on the ASX trading day following the public release of the Company's quarterly results for the period 1 July to 30 September; and
 - e) the period from 31 March to noon on the ASX trading day following the public release of the Company's quarterly results for the period 1 January to 31 March.
 - f) such other periods the Board may determine from time to time (**Other Blackout Period**).
- 5.1.4 In determining whether an Other Blackout Period will apply, the Board may request all Designated Persons to confirm to the Company Secretary whether they are aware (as defined in the ASX Listing Rules) of any Inside Information.

5.1.5 The Insider Trading Laws continue to apply to all Designated Persons whether in or outside a Blackout Period.

5.2. Notice of Intention to Deal in the Company Securities

5.2.1 Directors and Senior Management may not deal in the Company's Securities at any time, including in Exceptional Circumstances, without providing prior written notice of their intention to deal in the Company's Securities.

5.2.2 Prior written notice must be provided within three (3) business days of the transaction occurring to :

- (i) in the case of the Company's employees, contractors, and consultants, the CEO; or
- (ii) in the case of the CEO and Directors, the Chairman;

(each a **Notified Person**)

and include the following information:

- a) details of the securities to be disposed;
- b) the nature of the disposal;
- c) number of securities to be disposed; and
- d) the proposed date of the dealing.

5.2.3 Approval from the relevant Notified Person may be required at the sole discretion of that Notified Person.

5.2.4 A copy of the written notice (and any Approval) provided under this clause 5.2 must also be sent to the Company Secretary, as well as any information required to complete and lodge an ASX Appendix 3Y (if applicable) or an ASX Form 604 (if applicable).

5.3. Exceptional Circumstances

5.3.1 Any Designated Person who is not in possession of Inside Information relating to the Company's Securities may request prior Approval to dispose of Securities during a Blackout Period where there are exceptional circumstances. **Dispose** includes sale, transfer or any other disposal of securities. Exceptional circumstances include:

- a) severe financial hardship where a Designated Person has a pressing financial commitment that cannot be satisfied other than by selling or disposing of the Securities;
- b) if a Designated Person is required by a court order, enforceable undertaking, or legal or regulatory requirement to transfer, sell or dispose of their Securities; or
- c) a situation determined by the Chairman (or in the case of the Chairman the Chair of the Audit, Risk and Compliance Committee) to be an exceptional circumstance.

(Exceptional Circumstances)

5.3.2 The request for Approval under this clause 5.3 must include the following information:

- a) details of the exceptional circumstances;
- b) details of the securities to be disposed;
- c) the nature of the disposal;
- d) number of securities to be disposed; and
- e) the proposed date of the dealing.

5.3.3 The Approval will specify the date by which the disposal must occur but that date must not be more than five (5) days from the date of the Approval.

5.3.4 A copy of any request made under this clause 5.3 and the Approval must be sent to the Company Secretary as well as any information required to complete and lodge an ASX Appendix 3Y (if applicable) or an ASX Form 604 (if applicable)..

5.4. Short Term or Speculative Trading

The Company encourages employees to be long term investors in the Company. Speculating in short term fluctuations in the price of the Company's Securities does not promote shareholder or market confidence in the integrity of the Company.

Designated Persons must not engage directly or indirectly in short term or speculative trading in the Company's Securities.

5.5. Restrictions on margin loans

Margin lending poses special risks to the compliance of Designated Persons with this Policy, particularly where the terms of the margin lending arrangements may place the Designated Person in a position of conflict with their obligations under this Policy and/or with Insider Trading Laws (for example, if a call is made under the arrangements, which results in Securities being sold while the Designated Person possesses Inside Information).

Designated Persons must not without prior Approval enter into agreements that provide lenders with rights over their interests in Company's Securities (for example, for the disposal of HUM shares or options that is the result of a secured lender exercising their rights under a margin lending agreement).

5.6. Anti-hedging Policy

Designated Persons are not permitted to enter into transactions with Securities (or any derivative thereof) in associated products which limit the economic risk of any unvested entitlements under any equity-based remuneration schemes awarded under any equity-based remuneration scheme currently in operation or which will be offered by the Company in the future.

However, Designated Persons should consult with the Company Secretary if they are considering, or if they are not sure, as to whether entering into transactions may limit the economic risk of unvested entitlements they may have.

6 Excluded Dealings

Dealings that are excluded from the restrictions in this Policy includes:

- (i) transfers of Securities between a Designated Person and someone closely related to the Designated Person (such as a spouse, minor child, family company or family trust) or by a Designated Person to their superannuation fund, in respect of which prior Approval has been provided in accordance with this Policy;
- (ii) transfers of Securities already held in a superannuation fund or other saving scheme in which a Designated Person is a beneficiary;
- (iii) an investment in, or trading units of, a fund or other scheme (other than a scheme only investing in the Company's Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (iv) where a Designated Person is a trustee, trading in Securities by that trust provided the Designated Person is not a beneficiary of the trust and any decision to trade during a Blackout Period is taken by the other trustees or by the investment managers independently of the Designated Person;
- (v) a disposal of Securities arising from undertakings to accept, or the acceptance of, a takeover offer or from a scheme of arrangement;

- (vi) trading 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 investment 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;
- (vii) a disposal of securities of the entity that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement, subject to this Policy; and
- (viii) 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 Blackout Period and where the Designated Person could not reasonably have been able to exercise at a time when free to do so;
- (ix) indirect and incidental trading that occurs as a consequence of a Designated Person or Connected Person dealing in Securities issued by a managed investment scheme, listed investment company, exchange-traded fund or similar investment vehicle that is managed by a third party and that happens to hold as part of its portfolio Company's Securities; and
- (x) trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where:
 - A. the Designated Person did not enter into the plan or amend the plan during a Blackout Period; and
 - B. the trading plan does not permit Designated Persons to exercise any influence or discretion over how, when, or whether to trade.

7 Disclosure of changes to Policy

Listing Rule 12.9 of the ASX Listing Rules requires this policy to be disclosed to the ASX. Where the Company makes a material change to this Policy, the amended policy must be provided to ASX within 5 (five) business days of the material changes taking effect, in accordance with Listing Rule 12.10.

A copy of the amended policy must also be uploaded to the Company website.

8 Breaches of this Policy

Strict compliance with this policy is a condition of employment. Breaches of this policy will be subject to disciplinary action, which may include termination of employment.

9 Review of this Policy

This Policy will be reviewed regularly by the Board having regard to the changing circumstances of the Company and any changes to this Policy will be notified to affected persons in writing. If there are any comments or views concerning the operation or effectiveness of this Policy, they should be communicated to the Company Secretary.

This policy was approved by the Board on 13 December 2022 and was effective from that date.