

6 December 2023

FleetPartners Group Limited  
ABN 85 131 557 901

1300 666 001

[fleetpartners.com.au](https://fleetpartners.com.au)

AUSTRALIA | NEW ZEALAND

## ASX Release

Market Announcement Office  
Australian Securities Exchange  
20 Bridge Street  
Sydney NSW 2000

### Updated Securities Trading Policy

FleetPartners Group Limited (“FPR” or the “Company”) advises that, in accordance with ASX Listing Rule 12.10, the Company has updated its Securities Trading Policy (“Policy”) as annexed to this announcement. A copy of the Policy is also available on the Company’s website at <https://investors.fleetpartners.com.au/Investor-Centre/?page=Corporate-Governance>.

ENDS

<b>Authorised by:</b> Damien Berrell Chief Executive Officer and MD	<b>Investor enquiries</b> James Owens Chief Financial Officer <a href="mailto:James.Owens@fleetpartners.com.au">James.Owens@fleetpartners.com.au</a> +61 416 407 826
---	--

# Securities Trading Policy

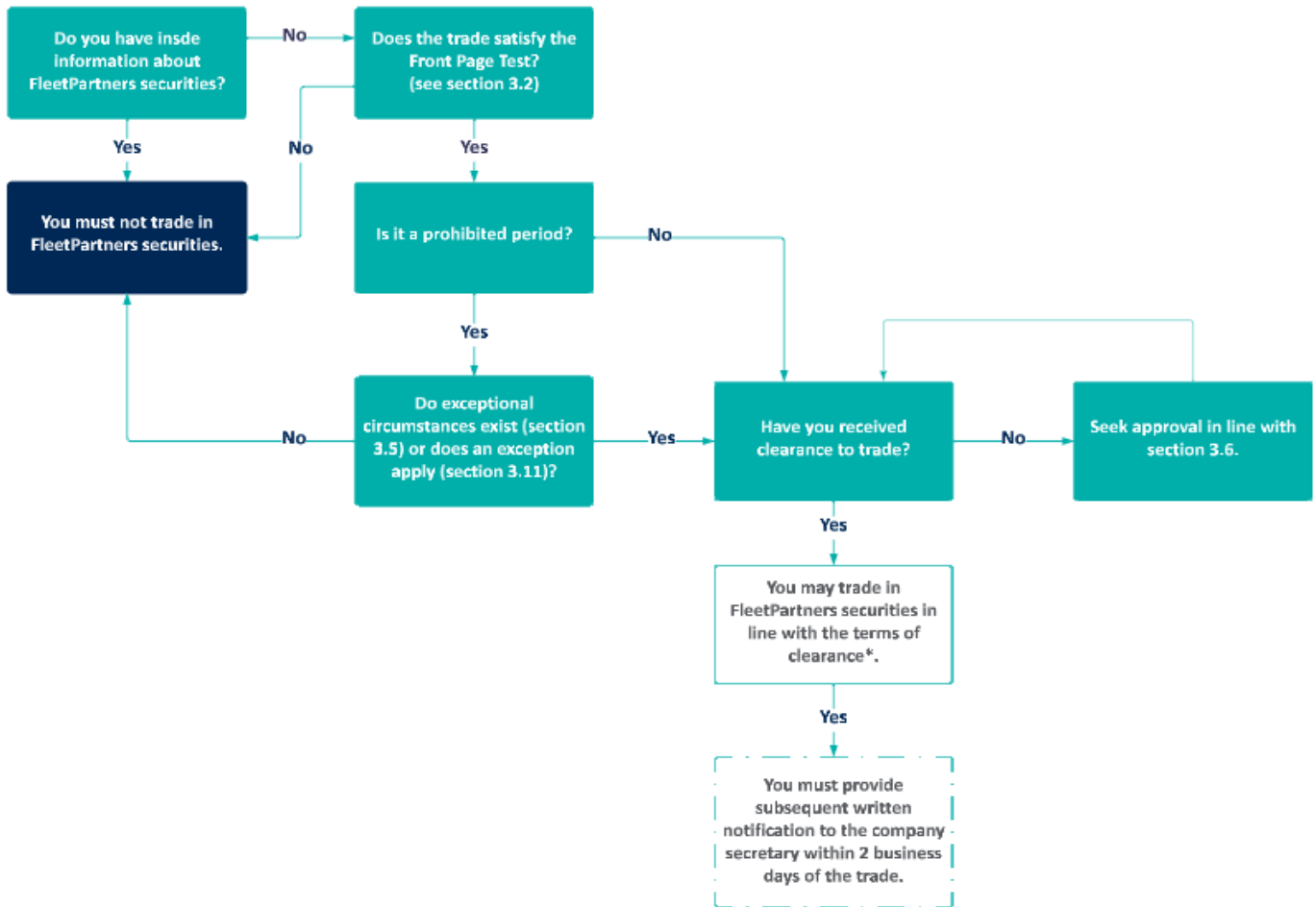
Date: 4 December 2023

Version 1.4

## Contents

<b>1</b>	<b>Overview of this Policy</b> .....	<b>2</b>
<b>2</b>	<b>Introduction</b> .....	<b>2</b>
2.1	Purpose.....	2
2.2	Application.....	3
<b>3</b>	<b>Restrictions on trading</b> .....	<b>3</b>
3.1	No trading while in possession of inside information .....	3
3.2	The Front Page Test.....	3
3.3	No trading in Company securities during prohibited periods .....	3
3.4	Prior written clearance for all trading.....	4
3.5	Exceptional circumstances .....	4
3.6	Written clearance process .....	4
3.7	Subsequent notification of all trading .....	5
3.8	Short term trading.....	5
3.9	Margin loans and other security interests.....	5
3.10	Hedging and Derivatives .....	5
3.11	Dealing which may occur during a prohibited period .....	6
3.12	Securities of other companies .....	6
3.13	Connected persons .....	7
<b>4</b>	<b>What are the rules about insider trading?</b> .....	<b>7</b>
4.1	General rule.....	7
4.2	Examples of inside information .....	7
<b>5</b>	<b>Other matters</b> .....	<b>8</b>
5.1	Breach.....	8
5.2	Changes to Policy .....	8
5.3	Adoption of Policy and annual Board review.....	8
<b>6</b>	<b>Document control</b> .....	<b>9</b>

# 1 Overview of this Policy



\*This is subject to the overriding restriction against trading if you become aware of inside information when you wish to understate the trade.

## 2 Introduction

### 2.1 Purpose

The purpose of this Securities Trading Policy (Policy) is to:

- (a) ensure that public confidence is maintained in the reputation of FleetPartners Group Limited (**Company**) and its subsidiaries (together, **Group**), the Directors and Employees of the Group and in the trading of the Company’s securities;
- (b) explain the Company’s policy and procedures for the buying and selling of securities; and
- (c) recognise that some types of trading in securities are prohibited by law.

The Company will take a substance over form approach and will have regard to the intent and spirit of this Policy when applying and enforcing it.

## 2.2 Application

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

Directors and Employees must also take steps in relation to trading by their “Connected Persons”. See section 3.13 for further information.

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

## 3 Restrictions on trading

### 3.1 No trading while in possession of inside information

Directors and Employees must not trade if they are aware of inside information in relation to the Company.

Inside information is information that:

- (a) is not generally available to the market; and
- (b) if it were generally available to the market, a reasonable person would expect it to have a material effect (upwards or downwards) on the price or value of a security.

Section 4 contains further details regarding the insider trading laws.

### 3.2 The Front Page Test

Directors and Employees must not trade if it would not satisfy the ‘Front Page Test’.

It is important that public confidence in the Group is maintained. It would be damaging to the Group’s reputation if the market or the general public perceived that Directors and Employees might be taking advantage of their position in the Group to make financial gains (by trading in securities on the basis of inside information).

As a guiding principle, before any trade Directors and Employees should ask themselves:

*If the market was aware of all the current circumstances, could I be perceived to be taking advantage of my position in an inappropriate way? How would it look if the transaction were reported on the front page of the newspaper? (The Front Page Test)*

Where any approval is required for a trade under this Policy, approval will not be granted where the approver considers that the trade would not satisfy the Front Page Test.

### 3.3 No trading in Company securities during prohibited periods

Directors and Employees must not trade during the following prohibited periods:

- (a) four weeks prior to the Company's year end until the business day after the release of the full year results;
- (b) four weeks prior to the Company's half year end until the business day after the release of the half yearly results; and
- (c) any additional periods imposed by the Board from time to time.

### 3.4 Prior written clearance for all trading

Directors and Employees must seek prior written clearance before undertaking any trading in Company securities.

This requirement applies to all trading, even if it is outside of a prohibited period. The process for seeking written clearance is set out in section 3.6.

Trading at any time (even if approval has been obtained under this Policy) remains subject to the insider trading prohibition in the *Corporations Act 2001* (Cth) (**Corporations Act**).

### 3.5 Exceptional circumstances

If a Director or Employee needs to trade during a prohibited period due to exceptional circumstances and is not in possession of any inside information, then they may apply for written clearance to trade.

Exceptional circumstances may include severe financial hardship or compulsion by court order.

Approval to trade will only be granted if sufficient evidence is provided to satisfy the person providing clearance that the trade is the most reasonable course of action available in the circumstances.

Any trade permitted under this section 3.5 must comply with the other sections of this Policy (to the extent applicable).

### 3.6 Written clearance process

Directors and Employees must submit a written request to the Company Secretary, who will forward it to:

- (a) the Chair of the Board (in the case of a Director seeking clearance, or in the case of an Employee who is considered key management personnel); or
- (b) the Chair of the Audit and Risk Committee (in respect of the Chair or Company Secretary seeking clearance).

The Company Secretary is the relevant approver for all other Employees.

In each case, the relevant approver is known as a “Designated Officer”.

The Designated Officer may request any additional information that they consider necessary. The Designated Officer, having consulted with members of management as appropriate, may grant or refuse the request and may impose conditions on the trading in their discretion. The Designated Officer is not obliged to provide reasons for any aspect of their decision and may revoke their approval at any time. If a request is not approved or an approval is revoked, that fact must be kept confidential.

Directors and 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, unless a different period is specified in writing.

The Company Secretary will inform the Board of the details of all trades approved.

Approval under this Policy is not an endorsement of the dealing. Directors and Employees are responsible for their own compliance with the law.

### 3.7 Subsequent notification of all trading

Directors and Employees must provide the Company Secretary with subsequent written notification of all trading in Company securities within two business days.

### 3.8 Short term trading

Directors and Employees must not trade in the Company's securities on a speculative or short-term basis.

Short-term trading includes buying and selling securities on market within a 6 month period, and entering into other short-term dealings (for example, forward contracts).

Selling shares received following the vesting of entitlements under an employee, executive or director equity plan within 6 months of the vesting date is not a short-term trading.

### 3.9 Margin loans and other security interests

No Director or Employee may enter into a margin loan or similar funding arrangement to acquire any Company securities, or grant lenders any rights over their Company securities without first obtaining prior written clearance from the Board.

In order to seek clearance to enter into a margin loan or similar funding arrangement, Directors and Employees must submit a written request to the Company Secretary. The Company Secretary may request such information as considered appropriate in the circumstances prior to submitting the written request to the Board for approval. Directors and Employees should be aware that the Board may refuse the request. The Board is not obliged to provide reasons for any aspect of their decision and may revoke their approval at any time. If a request is not approved or an approval is revoked, that fact must be kept confidential.

The Director or Employee shall inform the Company Secretary of any material change in their margin loan or similar funding arrangements eg. 5% movements in the Loan to Value Ratio (LVR) occasioned by drawdowns or price movements, and at least annually, of the amount drawn and securities covered. The Company Secretary will immediately inform the Board of all such material changes notified.

On a bi-annual basis, the Director or Employee shall inform the Company Secretary the details of the amount drawn under the margin loan and current LVR. The Company Secretary will report to the Board the details notified.

### 3.10 Hedging and Derivatives

Directors and 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 or securities that are subject to a holding lock or similar trading restriction under a Company incentive plan.

### 3.11 Dealing which may occur during a prohibited period

During a prohibited period, Directors and Employees may trade in Company securities in the circumstances described below. (Please note that the Policy requirements with respect to compliance with the law, prior written clearance and subsequent notification continue to apply to trading under one of these exceptions. See paragraphs 3.4 and 3.7).

- (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 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 Employee acting as trustee)** Where the Director or Employee is a trustee or a director of a corporate trustee, trading in Company securities by that trust provided the Director or 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 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 pro-rata 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).
- (f) **(Incentive Schemes)** Participation in an employee, executive or director equity plan operated by the Company. However, where securities granted under such a plan cease to be held under the terms of the plan, any dealings in those securities must only occur in accordance with this Policy.
- (g) **(Involuntary disposals caused by margin lender)** An involuntary disposal of securities that results from a margin lender or similar financier exercising its rights under a margin loan or similar funding arrangement.
- (h) **(Share qualifications)** The acquisition of shares by a Director to satisfy a share qualification.

### 3.12 Securities of other companies

Directors and Employees must not trade in securities of another company whilst in possession of inside information in respect of that company.



### 3.13 Connected Persons

Directors and Employees must take appropriate steps to ensure that their “Connected Persons” only deal in securities in circumstances where the Director/Employee to whom they are connected would be permitted to trade under this Policy. For example, by obtaining clearance in accordance with this Policy in respect of the Connected Person’s dealings.

**Connected Persons** are:

- (a) a family member who may be expected to influence, or be influenced by, the Director/Employee in their dealings with the Company or Company securities (this may include, for example, the Director/Employee’s spouse, partner and children, or dependants); and
- (b) a company or any other entity which the Director/Employee has an ability to control.

## 4 What are the rules about insider trading?

### 4.1 General rule

Broadly speaking, the Corporations Act provides that a person who has inside information about a company must not:

- (a) buy or sell securities in a company, or enter in an agreement to buy or sell securities, or otherwise apply for, acquire or dispose of securities (**deal**);
- (b) encourage someone else to deal in securities in that company; or
- (c) directly or indirectly provide that information to another person where they know, or ought to know, that that person is likely to deal in securities or encourage someone else to deal in securities of that company (tipping).

These restrictions apply to all securities, not just the Company’s securities.

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.

### 4.2 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 security holder 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;
- (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.

## 5 Other matters

### 5.1 Breach

Breaches of this Policy will be regarded by the Company as serious and will be subject to appropriate sanctions.

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

Any person who breaches this Policy could face disciplinary action (including forfeiture of securities and/or suspension or termination of employment).

Breaches of the insider trading laws have serious consequences for both the personnel concerned and the Company. Penalties under the Corporations Act include financial penalties and imprisonment.

### 5.2 Changes to Policy

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.

### 5.3 Adoption of Policy and annual Board review

This Policy was adopted by the Board on the date specified in the table in section 6, and takes effect from that date and replaces any previous policy in this regard.

The Board will review this Policy annually. The Company Secretary will arrange for any amendments to be communicated to employees as appropriate.

## 6 Document control

Version	Management Approval	Board Approval
1.0	Doc Klotz / 19 March 2015	26 March 2015
1.1	Doc Klotz / 3 March 2017	10 March 2017
1.2	Julian Russell / 19 October 2020	26 October 2020
1.3	Julian Russell / 26 October 2021	1 November 2021
1.4	Damien Berrell / 25 November 2022	25 November 2022
1.5	Damien Berrell / 24 November 2023	04 December 2023