

## Securities trading policy

**EntX Limited**  
ACN 164 573 728

**Approved: 11 April 2022**

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(Company)

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### 1. Introduction

- 1.1 This policy has been implemented to prevent 'insider trading' in Securities of the Company by Restricted Personnel. It also imposes disclosure requirements on Directors.
- 1.2 This policy outlines:
- (1) when trading in the Company's Securities by Restricted Personnel is permitted (Paragraph 6.1);
  - (2) outlines when trading in Securities of certain other companies by Restricted Personnel is not permitted (Paragraph 4.6);
  - (3) how approvals are to be sought by Restricted Personnel prior to trading in Securities (Paragraphs 5.2 to 5.7); and
  - (4) sets out procedures to reduce the risk of insider trading.
- 1.3 The Company is committed to ensuring that Restricted Personnel act in accordance with the Company's values and strategies, including to act at all times in accordance with applicable laws.

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### 2. Objectives

- 2.1 The objectives of this policy are to:
- (1) ensure that Restricted Personnel are aware of the legal restrictions on trading Securities in the Company while a person is in possession of Inside Information in relation to the Company;
  - (2) minimise the risk of Restricted Personnel contravening the laws against insider trading;
  - (3) assist in ensuring the Company is able to meet its reporting obligations under the ASX Listing Rules;
  - (4) assist in ensuring the Company complies with the principles of good corporate governance and best practice recommendations set out by the ASX Corporate Governance Council; and
  - (5) increase transparency with respect to trading in the Securities of the Company by Restricted Personnel.
- 2.2 To achieve these objectives this policy is binding on all Restricted Personnel.

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### 3. Definitions and interpretation

- 3.1 In this policy, unless the context otherwise requires:
- (1) **Act** means the Corporations Act 2001;
  - (2) **Associated persons** refers to contractors, consultants, advisors or key suppliers that by virtue of their role or relationship with the Company or a controlled entity of the Company have access to information that has or could reasonably be deemed to be Inside Information;

- (3) **Business Day** has the meaning given in the ASX Listing Rules;
- (4) **Connected Person**, in respect of Key Management Personnel or an Employee, means:
  - (a) a spouse or partner, child or step-child under 18 years, or a parent of the Key Management Personnel or Employee;
  - (b) an unlisted body corporate which the Key Management Personnel or the Employee controls or is director of;
  - (c) a trust of which the Key Management Personnel or Employee is a trustee and of which he or she or any of the persons referred to above is a beneficiary; or
  - (d) any other person over whom the Key Management Personnel or Employee has significant influence or control.
- (5) **Deal in Securities** means apply for, acquire or dispose of Securities in the relevant entity, or enter into an agreement to apply for, or acquire, or dispose of any such Securities, and includes procuring another person to do any of these things, and **Dealing in Securities** has a corresponding meaning;
- (6) **Inside Information** is information that is:
  - (a) not generally available (as defined in section 1042C of the Act; see below); and
  - (b) if it were generally available (as defined in section 1042C of the Act), a reasonable person would expect it to have a material effect (as defined in section 1042D of the Act) on the price or value of the relevant Securities;

*Information is generally available if: it consists of readily observable matter; or it has been publicly disclosed by an announcement to ASX and a reasonable period for its dissemination among investors has elapsed; or it consists of deductions, conclusions or inferences made or drawn from other generally available information.*
- (7) **Prohibited Period** has the meaning given in paragraph 6.1;
- (8) **Securities** include shares, debentures, options to acquire shares or debentures, and derivatives;
- (9) **Restricted Personnel** means
  - (a) A person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) or senior executive of the Company (**Key Management Personnel**);
  - (b) an employee or contractor of the Group (**Employees**); and
  - (c) a Connected Person of Key Management Personnel/Employees.

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## 4. Insider trading

- 4.1 Insider trading is unlawful. A person undertakes insider trading in relation to the Securities of the Company if that person Deals (or advises or procures another person to Deal) in the Company's Securities while possessing Inside Information in relation to the Company (even if the person has a clearance to Deal in Securities from the Company under this policy).
- 4.2 It is also insider trading if a person in possession of Inside Information in relation to the Securities of the Company discloses that Inside Information to another person if the first person knows, or ought reasonably to know, that the second person would or would be likely to Deal (or procure someone else to Deal) in Securities of the Company.

- 4.3 Insider trading is a criminal offence. It is punishable by substantial fines or imprisonment or both under the Act.
- 4.4 Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties on persons who engage in insider trading and order payment of compensation to persons who suffer loss or damage as a result of insider trading in the Company's Securities.
- 4.5 Restricted Personnel will or may, from time to time, be in a situation where they are in possession of Inside Information. Some examples are the period shortly prior to the release of annual or half-yearly results to the ASX and the period during which a confidential major transaction is being negotiated.
- 4.6 The prohibition on insider trading is not restricted to Inside Information relating to the Company's Securities. If you possess Inside Information in relation to Securities of another company or entity, including suppliers or customers of the Company, you must not deal in those Securities. Examples of situations where you may be in possession of Inside Information in relation to Securities of another company and therefore prohibited from Dealing in Securities of that company are as follows:
  - (1) in the course of negotiating a transaction with the Company, another company provides confidential information about itself to you;
  - (2) in the course of negotiating a transaction with the Company, another company provides confidential information about a third party to you; or
  - (3) you are aware of confidential information concerning a proposed transaction or other action by the Company that might have a material effect on a third party.
- 4.7 Written approval under this policy must be sought prior to any Dealings in Securities of the Company taking place. These approval requirements are set out in more detail in paragraph 5.
- 4.8 Notwithstanding anything in this policy, Restricted Personnel each have an individual responsibility to ensure they comply with all laws relating to insider trading. Approvals under this policy are not an endorsement of a proposed Dealing in Securities. A dealing may breach insider trading laws even if approval is obtained under this policy. Restricted Personnel should consider carefully whether they possess any Inside Information that might preclude trading, and if there is any doubt, they should not trade.

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## 5. When Restricted Personnel may Deal in Securities

- 5.1 Restricted Personnel may only Deal in Securities of the Company if:
  - (1) they have satisfied themselves that they are not in possession of any Inside Information;
  - (2) they have obtained the necessary written permissions in accordance with paragraph 5.2; and
  - (3) the Company is outside of a **Prohibited Period**, being:
    - (a) a "Closed trading period" (as defined in paragraph 6.1); and
    - (b) any additional period when Restricted Personnel are prohibited from Dealing in Securities of the Company, which is imposed by the Board from time to time and notified to Restricted Personnel (including by email).

In addition, certain Dealings in Securities are excluded from the operation of this policy under paragraph 8.1.

- 5.2 Before undertaking a Dealing in Securities of the Company (other than a dealing referred to in paragraph 8), Restricted Personnel must, whether or not in a Prohibited Period, obtain written approval for the Dealing from:
- (1) in the case of Employees or Associated persons, the Managing Director or in his or her absence, the Company Secretary;
  - (2) in the case of a Director or their associates (including spouses and de facto spouses or the Director's parents or children), the Chair, or in his or her absence, the Managing Director;
  - (3) in the case of the Managing Director, the Chair or, in his or her absence, the Chair of the Audit and Risk Management Committee; or
  - (4) in the case of the Chair, the Chair of the Audit and Risk Management Committee.
- 5.3 When seeking approval Restricted Personnel must confirm that they are not in possession of any Inside Information and provide details of the proposed Dealing in Securities (e.g. number and type of Securities and nature of the proposed Dealing, including if paragraph 9 is applicable, evidence of exceptional circumstances and why disposal is the only reasonable course of action). The 'Request to trade in securities of the company' form must be completed when seeking approval, and is available.
- 5.4 Any approval obtained under paragraph 5.2 will be valid for a period of up to 5 business days after the approval is given, as determined by the person granting approval. Restricted Personnel must not Deal in Securities if they come into possession of Inside Information after obtaining approval.
- 5.5 The Company has full discretion to give or refuse approval and may refuse to grant approval without giving reasons. The Company may also withdraw approval if it receives new information or there is a change in circumstances after approval is given. If approval is refused that decision is final and binding on the Restricted Personnel who submitted the request to Deal in Securities, and the person must keep the fact of the refusal confidential and not disclose it to anyone.
- 5.6 The Company secretary must maintain a written record of all written requests to Deal in Securities and the decisions made in relation to those requests.
- 5.7 Restricted Personnel must not communicate Inside Information to a person who the Restricted Personnel knows, or ought reasonably to know, would or would be likely to Deal (or procure someone else to Deal) in Securities of the Company.
- 5.8 Restricted Personnel must not recommend or otherwise suggest to any person (including a spouse, relative, friend, trustee of a family trust or Directors of a family company) that they Deal in Securities where the Restricted Personnel is in possession of Inside Information.

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## 6. Closed trading periods

- 6.1 The Company's **Closed trading periods** commences at the end of quarter until the release of the following announcements:
- (1) the day a quarterly report is announced;
  - (2) the day half year results are announced; and
  - (3) the day full year results are announced.

The Board may by notice to Restricted Personnel (including by email) vary any Closed Period before or during the relevant period.

Restricted Personnel are required to wait at least 1 full Business Day (i.e. a full 24 hour trading cycle) after the relevant release or meeting before Dealing in Securities so that the market has had time to absorb this information.

For other announcements (not specified above), Restricted Personnel are required to wait at least 4 trading hours before dealing in Securities in accordance with paragraph 7.1 so that the market has had time to absorb this information.

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## 7. Excluded Dealings

- 7.1 Subject always to the prohibition against insider trading (that is, you must not undertake the following if you are in possession of Inside Information), the following Dealings in the Company's Securities are excluded from the operation of this policy:
- (1) transfers which result in no change in the beneficial interest in the Securities;
  - (2) an investment in, or trading in 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;
  - (3) where Restricted Personnel are a trustee, trading in the Company's Securities by that trust provided the individual impacted by this policy is not a beneficiary of the trust and any decision to Deal in Securities during a prohibited period is taken by the other trustees or by the investment managers independently of this individual;
  - (4) undertakings to accept, or the acceptance of, a takeover offer or scheme of arrangement;
  - (5) 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 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;
  - (6) a disposal of Securities that is the result of a secured lender exercising its rights;
  - (7) undertakings to accept, or the acceptance of, Securities the subject of a current prospectus or other form of disclosure document the Company has issued;
  - (8) the exercise (but not sale of Securities following exercise) of an option or a right under an employee incentive share scheme, or the conversion of a convertible security; and
  - (9) trading under a non-discretionary trading plan for which prior clearance has been provided in accordance with procedures set out in the trading policy and where:
    - (a) Restricted Personnel did not enter into the plan or amend the plan during a Prohibited Period;
    - (b) the trading plan does not permit Restricted Personnel to exercise any influence or discretion over how, when or whether to Deal in Securities; and
    - (c) Restricted Personnel may not cancel the trading plan or cancel or otherwise vary the terms of his or her participation in the trading plan during a Prohibited Period other than in exceptional circumstances.

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## 8. Exceptional circumstances – permission to Deal

- 8.1 In exceptional circumstances where disposal of Securities is the only reasonable course of action available, approval may be given by the Chair and at least one other non-executive Director for Restricted Personnel to sell (but not to purchase) Securities of the Company during a Prohibited Period. The process for obtaining approval is as set out in paragraph 5.

- 8.2 Examples of the type of circumstances which may be considered exceptional for these purposes would be severe financial hardship on the part of the individual that can only be satisfied by selling the Securities, or a requirement to Deal in Securities to satisfy an overriding legal or regulatory obligation (e.g. a court ordered settlement).
- 8.3 The determination of whether the circumstances are exceptional for this purpose must be made by the Chair and at least one other non-executive Director.
- 8.4 Notwithstanding anything in this paragraph 9 or otherwise in this policy, Restricted Personnel must not Deal in Securities of the Company if they are in possession of Inside Information.

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## 9. Notification of directors' dealings in Securities

- 9.1 A Director of a listed company must notify the ASX within 14 days of acquiring or disposing of a relevant interest in any Securities of the Company (section 205G of the Act). This is an obligation of the Director, not the Company. There is no prescribed form for such notifications.
- 9.2 The Company (in this case as the agent of the director for the purposes of section 205G of the Act) must notify the ASX of dealing in Securities by Directors within 5 Business Days (ASX Listing Rules 3.19A and 3.19B).
- 9.3 Three appendices are included in the ASX Listing Rules for the purpose of this notification:
  - (1) 3X: Initial Director's Interest Notice;
  - (2) 3Y: Change of Director's Interest Notice; and
  - (3) 3Z: Final Director's Interest Notice.
- 9.4 Where an Appendix 3Y is lodged with ASX, the Director's obligations under section 205G of the Act will be satisfied.

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## 10. Notification to the Company Secretary

- 10.1 Key Management Personnel must notify the Company Secretary within 2 Business Days of acquiring or disposing of a relevant interest in any Securities in the Company or on ceasing or becoming a substantial shareholder of the Company (and Directors must also provide such other information as required by the Company to submit an Appendix 3Y to ASX).

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## 11. Breach of policy

- 11.1 A breach of this policy by Restricted Personnel will be regarded seriously. It may constitute a breach of the law and it will lead to disciplinary action being taken against the individual that may result in summary dismissal of the individual and other proceedings.
- 11.2 Restricted Personnel must take reasonable steps to prohibit any of their closely related parties (including spouse, children, family companies and family trusts) from engaging in any activity that would breach this policy. Restricted Personnel must immediately notify the Company secretary if they become aware of any of their closely related parties engage in conduct which breaches, or may breach, this policy.

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## 12. Speculative dealing, hedging and margin loans

- 12.1 Restricted Personnel must not at any time engage in short-term or speculative trading in, or short selling of, Securities of the Company.
- 12.2 Restricted Personnel must not at any time enter into any transaction (e.g. a derivative) which would have the effect of hedging or otherwise transferring the risk of fluctuation in value of any options issued to

them under any Company employee option plan prior to vesting of the options.

- 12.3 Restricted Personnel must not enter into any margin loan (or other borrowing that uses Securities as security) where there is a risk that Company Securities will be traded pursuant to the terms of the loan, unless the person has the prior approval of the Chair (or in his or her absence the Chair of the Audit and Risk Management Committee). A request for approval must provide details of the margin loan including the number of Securities involved, the trigger points, the right of the lender to sell the Securities and any other material details (and any other details required by the Chair).

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## **13. Further information and updates**

- 13.1 If Restricted Personnel have any query about the application of this policy, they should consult the Managing Director or Company secretary. In addition, for details of the Company's continuous disclosure requirements, reference should be made to the Continuous disclosure policy.
- 13.2 This policy shall be reviewed periodically to check that it is operating effectively and whether any changes to it are required.
- 13.3 Material changes to this policy will be advised to ASX in accordance with ASX Listing Rule 12.10.