



# **SECURITIES**

# **TRADING**

# **POLICY**

SRG Global Limited (**Company**)  
ACN 104 662 259

Adopted by the Board on 17 August 2021

COR-POL-0032

26/08/2021



# 1 Securities Trading Policy

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SRG Global Limited (SRG Global or the Company) Securities Trading Policy applies to directors, senior executives and employees trading in SRG Global securities and in other entities' securities whilst in possession of 'inside' information.

SRG Global Securities Trading Policy aims to:

- Protect stakeholders' interests at all times,
- Ensure the directors, senior management and employees do not use any information they possess for their personal advantage, or to their clients' or SRG Global detriment, and
- Ensure that directors, senior management and employees comply with insider trading legislation of the various jurisdictions in which transactions may take place.

## 1.1 Guiding Principles

- No director, senior manager or employee may trade in SRG Global securities or other securities while in the possession of inside information.
- SRG Global expects directors, senior managers and employees to act with integrity and honesty at all times.

## 1.2 Purpose & Application

The purpose of this policy is to:

- Explain the type of conduct in relation to dealings in securities that is prohibited under the relevant law and by SRG Global, and
- Establish a best practice procedure for buying, selling or otherwise dealing with SRG Global securities to protect both the Company and its people.

This policy applies to directors of a SRG Global Group entity, senior management and employees in all areas in the SRG Global Group. It also applies to an "associate". An "associate" is a spouse, de facto partner, child at home, family trust (over which a director, senior manager or employee has control) company and other close associate.



### 1.3 General Trading Restriction

No director, senior manager, employee or their associates may trade in or arrange for someone else to trade in:

- SRG Global securities while in possession of inside information concerning SRG Global, or
- Securities of other entities while in possession on inside information concerning those entities.

Under the policy, SRG Global securities include:

- SRG Global ordinary shares,
- Options to subscribe for SRG Global ordinary shares,
- SRG Global Convertible Notes, or
- Any other financial instrument that derives its value from SRG Global ordinary shares.

Trading in SRG Global securities includes:

- The exercise of options to subscribe for SRG Global ordinary shares, except where excluded under paragraph 2.5 of this policy, and
- A decision to join, withdraw from, or vary participation in the Dividend Reinvestment Plan or the SRG Global Employee Share Scheme (or any successor or similar plans.)

### 1.4 “Inside Information”

Under the policy, “inside information” is information:

- That is not generally available, and
- Could be price or value sensitive

In other words, if it was made generally available it could have a material effect on the price or value of securities. Any party who trades shares based on inside information could be found guilty of insider trading.

A person convicted of insider trading can incur substantial fines and/or imprisonment.



## **1.5 Short Term Trading**

Directors, senior managers and employees and their associates may not engage in short term trading (i.e. 90 days or less) in SRG Global securities or securities of other SRG Global related entities. The exception to this rule is where employees sell shares issued on the exercise of options or vesting of performance rights under any SRG Global equity incentive plan.

This rule aims to encourage support for SRG Global long term objectives and discourage short term actions which could affect the share price and lead market speculation.

## **1.6 Use of Brokers**

Under this policy, any director or employee who trades in shares should use preferably only one or two brokers.

The use of a broker credit is strictly prohibited.

## **1.7 Policy Breaches**

Breaches of this policy may lead to disciplinary action being taken against the employee including dismissal in serious cases.

## **1.8 Securities in other companies**

Directors, senior managers and employees may become aware of price sensitive information relating to SRG Global's customers, suppliers, partners or corporate targets. An individual or associate cannot deal in securities of other companies if they possess inside information in relation to that company.

## **1.9 Margin Lending**

Directors, senior executives and employees are not permitted to enter into (directly or indirectly) a margin loan or other financing arrangement where there is a risk that SRG Global securities will be traded pursuant to the terms of a margin loan or financing arrangement (together a 'Margin Loan'), unless they have obtained the prior written consent of the Chairman and disclosed to the Chairman the following information regarding the Margin Loan ('Loan Information'):

- a) key terms of the margin loan including the number of SRG Global securities involved

- b) the trigger points in relation to margin calls
- c) the right of the lender to sell the shares unilaterally
- d) any other material details

The Chairman of SRG Global must obtain the prior written consent of two other Directors to enter into the Margin Loan and disclose to those Directors the Loan Information.

**All Loan Information will also be provided to the** Company Secretary so they may determine if disclosure to ASX is necessary.

## 2 Additional Restrictions for Certain Directors and Employees

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### 2.1 Application

Additional restrictions apply to the following directors and senior managers (restricted persons), or their associates as defined in section 1.2:

- SRG Global Limited Directors
- Managing Director
- Chief Financial Officer and functional counterparts in all SRG Global Business Units
- Company Secretary
- Members of SRG Global Limited's Senior Management Team and their Direct Reports as determined by the Managing Director and advised to the respective persons
- Employees specifically advised by the Managing Director or the Head of a Business Unit because their duties, project work or work on a transaction is considered to be confidential or involve access to inside information which may affect the price or value of securities of either SRG Global Limited or any other SRG Global Group Entity,

(together, the **Restricted Persons**).

### 2.2 Black Out Periods

Restricted Persons must not, except in exceptional circumstances, deal in securities of SRG Global Limited during the following periods:



- the period between the Company's half year end (31 December) and the next trading day that is at least one full trading day after the announcement of the half-yearly results;
- the period between the Company's financial year end (30 June) and the next trading day that is at least one full trading day after the announcement of the yearly results; and
- any other period imposed by the Board from time to time (**Additional Black Out Period**),

(together, the **Black Out Periods**).

Restricted Persons must not disclose to anyone that an Additional Black Out Period is in effect.

SRG Global Limited may at its discretion vary this rule in relation to a particular Black Out Period by general announcement to all Restricted Persons either before or during the Black Out Periods.

## 2.3 Overriding Rule

If a Restricted Person is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at **any** time it is in possession of such information.

## 2.4 Exemptions

Discretionary exemptions to trading during Black Out Periods may be granted by the Chairman (or in the case of the Chairman, the Managing Director) in special circumstances only. Such circumstances include financial hardship or circumstances of a personal nature.

Where the Chairman is unavailable to grant exemptions within a reasonable period of time, the Managing Director can grant exemptions in his absence.

Exemptions granted to restricted persons will be valid for a specified period, or in the absence of a specified period, for a period of two weeks from the time the exemption is received by the restricted person.

### 2.4.1 Application for Exemption

Applications for an exemption to the Securities Trading Policy must be made in writing to the Chairman. The Chairman will respond in kind within a reasonable period, or defer the responsibility to the Managing Director where he is unable to fulfil this requirement.



The Chairman will reply in writing irrespective of whether the exemption is granted or not.

Copies of all applications and responses will be forwarded to the Company Secretary who will maintain a register of all such correspondence.

## **2.5 Excluded Trading**

The following forms of trading are excluded from coverage of this Securities Trading Policy:

- Transfers of securities where the restricted person's beneficial ownership does not change,
- Transfers of securities to a superannuation fund to which the restricted person is a beneficiary,
- Trading by a fund or other entity to which the restricted person is a beneficiary, where investment decisions are made independently, at the discretion of a third party,
- The conversion of convertible securities where the expiry of such securities falls within a blackout period,
- The acquisition of securities (but not disposal thereof) offered under an employee incentive scheme,
- Trading of securities under an offer made to all or most security holders, including share purchase plans, bonus issues, dividend reinvestment plans, or other equal-access offer or buy-back.
- Commitment to accept, or acceptance of, a takeover offer.

## **2.6 Dividend Reinvestment Plan**

Restricted persons are only permitted to join, withdraw from or vary their participation in the Dividend Reinvestment Plan during the trading window outlined in Section 2.2.

## **2.7 Notification Prior to Trading**

Restricted Persons are required to provide the Company Secretary notice of intended share trading activity. Confirmation of any transaction must be provided to the Company Secretary within 2 business days of the transaction.



## **2.8 Records**

SRG Global recommends that restricted persons maintain a record or register of all personal trading.

## **2.9 Extended Coverage**

From time to time, these additional rules may be extended to cover selected SRG Global employees in addition to restricted persons as described in Section 2.1.

## **2.10 Policy Breaches**

Breaches of this policy may lead to disciplinary action being taken against the employee including dismissal in serious cases.

## **2.11 Hedging**

Restricted persons are not permitted to seek or enter into any type of transactions or arrangements that would hedge the exposure to movements in the price of securities and In particular, arrangements or transactions in associated products which limit the economic risk of participating in equity based remuneration schemes whereby the unvested securities are issued.