



# CPT Global Limited

## Share Trading Policy

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### 1. Introduction

- 1.1. This share trading policy sets out CPT Global Limited ACN: 083 090 895 (**Company**) policy regarding the trading in Company securities which includes shares and options and any other security on issue from time to time. This policy is separate from and additional to the legal constraints imposed by the common law, the Corporations Act and ASX Listing Rules.

This policy applies to all Directors and employees of the Company and their associates (including spouses, children, family trusts and family companies) as well as contractors, Consultants, advisers and Auditors of the Company ("**Designated Officers**").

It is illegal to trade in the Company's securities while in possession of unpublished price sensitive information concerning the Company. Under the Corporations Act a person with inside information must not, and must not procure another person, to deal in the securities of a body corporate or enter into an agreement to deal in the securities of a body corporate. Inside information is defined in the Corporations Act as information that:

- Is not generally available.
- If generally available a reasonable person would expect it to have a material effect on the price or value of the securities of the body corporate.

### 2. Objectives

- 2.1. The objectives of this policy are to:

- a) minimise the risk of Directors, employees and contractors of the Company contravening the laws against insider trading;
- b) ensure the Company is able to meet its reporting obligations under the ASX Listing Rules; and
- c) increase transparency with respect to dealing in Securities of the Company (including shares and options) by its Directors and key management personnel.

To achieve these objectives, all Directors, employees and contractors of the Company should consider this policy to be binding on them in the absence of a specific exemption by the Board.

All of the provisions of this policy should be taken to automatically extend to any entities that are considered to be an Associate of any Director, employee or contractor.

### 3. General Prohibition on Insider Trading

All designated officers are prohibited from trading in the Company's securities while in the possession of unpublished price sensitive information concerning the company. In addition, while

in possession of unpublished price sensitive information designated officers must not advise others to trade in the Company's securities or communicate the information to another person knowing that the person may use the information to trade in, or procure someone else to trade in, the Company's securities.

Unpublished price sensitive information is information regarding the Company of which the market is not aware and that a reasonable person would expect to have a material effect (upwards or downwards) on the price or value of the Company's securities and includes:

- A proposed major acquisition or disposition.
- A significant business development or a proposed change in the nature of the Company's business.
- Details of material contracts that are being negotiated by the Company.
- Potential litigation that would have a substantial effect on the Company.
- A proposed change in the share capital structure of the Company.
- A proposed change in the Company's dividend policy.
- A major change to the Board or senior management.

Directors and employees must ensure that external advisors who receive Price Sensitive Information are bound by a confidentiality agreement or other enforceable confidentiality obligations.

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.

#### **4. The Front Page Test**

It is important that public confidence in the Company is maintained. It would be damaging to the Company's reputation if the market or the general public perceived that Designated Officers might be taking advantage of their position in the Company to make financial gains (by dealing in securities on the basis of Inside Information).

As a guiding principle, Designated Officers 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 dealing under this Policy, approval will not be granted where the dealing would not satisfy the Front Page Test.

#### **5. Dealing in Securities in Other Companies**

Designated Officers may come into possession of Inside Information regarding another company where they are directly involved in client relationship management or negotiating contracts. For

example, a Designated Officer may become aware that the Company is about to sign a major agreement with another company.

Designated Officers must not deal in the securities in another company if they are aware of Inside Information in relation to that company, no matter how they came into possession of the Inside Information.

From time to time, the Company may publish a list of companies whose securities Designated Officers are prohibited from dealing in due to the Company being in possession of Inside Information in respect of those companies (**Restricted Securities List**). Designated Officers must not deal in securities of companies on the Restricted Securities List at any time.

## 6. **Restrictions on Short Term Trading**

The Company encourages Directors, employees and Consultants to adopt a long term attitude to their investment in the Company's securities. Consequently, Directors, employees and Consultants should not engage in short term or speculative trading of the Company's securities.

Short-term trading is considered to be dealing where the acquisition and disposal of Securities occurs within 6 months of each other.

## 7. **Further Restrictions on Trading**

Directors, members of senior management and other employees and Consultants likely to be in possession of unpublished price sensitive information and their associates may not trade in the company's securities during the following blackout periods commencing:

- From the opening of trade on January 1<sup>st</sup> each year, or if that date is not a trading day, the last trading day before that day, until 24 hours after the release by the Company of its half yearly results to the ASX.
- From the opening of trade on July 1<sup>st</sup> each year, or if that date is not a trading day, the last trading day before that day, until 24 hours after the release by the Company of its annual results to the ASX.

In addition to the above blackout periods the Board may impose an embargo upon trading in the Company's securities if it believes that a market sensitive event has occurred or is likely to occur.

Directors, members of senior management, employees and Consultants may trade in the Company's securities at other times so long as they are not in possession of any unpublished price sensitive information.

## 8. **Exceptions**

A person may trade in the Company's securities inside of the blackout period if there are exceptional circumstances and the person receives prior written clearance from the Authorised Officer.

Exceptional circumstances are:

- a) Financial hardship which cannot be satisfied otherwise than by dealing in Securities of the Company; or
- b) A court order directing the dealing in Securities of the Company.

Any person who wishes to deal in Securities of the Company during a blackout period based on exceptional circumstances must apply in writing (email is acceptable) to the Authorised Officer for prior written clearance to deal in those Securities. The application must include the following information:

- a) details of the exceptional circumstances;
- b) the number of Securities that he or she wishes to deal in;
- c) the way in which he or she wishes to deal in those Securities;
- d) a request for clearance to deal in those Securities; and
- e) confirmation that he or she is not in possession of any Price Sensitive Information.

Any consent remains at the absolute discretion of the Authorised Officer whose decision is final and binding on the applicant. The authorised 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.

## 9. Who can give Written Clearance

An Authorised Officer can give Written Clearance. The Authorised Officer changes depending on who is seeking Written Clearance. The table below sets out who is an Authorised Officer.

<b>Person seeking Written Clearance</b>	<b>Authorised Officer</b>
The Chairman	The Chair of the Audit Committee, or in their absence, a non-executive director.
The CEO, or a director other than the Chairman	The Chairman, or in the absence of the Chairman, the Chair of the Audit Committee, or in their absence, a non-executive director nominated by the Chairman
Any other person	The CEO, or in the absence of the CEO, a non-executive director nominated by the CEO

## 10. Notification of Proposed Trade in Company Securities

### 10.1. Chairman

Prior to trading in (either buying or selling) the Company's securities the Chairman must notify a Non-Executive Director and the Company Secretary of their intention to trade and confirm that they are not in possession of any unpublished price sensitive information.

#### 10.2. Directors

Prior to trading in (either buying or selling) the Company's securities Directors must notify the Chairman and Company Secretary of their intention to trade and confirm that they are not in possession of any unpublished price sensitive information.

#### 10.3. Senior management

Prior to trading in (either buying or selling) the Company's securities, senior management must notify the Company Secretary of their intention to trade and confirm that they are not in possession of any unpublished price sensitive information.

The requirement to provide notice of an intention to trade in the Company's securities does not apply to the acquisition of securities through Director, officer or employee share or option plans. However, the requirement does apply to the trading of the securities once they have been acquired.

### 11. Notification of Trade in Company Securities

Directors must also notify the Company Secretary of any trade in the Company's securities within 2 days of such trade occurring so that the Company Secretary can comply with the ASX Listing Rule 3.19A requirement to notify the ASX of any change in a notifiable interest held by a Director within 5 business days.

The Company Secretary will maintain a register of all trades and holdings in Company securities by Directors.

### 12. Hedging of Company Securities

Hedging includes entering into any arrangements that operate to limit the economic risk associated with holding the Company's securities.

Company securities acquired by a Designated Officer under an employee, executive or director equity plan operated by the Company must never be hedged prior to vesting.

Company securities must never be hedged while they are subject to a holding lock or restriction on dealing under the terms of an employee, executive or director equity plan operated by the Company by a Designated Officer.

### 13. Review

This Policy will be reviewed at least annually.



**14. Availability of materials**

This Policy is made publicly available on the Company's website in a clearly marked corporate governance section. This Policy can also be accessed via CPT's SharePoint site <https://cptglobal.sharepoint.com>, under [Resources > Policies](#).

**15. Approved and adopted**

This Policy was reviewed and adopted by the Board on 15 November 2022.