



# Security Trading Policy

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READCLOUD LIMITED  
ACN 136 815 891

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## Document History

Version	Summary of Amendments	Approved by	Approval date
1.0	New Securities Trading Policy	The Board	September 2017
2.0	Annual Review of the Policy	The Board	26 August 2019
3.0	Annual Review of the Policy	The Board	21 April 2020
4.0	Annual Review of the Policy	The Board	25 July 2022
5.0	Annual Review of the Policy	The Board	25 June 2024
6.0	Annual Review of the Policy	The Board	18 March 2025

## Legislative and Regulatory Framework

Authority	Law, Resolution or Regulation
ASX Corporate Governance Council	ASX Corporate Governance Principles and Recommendation (2019) ("ASX Principles")
Australian Government	Corporations Act 2001 (Cth) ("Corporations Act")

## Other Policy Details

Key Information	Details
Approval Body	ReadCloud Limited Board of Directors
Key Stakeholders	ReadCloud Limited Board of Directors ReadCloud Limited Senior Management
Responsibility for Implementation	Chief Executive Officer
Policy Custodian	Company Secretary
Next Review Date	2026

These guidelines set out the policy on the sale and purchase of securities in Readcloud Limited (**Company, we, our, us**) by its Directors and Key Management Personnel.

The purpose of this policy is to assist Directors, Key Management Personnel and their Closely Connected Persons to avoid conduct known as 'insider trading'. In some respects, the Company's policy extends beyond the strict requirements of the *Corporations Act* 2001 (Cth) (**Act**).

## 1. Who does this policy apply to?

- 1.1 This policy applies to Directors (whether executive or otherwise) and Key Management Personnel (Directors and Key Management Personnel are collectively referred to as **Relevant Persons** for the purposes of this policy).
- 1.2 Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including the CEO, CFO, their associates (as defined in the Act) and other persons identified by the Company from time to time..
- 1.3 Directors and Key Management Personnel are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such securities.
- 1.4 Closely Connected Persons are any spouse, de facto partner of, or any children residing with, Directors or Key Management Personnel; and companies, trusts, self-managed or other super funds and entities which are controlled by Directors or Key Management Personnel or individuals referred to in paragraph 1.2 above.
- 1.5 Relevant Persons must take appropriate steps to ensure that their Closely Connected Persons do not breach this Policy. Accordingly, where this Policy requires a Relevant Person to obtain clearance, that person must also do it for their Closely Connected Persons or ensure that their closely related party does it.

## 2. What types of transactions are covered by this policy?

This policy applies to both the sale and purchase of any securities (or interests in these securities) of the Company and its subsidiaries on issue from time to time.

## 3. What is insider trading?

### 3.1 Prohibition

Insider trading is a criminal offence. It may also result in imposition of a civil penalty or incurring of civil liability. In broad terms, a person will be guilty of insider trading if:

- (a) that person possesses information which is not generally available to the market and, if it were generally available to the market, it would or would be likely to have a material effect on the price or value of the Company's securities (i.e. information that is 'price sensitive'); and

- (b) that person:
  - (i) buys or sells securities in the Company; or
  - (ii) procures someone else to buy or sell securities in the Company; or
  - (iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of the Company.

### 3.2 Examples

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to materially affect the price of the Company's securities:

- (a) the Company considering a major acquisition;
- (b) the threat of major litigation against the Company;
- (c) the Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) a significant new development proposal (e.g. new product or technology);
- (f) the grant or loss or a major contract;
- (g) a management or business restructuring proposal;
- (h) a share issue proposal; and
- (i) an agreement or option to acquire an interest in a patent or other intellectual property, or to enter into a joint venture, collaboration or development agreement in relation to certain intellectual property.

### 3.3 Dealing through third parties

The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as "**Associates**" in this policy).

### 3.4 Information however obtained

It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information.

### 3.5 Employee share schemes

The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does

apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

#### 4. Confidential Information

Related to the above, Directors and Key Management Personnel also have a duty of confidentiality to the Company. Directors and Key Management Personnel must not reveal any confidential information concerning the Company, use that information in any way which may injure or cause loss to the Company, or use that confidential information to gain an advantage for themselves.

#### 5. Guidelines for trading in the Company's securities

##### 5.1 Insider trading is prohibited at all times

If you possess inside information you must not buy or sell Company securities, advise or get others to do so or pass on the inside information to others. This prohibition applies regardless of how or when you learn the information.

##### 5.2 General rule

Directors and Key Management Personnel must not, except in approved exceptional circumstances, deal in securities of the Company during the following periods:

- (a) the period each year from the close of trading at the end of the full financial year, and until 10.00am on the next trading day following the release of the Company's Annual Financial Report;
- (b) the period each year from the close of trading at the end of the financial half year, and until 10.00am on the next trading day following the release of the half yearly results of the Company;
- (c) the period each year from the close of trading at the end of the financial quarter, and until 10.00am on the next trading day following the release of the Company's quarterly reports,

(together, the **Closed Periods**);

- (d) at any time while the Company is relying on ASX Listing Rule 3.1A to not disclose particular information; and,
- (e) any other period that the Company specifies from time to time,

(together, the **Prohibited Periods**).

The Company may at its discretion vary this rule in relation to a particular Closed Period or Prohibited Period by general announcement to all Directors and Key Management Personnel either before or during the Closed Period or Prohibited Period. However, if a Director or Key Management Personnel 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.

### 5.3 No short-term trading in the Company's securities

Directors and Key Management Personnel should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

### 5.4 No hedging

Directors and Key Management Personnel must not, without prior approval of the Chair or the Board in the case of Directors or the CEO in the case of Key Management Personnel, engage in short selling or other hedging arrangements, deal in derivatives or enter into other arrangements which vary economic risk related to the Company's securities. This includes engaging in hedging or other arrangements that have the effect of limiting the economic risk in connection with unvested securities issued pursuant to any employee option or share plan.

### 5.5 Securities in other companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy or sell securities in either the Company or the other company.

### 5.6 Margin lending or other secured financing arrangements

Directors and Key Management Personnel should never engage in margin lending or other secured financial arrangements in respect of the Company's securities.

### 5.7 Exceptions

Subject to the note below regarding insider trading, Directors and Key Management Personnel may at any time:

- (a) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
- (b) acquire Company securities under a bonus issue made to all holders of securities of the same class;
- (c) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
- (d) acquire, or agree to acquire or exercise options under a Company Share Option Plan;
- (e) withdraw ordinary shares in the Company held on behalf of a Director or Key Management Personnel in an employee share plan where the withdrawal is permitted by the rules of that plan;
- (f) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
- (g) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the Relevant Person is a beneficiary;

- (h) make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (i) where a Relevant Person is a trustee, trade in the securities of the Company by that trust, provided the Relevant Person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the Relevant Person;
- (j) undertake to accept, or accept, a takeover offer;
- (k) trade 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. This includes 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;
- (l) dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
- (m) exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Prohibited Period or the Company has had a number of consecutive Prohibited Periods and the Relevant Person could not reasonably have been expected to exercise it at a time when free to do so; or
- (n) trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.

In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs outside the Closed Periods.

A trade that falls within an exception listed above may still breach insider trading laws if it is undertaken or procured by someone in possession of inside information at the time.

## 5.8 Notification of periods when Key Management Personnel are not permitted to trade

The Company Secretary will endeavour to notify all Directors and Key Management Personnel of the times when they are not permitted to buy or sell the Company's securities.

## 6. Approval and notification requirements

### 6.1 Approval requirements

- (a) Any Director (other than the Chair) wishing to buy, sell or exercise rights in relation to the Company's securities must first obtain the prior written approval of the Chair or the Board (if the Chair is not available) before doing so.
- (b) If the Chair wishes to buy, sell or exercise rights in relation to the Company's securities, the Chair must first obtain the prior approval of the Board before doing so.



- (c) Any Key Management Personnel (other than the CEO) wishing to buy, sell or exercise rights in relation to the Company's securities must first obtain the prior written approval of the CEO or the Chair (if the CEO is not available) before doing so. If the CEO wishes to buy, sell or exercise rights in relation to the Company's securities, the CEO must first obtain the prior approval of the Chair or the Board (if the Chair is not available) before doing so.

## 6.2 Approvals to buy or sell securities

- (a) All requests to buy or sell securities as referred to above must confirm that they do not hold any inside information and include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.
- (b) If granted, the approval to trade is valid for the period of time specified on the approval. If no period of time is specified, the approval to trade is valid for 10 business days.
- (c) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.
- (d) Any approval can be given or refused by the Company in its discretion, without giving any reasons.
- (e) An approval to trade can be withdrawn if new information comes to light or there is a change in circumstances.
- (f) If the approval to trade is refused, the person seeking the approval must keep that information confidential and not disclose it to anyone.
- (g) The Company's decision to refuse clearance is final and binding on the person seeking the clearance.
- (h) A trade that has been granted approval may still breach insider trading laws if it is undertaken or procured by someone in possession of inside information at the time.
- (i) A person who comes into possession of inside information after receiving approval to trade must not trade despite having received the approval.

## 6.3 Notification

Subsequent to approval obtained, any Director or Key Management Personnel who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities **must** notify the Company Secretary in writing of the details of the transaction within five (5) business days of the transaction occurring. This notification obligation **operates at all times** but does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.

## 6.4 Sales of securities

Directors and Key Management Personnel need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of Company securities (i.e. a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the

Company on the ASX for the preceding 20 trading days) by a Director or Key Management Personnel needs to be discussed with the Board prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

#### 6.5 Exemption from Closed Periods and Prohibited Periods restrictions due to exceptional circumstance

- (a) Directors and Key Management Personnel who are not in possession of inside information in relation to the Company, may be given prior written clearance by the Chair (or in the case of the Chair by all other members of the Board) to sell or otherwise dispose of Company securities in a Closed Period or a Prohibited Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.
- (b) The determination of whether a Director or Key Management Personnel is in severe financial hardship or whether there are exceptional circumstances will be made by the Chair (or in the case of the Chair by all other members of the Board), and that determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institutions.

#### 6.6 Financial hardship

- (a) Directors or Key Management Personnel may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company.
- (b) In the interests of an expedient and informed determination by the Chair (or all other members of the Board as the context requires), any application for an exemption allowing the sale of Company securities in a Closed Period or a Prohibited Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).
- (c) Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

#### 6.7 Exceptional circumstances

- (a) Exceptional circumstances may apply to the disposal of Company securities by a Director or Key Management Personnel if the person is required by a court order, a court enforceable undertaking for example in a bona fide family settlement, to transfer or sell securities of the Company, or there is some other overriding legal or regulatory requirement to do so.
- (b) Any application for an exemption allowing the sale of Company securities in a Closed Period or a Prohibited Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation (where applicable).
- (c) Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

## 7. ASX notification for directors

- (a) The ASX Listing Rules require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company, including a change to a notifiable interest of a Director including whether the change occurred during a closed period where prior written approval was required and, if so, whether prior written approval was provided in accordance with ASX Listing Rule 3.19A.2.
- 8. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX. Directors are also required to comply with the Act, which requires them to notify within 2 business days if they begin to have, or cease to have, a 'substantial holding' in the Company or if they have a 'substantial holding' in the Company and there is a movement of at least 1% in their holding.

## 9. Effect of compliance with 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. A person who contravenes or is involved in a contravention of the provisions of this Policy or the Law may also be liable to compensate any person who suffers loss or damage resulting from the conduct. In addition, an actual or suspected breach of the insider trading Laws may also give rise to adverse public scrutiny and media comment and reputation damage. Compliance with these guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

Further consequences may include:

- (a) Forfeiture of Company securities;
- (b) Reporting of breaches to the Company's auditors and/or to ASIC or other relevant regulator/s;
- (c) loss of other entitlements, including loss of rights relating to Company incentive or share schemes; and
- (d) forfeiture of bonuses, including but not limited to performance bonuses or project related bonuses.

Note that proof of breach by the Company or successful prosecution by a regulator is not required to discipline, suspend, or terminate an employee or contractor. It may be sufficient that, in the opinion of the Company, there has been behaviour constituting serious or wilful misconduct. The Company may form a view that there has been a breach of obligations of confidentiality, a breach of good faith and fidelity, and/or a conflict of interest.

## 10. Closely Connected Persons

Directors and Key Management Personnel must take reasonable steps to advise their Closely Connected Persons of this Policy and procure that they comply with this Policy as if they were Directors or Key Management Personnel.

## **11. Changes to Policy**

11.1 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.

11.2 Amendments to this Policy which are likely to constitute a material change include:

- (a) changes to the Prohibited Periods; and
- (b) changes with respect to the Exemption from Closed Periods and Prohibited Periods restrictions and Exceptional Circumstances in which Directors and/or Key Management Personnel may be permitted to trade during a Prohibited Period (as set out in sections 6.5 and 6.7 of this Policy).

## **12. Review**

- (a) Any questions in relation to this Policy should be directed to the Company Secretary.
- (b) This Policy is reviewed annually.

## **Appendix**

### Employee acknowledgement

I hereby acknowledge that I have received, read and understood the *Securities Trading Policy* of ReadCloud Limited and agree to be bound by and to comply with its terms.

I understand that

Your Name:

Signature:

Date: