



Securities Trading Policy

AVADA Group Limited ACN 648 988 783

Approved by the Board on 20 September 2024

Contents

1	Purpose of this Policy.....	3
2	Who does this Policy apply to?	3
3	Which securities does this Policy apply to?	4
4	Restrictions on trading in AVADA Securities.....	4
5	Inside information	6
6	Authorised trading during a Restricted Period.....	7
7	Other permitted dealings	9
8	Notification of trades	9
9	Restrictions on certain arrangements over securities	9
10	Securities to which this Policy does not apply	10
11	Who to contact.....	11
12	Review	11
13	Glossary	11
14	Policy information	12

1 Purpose of this Policy

- 1.1 As a public company with securities listed on the ASX, the Company is bound by laws governing the conduct of buying, selling and otherwise dealing in AVADA Securities.
- 1.2 The purpose of this Policy is to:
- (a) explain the types of conduct in dealing in AVADA Securities that are prohibited under the Corporations Act. Such prohibitions apply to all directors and personnel of the Company and its related bodies corporate as defined in the Corporations Act; and
 - (b) establish a best practice procedure for the buying and selling of AVADA Securities that protects the Company, its directors and personnel against the misuse of inside information which could materially affect the value of AVADA Securities and expose the Company to reputational damage.
- 1.3 The Company aims to achieve the highest possible standards of corporate conduct and governance. The Board considers that compliance with this Policy is essential for all directors and personnel of the Company to meet the highest standards of conduct.
- 1.4 The requirements imposed by this Policy are separate from, and additional to, the legal prohibitions in the Corporations Act on insider trading.
- 1.5 This Policy is a requirement under the ASX Listing Rules.

REMINDER REGARDING INSIDER TRADING

The requirements imposed by this Policy are separate from, and additional to, the legal prohibitions in the Corporations Act on insider trading – see paragraph 4 for further information.

The laws regarding insider trading apply at all times.

2 Who does this Policy apply to?

- 2.1 This Policy applies to:
- (a) all directors;
 - (b) the company secretary;
 - (c) all senior executives and senior management;
 - (d) each employee who is an executive assistant, personal assistant or direct report to an officer referred to above;
 - (e) any person who is a member of the Key Management Personnel and is not otherwise covered by paragraphs 2.1(a) to 2.1(d);
 - (f) all direct reports to any Key Management Personnel;

- (g) any other employee, contractor, consultant or adviser nominated by the CEO or Company secretary from time to time (for example, because they are working on a confidential, price sensitive project or transaction) and notified that they are considered 'Restricted Persons' for the purposes of this policy; and
- (h) closely related parties (as that term is defined in the Corporations Act)¹ of all people covered by paragraphs 2.1(a) to 2.1(g), together, these individuals are referred to as **Restricted Persons** in this Policy.

2.2 Compliance with this Policy is the responsibility of each Restricted Person.

2.3 Restricted Persons who are prohibited from trading under this Policy must not trade through any member of their family, or through a trust or company over which they have influence or control.

3 Which securities does this Policy apply to?

3.1 This Policy applies to all securities issued by AVADA of any kind, including ordinary or preference shares, debentures, convertible notes, options and hedging or derivative instruments.

3.2 This Policy also covers trading in the securities of other companies if:

- (a) the company is a joint venture or has material dealings with AVADA;
- (b) AVADA has made (or is planning to make) a takeover offer of the company; or
- (c) AVADA has a substantial interest (5% or more) in the company.

3.3 For the purposes of this Policy, all the securities referred to above are called AVADA Securities.

3.4 The circumstances in which this Policy does not apply are set out in paragraph 12.

4 Restrictions on trading in AVADA Securities

4.1 This paragraph sets out the circumstances in which Restricted Persons cannot trade in AVADA Securities.

Inside information

4.2 Restricted Persons must not, while in possession of inside information concerning the Company, in breach of the Corporations Act:

- (a) trade in AVADA Securities at any time;

¹ A 'closely related party' of a person (the **Person**) includes that Person's spouse, child, spouse's child, a dependent of the Person or Person's spouse, any other family member of the Person who is in a position of influence over, or may be influenced by, the Person, or a company controlled by the Person.

- (b) procure another person to trade in AVADA Securities in any way;
 - (c) pass on any inside information concerning the Company to another person; or
 - (d) use inside information concerning the Company to gain advantage for themselves or someone else, or to cause detriment to the Company.
- 4.3 Paragraph 5.2 of this Policy outlines what constitutes 'inside information' in relation to AVADA Securities.
- 4.4 Before trading in AVADA Securities, Restricted Persons should consider carefully whether they are in possession of any inside information that might preclude them from trading at that time. If they have any doubt, they should not trade.
- 4.5 Insider trading is prohibited at all times. This is the case for all persons (including employees that may not be subject to this Policy) when they are in possession of inside information. This applies even where:
- (a) the trading occurs outside a Restricted Period;
 - (b) the trading falls within an exclusion in this Policy; or
 - (c) the Restricted Person has been given written clearance to trade under this Policy in accordance with paragraphs 6 or 7.
- 4.6 If any Restricted Person trades in AVADA Securities while they are in possession of inside information, not only are they in breach of this Policy, but they may also be in breach of the insider trading provisions of the Corporation Act, which is a criminal offence.
- Restricted Periods**
- 4.7 Restricted Persons must not trade in AVADA Securities during a Restricted Period, unless permitted to do so under paragraph 6.
- 4.8 A Restricted Period is:
- (a) the period between 1 January and the day of release of the Appendix 4D Half Year Report to the ASX;
 - (b) the period between 1 July and the day of release of the Appendix 4E Full Year Report to the ASX; and
 - (c) any other period which the Board resolves from time to time.
- 4.9 If 1 January or 1 July are not ASX trading days, then the Restricted Period begins on the preceding trading day.
- 4.10 Outside of the Restricted Periods above, Restricted Persons may trade in AVADA Securities so long as they are not prohibited from trading under another rule in this Policy.

Short-term trading

- 4.11 Restricted Persons must not trade in AVADA Securities on a short-term trading basis. Short-term trading includes buying and selling AVADA Securities within a three month period, and entering into other short-term dealings (e.g. forward contracts).

5 Inside information

- 5.1 This paragraph 5 sets out what is meant by 'inside information', as well as a summary of insider trading.

What is inside information?

- 5.2 **Inside information**, in relation to AVADA Securities, is information that is not generally available, and which, if it were generally available:
- (a) a reasonable person would expect it would have a material effect on the price or value of AVADA Securities; or
 - (b) would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of AVADA Securities, and can include information which is of an uncertain nature, rumours, matters of supposition, matters relating to the intentions of a person (including the Company) and information which is insufficiently definite to warrant disclosure to the public.
- 5.3 Information is considered 'generally available' if it is readily observable, or if it has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type.

Restrictions on using inside information

- 5.4 Paragraph 4.2 of this Policy prohibits Restricted Persons from trading in AVADA Securities if they have inside information.
- 5.5 The Corporations Act also makes insider trading illegal. Restricted Persons may commit an offence if they have information about a company which they know to be, or ought reasonably know to be, inside information and they:
- (a) trade in that company's securities;
 - (b) procure another person to trade in that company's securities; or
 - (c) communicate the information, directly or indirectly, to another person who they know, or ought reasonably to know, is likely to trade in those securities or procure another person to trade in those securities.

Insider trading is prohibited at all times. This is the case for all persons (including employees that may be not be subject to this Policy) when they are in possession of inside information.

6 Authorised trading during a Restricted Period

- 6.1 If any Restricted Persons wish to trade in AVADA Securities during a Restricted Period, they may apply for written clearance if exceptional circumstances exist.

Who can give written clearance?

- 6.2 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.

Person seeking written clearance	Authorised Officer
The Chairman or one of their closely related parties	The chairman of the Audit and Risk Management Committee
The CEO, or a director (other than the Chairman) or one of their closely related parties	The Chairman, or in the absence of the Chairman, 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

When can written clearance be given?

- 6.3 Written clearance can only be given if the proposed trade in AVADA Securities during a Restricted Period:
- (a) is not:
 - (i) contrary to law;
 - (ii) for speculative gain;
 - (iii) to take advantage of inside information; or
 - (iv) likely to be seen by the public, press, other shareholders or ASX as unfair; and
 - (b) exceptional circumstances exist justifying the issue of the written clearance.

What are exceptional circumstances?

- 6.4 What constitutes an exceptional circumstance is a matter for the discretion of the Authorised Officer. However, exceptional circumstances may exist if the proposed trade in AVADA Securities is:
- (a) to realise cash in a time of financial hardship;
 - (b) to comply with the requirement of a court order or enforceable undertaking; or

- (c) sought because delaying the trade would:
 - (i) cause greater financial hardship;
 - (ii) be exceptionally detrimental to the person's family affairs; or
 - (iii) be a breach of a court order.

How to apply for written clearance?

- 6.5 Restricted Persons seeking written clearance under this paragraph 6 must apply in writing to the Authorised Officer setting out:
- (a) the details of the proposed trade, including an explanation as to the exceptional circumstances;
 - (b) the number and type of the AVADA Securities the subject of the application;
 - (c) the proposed date(s) for executing the proposed trade(s);
 - (d) the reason the written clearance is requested; and
 - (e) a certification that the Restricted Person is not in possession of any inside information that might preclude them from trading at that time.
- 6.6 The Authorised Officer may, in their reasonable discretion, require further details from Restricted Persons requesting written clearance, and may take the time they consider necessary to consider the request, including time to seek legal opinion.
- 6.7 Written clearance to trade during a Restricted Period can be given or refused by the Company in its discretion, without giving any reasons.
- 6.8 Written clearance to trade during a Restricted Period can be withdrawn by the Company if new information comes to light or there is a change in circumstances.
- 6.9 If written clearance is granted under this paragraph 6, the Restricted Person will be notified in writing (including by email) and in each circumstance the duration of the written clearance to deal in AVADA Securities will be two business days or as otherwise nominated by the Authorised Officer.
- 6.10 Unless otherwise specified in the written clearance, any dealing permitted under this paragraph 6 must comply with the other sections of this Policy (to the extent applicable).
- 6.11 If any Restricted Persons come into possession of inside information after receiving written clearance, they must not trade, despite having received the written clearance.
- 6.12 Where written clearance is refused, it is final and binding on the Restricted Persons and they must keep all information relating to the written clearance confidential and not disclose it to anyone.

7 Other permitted dealings

- 7.1 During any period other than a Restricted Period, and before any dealing in securities is undertaken, a Restricted Person seeking to trade must seek written clearance for any proposed dealing in AVAVDA Securities from the Authorised Officer. The Authorised Officer changes depending on who is seeking written clearance. The table in paragraph 6.2 above sets out who is an Authorised Officer.
- 7.2 If written clearance is granted under this paragraph 7, the Restricted Person will be notified in writing (including by email) and in each circumstance the duration of the written clearance to deal in AVADA Securities will be two business days or as otherwise nominated by the Authorised Officer.

REMINDER REGARDING WRITTEN CLEARANCE

Written clearance is not an endorsement by the Company of the proposed trading. Restricted Persons remains responsible for their investment decisions and compliance with this Policy and the insider trading laws.

8 Notification of trades

- 8.1 If any Restricted Person trades in AVADA Securities, they must notify the company secretary of the details of all completed transactions within fourteen days after each transaction. This is necessary whether or not written clearance was required before trading. The company secretary maintains a register of AVADA Securities transactions under this Policy.

Trading by directors

- 8.2 If any Restricted Person who is a director trades in AVADA Securities, they must notify the Company secretary as soon as practicable so that the Company can lodge an Appendix 3Y or other prescribed form notifying ASX of the trade.

9 Restrictions on certain arrangements over securities

- 9.1 Restricted Persons must also not:
- (a) use AVADA Securities in connection with a margin loan or similar financing arrangement or product which may be subject to a margin call or loan to value ratio (LVR) breach;
 - (b) engage in hedging arrangements, deal in derivatives or enter into other arrangements which limit the economic risk related to AVADA Securities (including, for example, the use of put and call options, contracts for differences and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of AVADA Securities)

(**Hedging**) unless they have written clearance (as set out in paragraph 5 of this Policy);
or

- (c) enter into any arrangement of the nature described in paragraph 9.1(a) or (b) above if to do so would be in breach of the Corporations Act.

9.2 Without limiting any of the restrictions in paragraph 9.1, any Hedging of AVADA Securities is subject to the following overriding prohibitions:

- (a) the transaction must not be entered into, renewed, altered or closed out when the Restricted Person is in possession of inside information concerning the Company;
- (b) AVADA Securities must never be hedged prior to the vesting of those AVADA Securities. In particular, Restricted Persons are prohibited from entering into any hedge transaction involving unvested equity held pursuant to any employee, executive or director equity plan operated by the Company; and
- (c) AVADA Securities must never be hedged while they are subject to a holding lock or restriction on dealing under the terms of any employee, executive or director equity plan operated by the Company.

10 Securities to which this Policy does not apply

Paragraphs 4.7 to 4.11 and paragraph 6 of this Policy do not apply to:

- (a) participation in an employee, executive or director equity plan operated by the Company (eg, applying for an allocation of securities under an employee equity plan offer). However, where securities in the Company granted under an employee, executive or director equity plan cease to be held under the terms of that plan, any dealings in those securities must only occur in accordance with this Policy;
- (b) the following categories of passive trades:
 - (i) acquisition of Company securities through a dividend reinvestment plan;
 - (ii) acquisition of Company securities through a share purchase plan available to all retail shareholders;
 - (iii) acquisition of Company securities through a rights issue or other pro rata entitlement offer; and
 - (iv) the disposal of Company securities through the acceptance of a takeover offer;
- (c) dealings that result in no effective change to the beneficial interest in the securities (eg, transfers of Company securities already held into a superannuation fund or trust of which a Restricted Person is a beneficiary); and
- (d) trading under a pre-approved non-discretionary trading plan, where Restricted Persons did not enter into the plan or amend the plan during a Restricted Period, the

plan does not permit any Restricted Person to exercise any influence or discretion in relation to trading under the plan and the plan cannot be cancelled during a Restricted Period, other than in exceptional circumstances.

For the avoidance of doubt, such dealings are still subject to the insider trading restrictions of this Policy (where applicable).

11 Who to contact

Any person who has any queries about this Policy should contact the company secretary.

12 Review

The Board will review this Policy to ensure it remains relevant to the current needs of the Company and the Board. This Policy may be amended by resolution of the Board.

13 Glossary

Term	Definition
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Authorised Officer	means the person identified in paragraph 6.2.
AVADA Securities	means securities to which this Policy applies identified in paragraph 3, but excluding securities identified in paragraph 10.
Board	means the Company's board of directors.
CEO	means the executive officer (by whatever title known, whether chief executive officer, managing director or otherwise) with sole responsibility for the strategic and operational management of the Company.
Chairman	means the chairman of the Board.
Company	means AVADA Group Limited ACN 648 988 783 and, as the context requires, its controlled entities.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Key Management Personnel	has the meaning give to that term in Accounting Standard AASB 124 Related Party Disclosure.
Policy	means this document or any amending or replacement document.

Restricted Period

means the periods identified in paragraph 4.8.

Restricted Persons

means a person to whom this Policy applies identified in paragraph 2.1.

14 Policy information

Date Approved	20 September 2024
Responsible Department	Finance & Governance
Version Number	2.0
Next Review Date	September 2026
Approval Body	Board