
OPENN NEGOTIATION LIMITED (ACN 612 329 754)

Securities Trading Policy

Adopted: 10 May 2021

1. Introduction

This document sets out restrictions and requirements for certain personnel of Openn Negotiation Limited (**Company**) and its subsidiaries in relation to trading or otherwise Dealing in the Company's Securities.

2. Glossary of terms

In this document, a reference to:

ASX means ASX Limited (ACN 008 624 691), or the securities market operated by ASX Limited known as the Australian Securities Exchange, as the context requires.

Board means the Company's Board of Directors

Corporations Act means the *Corporations Act 2001* (Cth), including any regulations made pursuant to that Act

Deal or Dealing in relation to Securities, includes:

- applying for, acquiring or disposing of Securities, or entering into an agreement to do any of those things, as principal or agent;
- granting, accepting, exercising or discharging an option or other right or obligation to acquire or dispose of Securities
- advising, procuring or encouraging another person (including a family member, friend, associate, colleague, or client) to apply for, acquire or dispose of Securities, or to enter into any agreement to do any of those things;
- entering into agreements or transactions which operate to limit the economic risk of a person's holdings in Securities;
- trading in financial products issued or created over Securities; and
- entering into transactions in financial products which operate to limit the economic risk of a person's holdings in Securities.

Designated Officer means:

- the chairperson of the Board (**Chairperson**);

- if the Chairperson is unavailable or is unable to act (including where the Chairperson is the relevant Designated Person), the Managing Director (or Chief Executive Officer) of the Company.

Inside Information

in relation to a company, means the information that:

- is not generally available to the public; and
- a reasonable person would expect that information to have a material effect on the price or value of the relevant company's securities (i.e. it would, or would be likely to, influence a person who commonly acquires securities in deciding whether or not to acquire or dispose of that company's securities).

Key Management Personnel

means a director, executive or senior manager of the Company, or such other person who is "key management personnel" within the meaning of Accounting Standard AASB 124, including the Managing Director (or Chief Executive Officer), Chief Financial Officer, the Company Secretary and all employees having significant knowledge of, or significant authority and responsibility for planning, directing and controlling all or major parts of the activities of the Company

Relevant Person

means directors, officers, employees, contractors, consultants and advisors of the Company and its subsidiaries.

Securities

means:

- any shares in the Company, options to subscribe for shares in the Company, or other rights to acquire (including by way of issue) shares in the Company;
- any debentures issued by the Company;
- any other securities issued by the Company, including anything which falls within the definition of "security" in ASX Listing Rule 19.12; and
- derivatives and other financial products issued by third parties in relation to the Company's shares, debentures and options.

Trading Day

has the meaning given to that term in ASX Listing Rule 19.12

3. Objectives

The objectives of this document are to:

- promote adherence to high ethical and legal standards by Relevant Persons in relation to their personal investments in Securities;
- minimise the risk of the personal investments of Relevant Persons conflicting with the interests of the Company and its security holders;
- minimise the risk of Relevant Persons contravening insider trading laws;
- upon being admitted to ASX:

- ensure the Company is able to meet its disclosure obligations under the ASX Listing Rules;
- preserve market confidence in the integrity of Dealings in Securities; and
- increase transparency with respect to Dealing in Securities of the Company by Relevant Persons.

This document is not designed to prohibit the Relevant Persons from Dealing in Securities, but does recognise that there may be times when Relevant Persons cannot, or should not, do so.

This document provides guidance to Relevant Persons as to the times when Relevant Persons may, or should not, Deal in Securities.

4. Scope

This document applies to all Relevant Persons. The Company expects that Relevant Persons will comply with this document.

5. Prohibition on Insider Trading and Communication

5.1 Outline of prohibition

The Corporations Act prohibits a person from:

- trading or agreeing to trade a company's securities;
- procuring someone to trade or entering an agreement to trade a company's securities; or
- directly or indirectly communicating information to someone who they think might trade, enter into an agreement to trade or get another person to trade a company's securities,

while in possession of Inside Information about that company.

Information is generally available to the public if, amongst other things, it consists of readily observable matters, or it has been brought to the attention of investors by an announcement with ASX and a reasonable period for its dissemination has elapsed since the announcement.

For the purposes of the legislation, it is irrelevant how a person comes into possession of Inside Information.

5.2 Possible Inside Information

From time to time, Relevant Persons may come into possession of Inside Information related to the Company, such as:

- information in relation to the Company's financial performance or position;
- details of a proposed material acquisition or disposition involving the Company;
- a significant business development or a proposed change in the nature of the Company's business;
- a significant milestone or event in relation to new products or service offerings being developed by the Company;
- 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 to the share capital structure of the Company; and
- a major change to the Board or senior management.

Further, the Relevant Persons may obtain Inside Information in relation to another company. For example, in the course of negotiating a transaction with the Company, another company might provide confidential information about itself which is not generally available.

5.3 **Obligations**

A Relevant Person who is in possession of Inside Information must not:

- Deal in any Securities in any way;
- procure any other person to Deal in Securities in any way; or
- directly or indirectly communicate the Inside Information, or cause the information to be communicated, to another person.

A Relevant Person who Deals with Securities while in possession of Inside Information may be liable to receive serious civil and/or criminal penalties, including imprisonment, fines, liability for civil damages and compensation orders.

It is the responsibility of Key Management Personnel to ensure that external advisors who receive Inside Information are bound by a confidentiality agreement or other enforceable confidentiality obligations.

5.4 **Information on other companies**

The Company may publish a confidential internal list of companies of which the Company has Inside Information.

Relevant Persons must not Deal in the securities of the companies on such list unless the Company has confirmed the relevant Inside Information which it possessed has become generally available.

Relevant Persons must not release copies of this list or details of the companies which it names.

5.5 **Questions**

A Relevant Person who is unsure whether they be in possession of Inside Information should contact the Company Secretary and seek appropriate advice prior to any Dealings taking place.

6. General Dealings in Securities

6.1 **Requirement to obtain approval**

Relevant Persons must give at least 2 Trading Days' notice to the Designated Officer and the Company Secretary of a proposed Dealing in Securities.

The notice must set out:

- details of the proposed Dealing, including the number of Securities the subject of the proposed Dealing; and
- confirmation that the Relevant Person is not in possession of any Inside Information.

Relevant Persons must not Deal in Securities unless and until the Designated Officer provides his or her prior approval to do so. Such approval is not an endorsement of the proposed Dealing. Relevant Persons remain responsible for their own investment decisions and compliance with the law.

The Company Secretary must keep a record of all approvals given and confirmations of Dealing. All approved Dealings must occur within 1 week of the approval being granted unless otherwise specified.

Approval to Deal in Securities may be withdrawn if new information comes to light or there is a change in circumstances. A decision to withhold or withdraw approval is final and binding on the person seeking approval and must be kept confidential by the person seeking approval.

6.2 Closed Periods

Relevant Persons must not Deal in Securities during the following periods (**Closed Periods**):

- **financial year:** from the end of the Company's financial year (i.e. 30 June) until close of normal trading on the first Trading Day after the announcement of the Company's full year financial statements to the ASX;
- **half year:** from the end of the Company's half financial year (i.e. 31 December) until close of normal trading on the first Trading Day after the announcement of the Company's half year financial statements to the ASX;
- **quarterly reporting:** 10 Trading Days prior to the announcement of the Company's quarterly reports required under the ASX Listing Rules until close of normal trading on the first Trading Day after such announcement;
- **price sensitive release:** 5 Trading Days prior to, and 2 hours after, the issue of any announcement by the Company to ASX marked as price sensitive;
- **meetings:** 10 Trading Days prior to any general meeting of the Company's shareholders until close of normal trading on the first Trading Day after the relevant meeting, and
- **other:** any other periods determined by the Board.

6.3 Trading in exceptional circumstances

A Relevant Person who is not in possession of any Inside Information may Deal in Securities during a Closed Period, or engage in short-term trading, with prior written clearance from the Designated Officer only if exceptional circumstances exist, being:

- such Dealing is required to comply with an applicable law or court order;
- severe financial hardship demonstrated by compelling supporting information; or
- such other exceptional circumstances determined by the Designated Officer.

A Relevant Person requesting an exemption due to exceptional circumstances must provide the Designated Officer and Company Secretary with written details of the same before Dealing in Securities.

6.4 No short-term trading

The Company encourages Relevant Persons to adopt a long-term attitude to their investment in Securities.

Relevant Persons must not engage in short-term trading in Securities without approval of the Designated Officer.

In general, the purchase of Securities with a view to resale within a 6 month period, and the sale of Securities with a view to repurchase within a 6 month period, would be considered short-term trading. However, the sale of shares immediately after they have been acquired through the conversion of a Security (e.g. exercise of an option) will not be regarded as short-term trading.

6.5 **No hedging**

Where a Relevant Person is entitled to equity-based remuneration arrangements, that Relevant Person must not enter into a transaction (e.g. writing a call option) that operates or is intended to operate to limit the economic risk of holdings of unvested Securities or vested Securities which are subject to a holding lock.

6.6 **No margin lending**

A Relevant Person must not at any time enter into a transaction that involves using Securities as collateral in any financial transaction, including margin lending arrangements.

6.7 **General exceptions**

Subject to the insider trading provisions of the Corporations Act, Relevant Persons may at any time:

- acquire ordinary shares in the Company by conversion of Securities giving right of a conversion to ordinary shares;
- acquire Securities under a bonus issue made to all holders of Securities of the same class;
- acquire Securities under a dividend reinvestment plan, a rights issue or a share purchase plan that is available to all holders of Securities of the same class;
- acquire, or agree to acquire, Securities under an equity-based incentive plan operated by the Company;
- exercise options acquired under a Company incentive plan and receive shares (but may not dispose of the resulting shares other than in accordance with these procedures);
- transfer the Securities already held into a superannuation fund or other saving scheme of which the Relevant Person is a beneficiary;
- invest in, or trade any unit of, a fund or other scheme where the assets of the fund or other scheme are invested at the discretion of a third party; and
- accept a takeover offer or vote to approve a scheme of arrangement involving Securities.

6.8 **Notifications by directors**

A director must notify ASX within 5 Trading Days after any change in a director's 'relevant interest' (for the purposes of the Corporations Act) in Securities.

A director must notify the Company Secretary in writing of the requisite information for the Company Secretary to make the necessary notifications to the Australian Securities & Investments Commission and to ASX as required by the Corporations Act and the ASX Listing Rules.

7. **Consequences of Breach**

Strict compliance with this document is mandatory for all Relevant Persons.

Breaches of this requirements set out in this document may damage the Company's reputation in the investment community and undermine confidence in the market for Securities. Accordingly, breaches will be taken very seriously by the Company and will be subject to disciplinary action, including possible termination of a person's employment or appointment.

8. Questions and Further Information

If you have any questions or need further information on how to comply with this Policy, please contact the Company Secretary or the Chairperson.

9. Corporate Group

In this document, a reference to the Company includes any 'related body corporate' (as defined in the Corporations Act of the Company, as the context requires).

10. Review and Publication of Policy

The Board will review the policy set out in this document on an annual basis, and may amend this policy, to ensure that it is appropriate for the Company's business and operations and is up to date with applicable laws and regulations.

The Company will publish this document on the Company's website at <https://hello.openn.com.au/investors>.