

## SECURITIES TRADING POLICY v2021.1

### 1. Introduction

This humm group limited (**Company** or **HUM**) Securities Trading Policy (**Policy**) sets guidelines for:

- a) when Directors, officers, senior management, other employees, consultants, and contractors of the Company (and any family member or associate over whom they have influence) may deal in the Company's Securities;
- b) when Directors, officers, senior management, other employees, consultants, and contractors of the Company may deal in listed securities of another entity (because they may obtain inside information about another entity's securities while performing their duties for the Company); and
- c) procedures to reduce the risk of insider trading.

HUM Securities includes listed shares in humm group limited, options over those shares and any other financial products of humm group limited traded on any financial market.

This Policy has been issued as required by the Australian Securities Exchange (**ASX**) Listing Rules.

### 2. Who does this Policy apply to?

This Policy applies to all Executive and Non-Executive Directors, officers, employees, consultants, and contractors (collectively, **Personnel**) of the Company and its subsidiaries.

In certain circumstances there are additional obligations on Directors and senior management (being the CEO, direct reports to the CEO, and those persons' direct reports) (collectively, **Designated Persons**) of the Company, and its subsidiaries, and any family member or associate over whom they have influence (**Connected Persons**).

Designated Persons may be routinely in possession of Inside Information (that is, information which, if generally available would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to acquire or dispose of the Company's Securities).

### 3. Insider Trading - the Law

3.1 The principal insider trading prohibition in Australian law is contained in section 1043A of the *Corporations Act 2001 (Cth)*.

**Inside Information** is information relating to the Company that is not generally available but, if the information were generally available (see below), a reasonable person would expect that information to have a material effect on the price or value of the Company's Securities. The Disclosure and Communication Policy provides more information on the disclosure of HUM information.

Section 1043A prohibits a person (an **Insider**) who is in possession of Inside Information from:

- (a) applying for, acquiring, disposing of, or entering into an agreement to apply for, acquire or dispose of the Company's Securities;
- (b) procuring another person to apply for, acquire, dispose of, or enter into an agreement to apply for, acquire or dispose of the Company's Securities; or
- (c) in the case of those of the Company's Securities that are able to be traded on ASX or another financial market operated in Australia, directly or indirectly communicating the Inside Information to another person when the Insider knows, or ought reasonably to know, that the other person would or would be likely to:
  - (i) apply for, acquire, dispose of, or enter into an agreement to apply for, acquire or dispose of such Company's Securities; or
  - (ii) procure another person to apply for, acquire, dispose of, or enter into an agreement to apply for, acquire or dispose of such Company's Securities.

- 3.2 Information is generally available if it:
- (a) is readily observable matter;
  - (b) has been made known in a manner (e.g. released to the ASX) likely to bring it to the attention of persons who commonly invest in Securities and a reasonable period for that information to be disseminated has elapsed since it was made known; or
  - (c) consists of deductions, conclusions or inferences made or drawn from information referred to in para (a) above or made known as provided in para (b) above.
- 3.3 Insider trading is a criminal offence. It is punishable by substantial fines or imprisonment or both. A company may also be liable if an employee or director engages in insider trading.
- 3.4 Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties for insider trading and order payment of compensation to persons who suffer loss or damage because of insider trading. Individuals who breach any the insider trading prohibitions may also be subject to banning orders imposed by ASIC or by the Court
- 3.5 In addition, breaches of this policy may damage the Company's reputation with ASX, ASIC and with the investment community and undermine confidence in the market for Company Securities. The requirements of this policy are separate from, and in addition to, the legal prohibitions in the Corporations Act 2001 on insider trading. Any breaches of this policy will result in disciplinary action, which may include termination of employment.

#### **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 Persons might be taking advantage of their position to make financial gains including by dealing in Securities on the basis of confidential information.

As a guiding principle, Designated Persons should ask themselves:

*If the market was aware of all the current circumstances, could the proposed dealing be perceived by the market as the employee (or Connected Person) taking advantage of his or her 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**)*

If the Designated Person is unsure, he or she should consult the Company Secretary.

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**

Dealing in the Company's Securities includes but is not limited to buying, selling, and transferring the Company's Securities or entering into any agreement to do so.

Dealing in the Company's Securities may only occur at certain times, and with certain notice or prior approval obligations having been met, as set out below.

Prior approval of a dealing should not be assumed, as it is given in the absolute discretion of the relevant approver, and approval may be refused without any reason being given. A refusal is final and binding.

An approval may also be withdrawn if circumstances change or new information comes to light.

The fact that a request for approval has been refused or withdrawn is confidential information and should not be disclosed to any person or entity.

Personnel (including Designated Persons) must **not** deal or procure a third party to deal in the Company's Securities if he or she has information that he or she knows, or ought reasonably to know, is Inside Information in relation to HUM Securities.

Subject to the other requirements of this policy, Personnel (including Designated Persons) may deal in the Company's Securities or the listed Securities of another entity if he or she does **not** have information that he or she knows, or ought reasonably to know, is Inside Information in relation to the Company's Securities or those Securities of the other entity.

Appendix 1 provides a simple chart to assist Personnel in determining if they may deal, and if they are required to either provide notice before dealing or obtain approval before dealing.

### 5.1 Blackout Periods

The Blackout Period for the purposes of the ASX Listing Rules is a "Closed Period".

No dealing by any Personnel in the Company Securities may occur during a Blackout Period unless:

- i. there are Exceptional Circumstances (see below); and
- ii. written permission has been received from the Chief Executive Officer (**CEO**) (or in the case of the CEO dealing, the Chairman, or in the case of the Chairman, the Chair of the Risk and Compliance Committee).

Unless the Board otherwise directs, in its absolute discretion, **Blackout Periods** will occur at the following times:

- a. the period from 31 December to noon on the ASX trading day after the public release by the Company of its half year results to the ASX;
- b. the period from 30 June to noon on the ASX trading day after the public release by the Company of its annual results to the ASX; and
- c. such other periods the Board may determine from time to time (**Other Blackout Period**).

In determining whether an Other Blackout Period will either apply or cease, the Board may request all Designated Persons to confirm to the Company Secretary whether they are aware (as defined in the ASX Listing Rules) of any Inside Information.

The laws prohibiting insider trading continue to apply to all Personnel whether in or outside a Blackout Period.

### 5.2 Trading windows

The Board has approved the following **Trading Windows**:

- (i) 20 business days beginning at noon on the first ASX trading day after HUM's annual results are released to ASX;
- (ii) 20 business days beginning at noon on the first ASX trading day after HUM's half year results are released to ASX;
- (iii) the duration of the offer period for an offer of the Company's Securities made pursuant to a prospectus or cleansing notice; and
- (iv) any other period as the Board may decide.

Personnel (excluding Designated Persons) may deal in the Company's Securities in a Trading Window without prior approval or notice of the dealing.

Designated Persons may deal without prior approval but subject to the provision of prior Notice of Intention to Deal in the Company's Securities (unless there is in existence Inside Information that has not been disclosed as a result of HUM's reliance on the exception under the ASX Listing Rules) in the Trading Windows.

### **5.3 Notice of Intention to Deal in the Company Securities**

Designated Persons (or any Connected Person) may not deal in the Company's Securities at any time, including in Exceptional Circumstances (as set out below), without providing prior written notice of their intent to deal in the Company's Securities. (Approval may also be required in addition of the provision of a Notice of Intention to Deal.)

The prior written notice must be provided within three (3) business days of the transaction occurring to the:

- (i) CEO in the case of employees, contractors, and consultants;
- (ii) Chairman in the case of the CEO and Directors; or
- (iii) Chair of the Risk and Compliance Committee in the case of the Chairman.

A copy of the notice must also be sent to the Company Secretary for the official file.

### **5.4 Exceptional Circumstances**

#### What are Exceptional Circumstances?

Any Personnel who is not in possession of Inside Information affecting Securities may be given prior written approval to sell or otherwise dispose of Securities during a Blackout Period where there are Exceptional Circumstances. Exceptional circumstances may include:

- a. severe financial hardship which means a Designated Person has a pressing financial commitment that cannot be satisfied otherwise than by selling the Securities;
- b. if a Designated Person is required by a court order, or there are court enforceable undertakings, to transfer or sell the Securities or there is some other overriding legal or regulatory requirement for the Designated Person to do so; or
- c. a situation determined by the Chairman (or in the case of the Chairman the Chair of the Risk and Compliance Committee) to be an exceptional circumstance.

Personnel should note that the power to approve dealing in a Blackout Period will only be exercised sparingly and with caution.

#### Request in writing

Personnel must submit an application in writing (which can be by email) requesting prior written approval to sell or otherwise dispose of Securities during a Blackout Period.

The written application including the reasons for requesting approval must be provided to the:

- (i) CEO in the case of employees, contractors, and consultants;
- (ii) Chairman in the case of the CEO and Directors; or
- (iii) Chair of the Risk and Compliance Committee in the case of the Chairman.

Approval, if granted, must be in writing (which can be by email) and must specify a time period for which the approval applies.

A copy of the request and the approval must also be sent to the Company Secretary for the official file.

Appendix 2 sets out the matters to be included in a request to deal due to Exceptional Circumstances.

### **5.5 Short Term or Speculative Trading**

The Company encourages employees to be long term investors in the Company. Speculating in short term fluctuations in the price of the Company's Securities does not promote shareholder or market confidence in the integrity of the Company.

Personnel must not engage directly or indirectly in short term or speculative trading in the Company's Securities.

## 5.6 Restrictions on margin loans

Margin lending poses special risks to the compliance of Designated Persons with this Policy, particularly where the terms of the margin lending arrangements may place the Designated Person in a position of conflict with their obligations under this Policy and/or with the insider trading laws (for example, if a call is made under the arrangements, which results in HUM Securities being sold while the Designated Person possesses Inside Information).

Designated Persons must not without prior approval enter into agreements that provide lenders with rights over their interests in the Company's Securities (eg for the disposal of HUM shares or options that is the result of a secured lender exercising their rights under a margin lending agreement).

## 6. Excluded Dealing

Dealing that is excluded from the restrictions in this Policy includes:

- (i) transfers of Securities between a Designated Person and someone closely related to the Designated Person (such as a spouse, minor child, family company or family trust) or by a Designated Person to their superannuation fund, in respect of which prior written Approval has been provided in accordance with the Procedures set out in this Policy;
- (ii) transfers of Securities already held into a superannuation fund or other saving scheme in which the member of Personnel is a beneficiary;
- (iii) an investment in, or trading units of, a fund or other scheme (other than a scheme only investing in the Company's Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (iv) where a Designated Person is a trustee, trading in Securities by that trust provided the Designated Person is not a beneficiary of the trust and any decision to trade during a Blackout Period is taken by the other trustees or by the investment managers independently of the Designated Person;
- (v) a disposal of Securities arising from undertakings to accept, or the acceptance of, a takeover offer or from a scheme of arrangement;
- (vi) trading 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 investment plan (DRP) and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board;
- (vii) a disposal of securities of the entity that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement, subject to this Policy; and
- (viii) the exercise (but not the sale of securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Blackout Period and where the Designated Person could not reasonably have been able to exercise at a time when free to do so;
- (ix) indirect and incidental trading that occurs as a consequence of a Designated Person or Connected Person dealing in Securities issued by a managed investment scheme, listed investment company, exchange-traded fund or similar investment vehicle that is managed by a third party and that happens to hold as part of its portfolio Company's Securities; and
- (x) trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where:
  - A. the Designated Person did not enter into the plan or amend the plan during a Blackout Period; and
  - B. the trading plan does not permit Designated Persons to exercise any influence or discretion over how, when, or whether to trade.

## 7. Anti-hedging Policy

Designated Personnel are not permitted to enter into transactions with Securities (or any derivative thereof) in associated products which limit the economic risk of any unvested entitlements under any equity-based remuneration schemes awarded under any equity-based remuneration scheme currently in operation or which will be offered by the Company in the future.

However, Designated Personnel should consult with the Company Secretary if they are considering, or if they are not sure, as to whether entering into transactions may limit the economic risk of unvested entitlements they may have.

#### **8. Disclosure to ASX**

Listing Rule 12.9 of the ASX Listing Rules requires this policy to be disclosed to the ASX. Where humm group limited makes a material change to this Policy, the amended policy must be provided to ASX within 5 (five) business days of the material changes taking effect, in accordance with Listing Rule 12.10.

In addition, if a change to a notifiable interest of a humm group limited Director occurs during a Blackout Period, humm group limited must tell ASX (in its Appendix 3Y filing) that this is the case, whether prior written clearance for the relevant dealing was provided and the date of such clearance.

#### **9. Breaches of 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.

#### **10. Review of this Policy**

This Policy will be reviewed regularly by the Board having regard to the changing circumstances of the Company and any changes to this Policy will be notified to affected persons in writing. If there are any comments or views concerning the operation or effectiveness of this Policy, they should be communicated to the Company Secretary.

This policy was approved by the Board on 23 February 2021, effective 1 March 2021.

## Appendix 1 - "Can I deal?" ready reckoner

Can I deal in securities?

	Does this dealing meet the Front-Page Test?	I have Inside Information	I do not have Inside Information then...				
				Is it a Trading Window	Blackout period - without exceptional circumstances	Blackout period - with exceptional circumstances	Period which isn't blackout or window
All Personnel	N/A	NO dealing		May deal without notice	NO dealing	May deal with prior approval	May deal without notice
Designated Person	No - NO dealing Yes - may deal	NO dealing		May deal after giving notice	NO dealing	May deal with prior approval	May deal with prior approval

## Appendix 2 - Content of a request for approval or a notice of intention to deal

A request for approval to deal or a notice of intention to deal must contain:

- Confirmation of the securities to be dealt with (are they HUM Securities or another entity's securities)
- Whether it is a purchase, sale, or transfer of securities
- The number of securities to be purchased, sold, or transferred
- The proposed date of the dealing

If it is a request for approval to deal due to Exceptional Circumstances, the request must also include:

- Details of the exceptional circumstances