

moneytech

business lending simplified

Securities Trading Policy

Version	1.0
Approved	21 September 2022
Effective Date	From date of approval
Next Review Date	2 years from date of approval
Accountable Person(s)	Company Secretary
Document Owner	Chair of the Board
Related Moneytech documents	Shareholder Information Sharing Policy
Related Regulations	Corporations Act 2001 (Cth)

Document History

Version	Author	Date	Revision
V1.0	Sundaraj & Ker	12-Sep-2022	Policy creation

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1. Introduction

The Constitution of Moneytech Group Limited ACN 611 393 554 (**Company**) allows secondary share trading at any time, subject only to the Board approving a properly completed Share Transfer Form. However, given the Company is an unlisted public company, the trading of securities is subject to various provisions of the Corporations Act, including insider trading and takeover provisions, amongst many others.

The responsibility not to trade securities in contravention of the Corporations Act falls on the person trading the shares rather than the Board. However, there would be significant risk (e.g. reputational, economic) to the Company, Directors, other shareholders, employees if a person traded securities in contravention of the Corporations Act.

This policy seeks to reduce the risk associated with share trading by creating transparent guardrails to assist the Board's timely approval of Share Transfer Forms.

This policy covers all Securities, including ordinary shares, preference shares, options over shares, Share Appreciation Rights (**SARs**), warrants over unissued shares and any right to a share issue.

Trading in SARs is strictly prohibited as such trading would compromise the objectives of the LTI Plan being to motivate and reward the person to whom the SARs were awarded. For further details, see SAR Plan Rules.

2. Share Trading by Non-Restricted Persons

A **Non-Restricted Person** is any person who is not a Restricted Person (see below).

Share Transfer Form

A share transfer form (**Share Transfer Form**) must be properly completed by both the Non-Restricted Buyer and Non-Restricted Seller and provided to the Company Secretary.

The Share Transfer Form will include a declaration from the Non-Restricted Buyer and Non-Restricted Seller that they are not aware of any contravention of the Corporations Act, including insider trading and takeover provisions etc.

Company Secretary will check the details contained in the Share Transfer Form and confirm to the Board that the form has been 'properly completed'.

Board approval

In the event that a Share Transfer does not result in a change in underlying beneficial ownership (e.g. transfer between entities with the same ownership profile), no Board approval is required and the Company Secretary may complete the Share Transfer and notify the Board accordingly.

The Board by Ordinary Resolution will use its best endeavours to approve a 'properly completed' Share Transfer Form within 3 business days unless it has a valid reason for not doing so. If so, the Board will provide the persons seeking to trade shares with a written explanation of the reasons for not approving the Share Transfer Form. Regardless of general Board quorum requirements, the Ordinary resolution to approve Share Transfer Forms must include the vote from the Chair as the latter will often have enhanced information awareness.

Given the risk of non-approval of a Share Trading Form, Non-Restricted Persons are strongly encouraged not to transact securities until written approval confirmation has been received.

To protect the interests of all stakeholders, the Company reserves the right to conduct KYC checks on any new Non-Restricted Buyer seeking to acquire securities in the Company. Such KYC checks will likely delay any approval of a Share Transfer Form.

3. Share Trading by Restricted Persons

Restricted Persons are those persons who, by virtue of their knowledge of the Company, are more likely to be in possession of Material Non-Public Information (**MNPI**). Consequently, Restricted Persons are *deemed* to be in possession of MNPI regardless of whether they are *actually* in possession of MNPI.

Restricted Persons are much more at risk of trading shares in contravention of the Corporations Act and are therefore subject to additional requirements.

Restricted Persons are defined as follows:

- (a) Board Directors and observers;
- (b) employees;
- (c) contractors; and
- (d) any non-employee who is engaged by the Company to provide advice or assistance including lawyers, corporate advisors etc.

Restricted Persons wishing to trade are required to:

- (a) only trade outside Blackout Periods (see below);
- (b) receive written Board pre-approval; and
- (c) lodge a 'properly completed' Share Transfer Form.

Blackout Periods are defined as:

- (a) the period between the end of a calendar quarter and the publishing of the Quarterly Shareholder Update;
- (b) whilst not a declared Blackout Period, persons seeking to trade shares between the Q4 update (typically published by end of July) and the release of the audited annual accounts (typically published end of October/early November) should exercise caution due to the risk of unexpected audit adjustments to the 30 June accounts;
- (c) whilst the Company is undertaking material corporate activity e.g. capital raising, M&A;
- (d) any additional periods declared by the Board from time to time to protect the interests of the Company.

Given the heightened risk associated with share trading by Restricted Persons, such persons are required to get written pre-approval from the Board before any share trading is undertaken.

The Board by Ordinary Resolution will use its best endeavours to provide pre-approval within 3 business days unless it has a valid reason for not doing so. If so, the Board will provide the persons seeking to trade shares with a written explanation of the reasons for not providing pre-approval. Regardless of general Board quorum requirements, the Ordinary resolution to approve Share Transfer Forms must include the vote from the Chair as the latter will often have enhanced information awareness.

4. Information Disclosure Protocol

In order to facilitate share trading, existing shareholders are permitted to provide potential purchasers of shares with the quarterly Shareholder Updates and the Annual Report so long as the person (who is not currently a shareholder) has signed a Non-Disclosure Agreement in favour of the Company.

To protect the Company's commercial interests, existing shareholders are not permitted to provide potential purchasers of shares with any other non-public information they have been provided with by the Company without prior written Board approval.

5. Issue of new shares

Each year, the Board in its absolute discretion may declare a Company Share Price as at 30 June.

In declaring a Company Share Price, the Board may commission a suitably qualified third party expert (**Expert**) to express an opinion on the Company Share Price.

If the Board declares a Company Share Price that is outside a 10% range of the mid-point opinion of the Expert, then it must provide a written reason for doing so.

Current employees may submit a request to the Board to subscribe for New Shares at the Company Share Price. Unless advised otherwise, all such requests must be submitted to the Board annually in the period 15 days following publication of the Annual Report.

The Board will deal with all such requests in its absolute discretion having regard to factors including the ability of the Company to issue new shares without breaching any provision of the Corporations Act.

To balance the benefits of employee share ownership against the dilution arising on issue of new shares, the total value of new shares subscribed to by employees will be limited to \$500,000 per annum unless otherwise agreed.

6. Miscellaneous

Margin lending (i.e. a loan secured by the securities of the Company) by employees of the Company is strictly prohibited as such lending creates a risk of forced selling of shares in the Company that could adversely impact the Company and other shareholders.

7. Amendments

This Policy may be amended from time to time by resolution of the Board.