



Amotiv Limited Securities Trading Policy

Amotiv Limited ACN 004 400 891

1. Purpose

This Policy sets out the expectations of Amotiv Limited (“Amotiv”) Directors and employees with respect to trading in listed company securities (including Amotiv shares) in compliance with the insider trading laws.

2. Background

This Policy applies to all Directors and employees of the Amotiv Group and is informed by the insider trading laws under the *Corporations Act 2001 (Cth)* (Corporations Act). Amotiv aims to protect Amotiv’s reputation in relation to trading in securities by its Directors and employees. Details of the insider trading laws are included in Annexure A.

It is important that Directors and employees understand their legal obligations in respect of trading in listed company securities (especially Amotiv shares) and are cognisant of when they are, or are likely to be perceived to be, in possession of inside information in relation to the Amotiv Group.

3. Definitions

In this Policy:

Inside Information means information that:

- (a) is not generally available; and
- (b) if it were generally available, a reasonable person would expect it to have a material effect on the price or value of securities. This is satisfied where the information would, or would be likely to, influence investors in deciding whether to buy or sell securities.

Officer means a member of the Amotiv Divisional Leadership Group, a Divisional CFO, the Amotiv General Counsel & Company Secretary, a member of the Amotiv Finance team or Acquisitions team or another senior manager within the Amotiv team but excludes KMP.

Associated Party means, in respect of an Officer, any of the following:

- (a) immediate family members who live with an Officer (for example, a partner or spouse, children or parents) and any other immediate family members where the Officer has control over their investment decisions;
- (b) any company, trust, managed superannuation fund or other entity that is controlled by an Officer or an immediate family member of an Officer referred to in paragraph (a) above; and
- (c) in relation to Amotiv Directors only, any other person or entity where dealing in Amotiv securities by that person or entity would require disclosure to the ASX by the Amotiv Director.

KMP or Key Management Personnel means Directors and those senior executives of the Amotiv Group who are classified as “key management personnel” under the Corporations Act from time to time, including the Amotiv Chief Financial Officer.

Dealing and Securities are defined in Annexure A.

4. Summary of Policy

The following table summarises the prohibitions on dealing in Amotiv securities in this Policy. There are some exceptions and additional restrictions in the detailed Policy below and accordingly this table should not be relied on in lieu of reading the detailed Policy.

	In possession of Inside Information (at any time) – <i>this column overrides the other columns</i> Ref 5.1	Certain types of dealings (at any time) Ref 5.2.1	Trading Window Ref 5.2.2	Black Out Period Ref 5.2.3	Other Times
KMP & their Associated Parties	X	X	√ ²	X ¹	√ ²
Officers & their Associated Parties	X	X	√ ²	X ¹	√ ²
Other Employees & their Associated Parties	X	✓	✓	✓	✓

1. Very limited exceptions – see 5.2.3 below.
2. Subject to notification requirements, and trade within three days

5. Policy

This policy cannot be amended without approval of the Amotiv Board.

5.1. Prohibition on dealing in listed company securities

All Directors and employees of the Amotiv Group (including KMP, Officers and other employees) are prohibited from:

- dealing in any Amotiv or other listed company securities;
- passing on Inside Information to others who may deal in such securities; and
- applying to participate in a Amotiv share plan,

whilst in possession of Inside Information. If Directors and employees are prohibited from dealing in Amotiv securities under this Policy, they must take all reasonable steps to ensure that their Associated Parties do not deal in Amotiv securities.

It is the responsibility of each Director and employee, prior to dealing in securities, to consider carefully whether they possess Inside Information that may preclude dealing at that time and, if in doubt, should refrain from dealing.

From time to time, in order to ensure compliance with this Policy and the law, restrictions on dealing in Amotiv securities may be imposed on Directors and employees within the Amotiv Group due to their knowledge of a potential project or transaction (**Project Restrictions**).

There are some limited exceptions to the prohibition. These are set out in Annexure A.

5.2. Additional restrictions on KMP and Officers and their Associated Parties

5.2.1. Certain types of additional dealings by KMP and Officers prohibited

Without derogating from the other restrictions in this Policy, each KMP and Officer and their Associated Parties are prohibited from engaging in the following dealings:

- acquiring Amotiv securities with the intention of disposing of some or all of those securities within a period of less than three months from the date of acquisition (this does not include disposals of Amotiv securities within a short period of time after vesting or issuance of those securities under a share plan);
- disposing of Amotiv securities with the intention of buying Amotiv securities back within a period of less than three months from the sale or disposal;

- (c) entering into instruments or transactions to borrow and sell Amotiv securities with the intention of buying Amotiv securities back at a later date (short selling);
- (d) creating a security interest or other financial interest, or entering into a margin loan in respect of, Amotiv securities; and
- (e) hedging Amotiv securities,

unless written approval has been sought and clearance obtained beforehand from the Board¹.

5.2.2. Dealing during Trading Windows

As long as the prohibition in 5.1 does not apply, KMP, Officers and employees and their Associated Parties may deal in Amotiv securities during Trading Windows. Trading Windows are:

Event	Trading Window
Half Year Results	Commencing on the trading day following the announcement of the half-year results in February and ending 30 days later
Full Year Results	Commencing on the trading day following the announcement of the full-year results in August and ending 30 days later
Annual General Meeting	Commencing on the trading day following the AGM in October and ending 30 days later

5.2.3. Prohibition from dealing during Blackout Periods for KMP and Officers

KMP, Officers and their Associated Parties must not deal in Amotiv securities during the following periods (together **Blackout Periods**):

Blackout period	
Start	End
15 June	The close of trading on the day on which the full-year results are announced in August
15 December	The close of trading on the day on which the half-year results are announced in February
The Board may also determine that a Blackout Period be established in relation to certain KMP or Officers in circumstances where it considers that there may be, or may be a perception of, Inside Information known to those people (a "Project Blackout Period")	

Other employees are encouraged not to deal in Amotiv securities during Blackout Periods.

There is an exception to the prohibition on dealing in securities during a Blackout Period in the case of a sale of Amotiv securities where:

- (a) in the case of KMP, prior written approval to deal has been given by the Chair of the Board (or, in the case of a dealing by the Chair of the Board or an Associated Party of the Chair of

¹ The Corporations Act restricts KMP, and their Associated Parties, from entering into an arrangement (with anyone) if the arrangement would have the effect of limiting the exposure of that Director or senior executive to risk relating to an element of that Director or senior executive's remuneration in the form of Amotiv securities that remain subject to restrictions on disposal.

the Board, with the prior written approval of the Chair of the Audit Committee) which approval must only be given if that approver is satisfied that either:

- (i) the KMP or an Associated Party is required by a final court order or enforceable court undertaking to sell or otherwise transfer Amotiv securities to a third party; or
 - (ii) the dealing does not involve a change in beneficial ownership and does not require disclosure to the ASX;
- (b) in the case of Officers, prior written approval to deal has been given by the Chair of the Board, which approval must only be given if that approver is satisfied that either:
- (i) the Officer or an Associated Party is required by a final court order or enforceable court undertaking to sell or otherwise transfer Amotiv securities to a third party; or
 - (ii) the dealing does not involve a change in beneficial ownership; or
 - (iii) the person requesting approval has confirmed that they are suffering severe financial hardship which would be alleviated by the dealing; and
- (c) the person requesting approval confirms that the prohibition in 5.1 does not apply.

The approval must be copied to the Company Secretary.

5.3. Notification requirements for dealings by KMP and Officers

If a KMP or Officer is not prohibited from dealing in Amotiv securities under this Policy, they or their Associated Persons may deal, but must before any dealing:

- (a) advise the people set out in the table below of their intention (or the intention of one of their Associated Parties as the case may be) to deal in Amotiv securities, including details of the type of dealing and the number of securities involved;
- (b) confirm to the people set out in the table below that that the prohibition in 5.1 does not apply and that, subject to notification, this Policy permits the dealing; and
- (c) ensure any dealing in Amotiv securities in accordance with the notification occurs within three clear trading days after the notification; and
- (d) confirm to the Company Secretary the date and number of securities traded immediately after the trade is made.

The persons referred to in (a) and (b) are:

Notification to:	Black Out Period – if an exception applies	Trading Window	Other Times
KMP & their Associated Parties	Chair of Board & Company Secretary	Chair of Board & Company Secretary	Chair of Board & Company Secretary
Officers & their Associated Parties	Chair of Board & Company Secretary	Company Secretary	Company Secretary

5.4. Additional obligations on Directors of Amotiv

Directors of Amotiv must also comply with:

- (a) all requirements in the Corporations Act and the ASX Listing Rules in relation to notification of trading in Amotiv securities;
- (b) the letter agreement entered into between each Director and Amotiv relating to notification of trading in Amotiv securities; and
- (c) any requirements approved by the Board from time to time in relation to Directors holding a minimum number of Amotiv securities.

5.5. Share purchase, dividend reinvestment and incentive plan securities

Directors and employees of the Amotiv Group may elect or apply to participate in a Amotiv share purchase plan or dividend reinvestment plan or incentive plan (whether by completing an election or application form, or not opting out, as applicable), at a time that they are not in possession of Inside Information.

For the purpose of this Policy, the conversion of a participating security into a Amotiv security or its exercise is not considered a dealing in Amotiv securities.

5.6. Exceptions to the Policy

Subject to compliance with the applicable insider trading laws at all times and subject to any Project Blackout Periods that may apply to particular Directors or employees from time to time, the requirements of this Policy do not restrict:

- a) dealings under an offer or invitation made to all or most shareholders or class of shareholders, for example a disposal of Amotiv securities arising from the acceptance of an equal access buy-back or an acquisition of Amotiv securities under a pro rata issue;
- b) a disposal in relation to the acceptance of a takeover offer; or
- c) transfers of Amotiv securities already held to a superannuation fund or other savings or investment scheme in which the Director or employee is a beneficiary.

6. Breaches

Strict compliance with this Policy and the insider trading laws is a requirement under each employment contract within the Amotiv Group and the terms of appointment of each Director. Breach of the insider trading laws can result in serious legal consequences, including exposing Amotiv and individuals to penalties and third party claims. Individuals may also be subject to significant fines and imprisonment. Breaches of this Policy or the insider trading laws will result in disciplinary action, which may include termination of employment.

7. Policy Amendment

This policy cannot be amended without approval of the Amotiv Board.

8. Associated policies:

Code of Conduct Policy

Continuous Disclosure Policy

Annexure A – Insider Trading Laws

1. Definitions

For the purpose of this Policy:

- (a) **dealing** includes:
 - (i) buying or otherwise applying for securities (including applying to participate in a Amotiv share plan), whether on-market or off-market;
 - (ii) selling or otherwise disposing of securities, whether on-market or off-market;
 - (iii) exercising options over securities;
 - (iv) creating a hedge, security interest, margin loan or other financial interest over or in relation to securities;
 - (v) transferring legal ownership of securities, even where beneficial ownership does not change;
 - (vi) any other transfer or creation of an interest in securities, whether directly, or by arranging for someone else to undertake the dealing on your behalf; and
 - (vii) agreeing or applying to do any of the above.

In the case of an on-market trade, the dealing occurs at execution (but not settlement) of the trade. In the case of an off-market trade, the dealing occurs at settlement of the trade.

- (b) **securities** includes shares, options, notes, bonds and other debentures, interests in managed investment schemes, trusts and other financial products, and any derivatives of those securities, including equity swaps, contracts for difference, futures, hedges and exchange-traded or over-the-counter options, whether settled by cash or otherwise.

2. Insider trading laws

If a person has inside information in relation to Amotiv securities or other securities, it is a criminal offence to:

- (a) deal in those securities;
- (b) advise or procure another person to deal in those securities; or
- (c) pass on inside information to someone else where the person who has the inside information knows, or should reasonably have known, that the person receiving the information would use that information to deal in, or procure someone else to deal in, those securities.

The consequences for breach of the insider trading laws can include:

- (a) significant fines and/or imprisonment;
- (b) civil liability; and
- (c) reputational damage.

3. Inside Information

The following factors should be considered to assist in determining whether information might be Inside Information, and whether passing on information may be a breach of the insider trading laws:

- (a) It does not matter how a person comes to know the Inside Information.
- (b) The financial impact of the information may be important in determining if it is market sensitive, but strategic and other matters may also be important in determining whether information might influence investors to buy or sell those securities, and accordingly, might influence whether the information is Inside Information.
- (c) Information is Inside Information if it would, or would be likely to, influence investors in deciding whether to buy or sell securities, and can include information which is of an uncertain nature, rumours, matters of supposition, matters relating to the intentions of a person (including Amotiv) and information which is insufficiently definite to warrant disclosure to the public.
- (d) The restriction on passing on information means that Inside Information must not be passed on to colleagues, family, friends, contractors or others where that person might deal in those securities.
- (e) The laws on insider trading can apply to dealings by entities and people associated with you. Someone who is in possession of Inside Information may become subject to an insider trading investigation if an associate deals in securities to which the Inside Information relates.

The following list is illustrative only and is not exhaustive. Inside Information could include:

- (a) a possible acquisition or sale of any assets or business by Amotiv ;
- (b) the financial performance of Amotiv against its budget or forecasts;
- (c) senior management or board changes;
- (d) a proposed dividend;
- (e) a possible change in Amotiv's capital structure; or
- (f) a possible claim against Amotiv or other unexpected liability.

4. Relationship with the continuous disclosure regime

The Corporations Act and the ASX Listing Rules require Amotiv to immediately release to the ASX any information concerning the Amotiv Group which may reasonably be expected to have a material effect on the price or value of Amotiv securities. The Amotiv [Continuous Disclosure Policy](#) provides further details on the continuous disclosure regime. Due to the continuous disclosure regime, all material price sensitive information will generally be available. There are, however, limited circumstances where a person may be in possession of market sensitive information which does not need to be disclosed to the market at that time due to an exception to the continuous disclosure requirements, which include a requirement that the information be confidential.

It will likely be a breach of the insider trading prohibition if a person deals in securities while in possession of such confidential inside information.

5. The “front page” test

It is important that public confidence in the Amotiv Group is maintained. It would be damaging to the Group’s reputation if the market or the general public perceived that Directors or employees might be taking advantage of their position in the Group to make financial gains by dealing in securities based on Inside Information.

Any Director or employee considering dealing in securities should ask themselves:

If the market was aware of all the current circumstances, could the proposed dealing be perceived by the market as taking advantage of my 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 any employee is unsure, they should consult the Amotiv Company Secretary.