



Acumentis®

Share Trading Policy



Approved by Acumentis Board 10 August 2023

Liability limited by a scheme approved under the Professional Standards Legislation

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1. Summary

Whilst this policy applies to all “Acumentis People” it is more likely to impact ASIC Directors, C-Suite Executives, Group Executive Directors and National Directors.

Other employees are less likely to hold market sensitive knowledge, however if in any doubt should contact the CFO, Company Secretary or CEO before trading in Acumentis Securities.

Key points

- No insider trading
- No trading during Embargo Periods
- No short term or speculative trading
- Restrictions on the use of derivatives
- Specified individuals must obtain prior written approval to deal and comply with additional requirements

2. Purpose

Acumentis is committed to building and maintaining a reputation as one of Australia’s leading companies which extends to ensuring that the public can have full confidence in the policies relating to the trading of Acumentis securities.

3. Scope

This Policy applies to all Directors, Officers & Employees (and their close associates / family companies / close family members) as well as contractors and consultants whose terms of engagement indicate that this policy applies to them (referred to as “Acumentis Person” or “Acumentis People”).

The policy applies to all Acumentis Securities including, but not limited to, ordinary shares, options and performance rights whether held directly or beneficially via a corporate entity or third party.

This Policy does not apply to acquisition of securities of the Company issued pursuant to new issues or dividend reinvestment plans where the issues are available pro-rata to all shareholders.

This Policy does not apply to the acquisition of securities of the Company issued pursuant to an employee share scheme.

4. Breach of this Policy

A breach of this policy is a very serious matter and will be treated accordingly. A breach of insider trading laws is a criminal offence and can result in fines, personal liability and/or imprisonment. The maximum penalty for this offence is \$450,000 and/or 10 years imprisonment.

Compliance with this policy is a condition of employment and any breach will result in disciplinary action which may include termination of your employment with Acumentis.

5. Insider Trading

It is an offence under the Corporations Act to trade using inside information, or communicate inside information to others who will, or are likely to, trade on the inside information.

This means that an Acumentis Person who possesses inside information must not:

- apply for, acquire or dispose of Acumentis Securities, or agree to do so;
- permit, procure, encourage or induce another person (including e.g. a self-managed superannuation fund, company or family trust) to do any of the above things; or
- directly or indirectly communicate the inside information to any other person, if the Acumentis Person knows (or ought to know) that the other person may use the information to do any of the above things.

What is “Inside Information”?

“Inside Information” is information that is not generally available and, if it was generally available, a reasonable person would expect it to have a material effect on the price or value of the relevant Securities.

In simple terms, this means information which might influence someone to decide whether or not to buy or sell the Securities. Examples could include information relating to:

- financial performance (e.g. sales or profit of the Company or a significant division);
- a material acquisition or disposal of assets, or takeover or merger;
- an actual or proposed dividend or change in dividend policy;
- an actual or proposed new share issue or change to capital structure;
- the entry into or termination of a material contract;
- a material claim or other unexpected liability; or
- a significant change in senior management.

Inside Information can include matters which are still in draft or not yet certain, and may include hints or rumours.

Information is not Inside Information if:

- it consists of a “readily observable” matter;
- it has been brought to the attention of investors by an ASX announcement and a reasonable period for its dissemination has elapsed since the announcement; or
- it consists of observations, deductions, conclusions or inferences made or drawn from other generally available information.

It is less likely that an Acumentis Person, other than an ASIC Director, C-Suite Executive, Group Executive Director or National Director will hold Inside Information, however, if an Acumentis Person has any doubt, they should contact the CFO, Company Secretary or CEO prior to executing a trade in Acumentis Securities.

Information can come from any source

Inside Information does not have to be obtained from Acumentis. It does not matter how or from where an Acumentis Person obtains the information.

Conduct outside Australia is covered

The Corporations Act prohibition applies to acts outside Australia, as well as within Australia.

6. No Trading During Embargo Periods

As set out below, there are certain periods during the year, called “Embargo Periods”, when Acumentis People must not trade, or procure another person to trade, in Acumentis Securities given the heightened risk of actual or perceived insider trading.

These Embargo Periods are published on the Acumentis Intranet and are available from the Company Secretary. Embargo Periods will also be communicated to employees via Acumentis email.

Embargo Periods commence when the market closes at the end of the reporting period and end before the market opens on the business day following the release to ASX of certain key announcements, namely:

Reporting Period	Start of Period	ASX Release that Triggers End of Period	Approximate End Date
December Half Year Results	31 December	Appendix 4D – Half Year Report	Late-January to mid-February
June Full Year Results	30 June	Appendix 4E – Preliminary Final Results	Late-July to mid-August
Quarterly Activities / Cashflows (Note 1)	30 September 31 December 31 March 30 June	Quarterlies Activities / Appendix 4C – Cash Flow Report	Late October Late January Late April Late July

Note 1: Where quarterly activities / cashflow reporting is required by ASX

The Chairman, on recommendation of the Company Secretary, may vary the above and/or impose a restriction on trading during other periods where deemed appropriate.

Such additional Embargo Periods will be published on the Acumentis Intranet and employees will be notified via Acumentis email.

7. Notice of Embargo Period

Embargo Periods will be notified on the Acumentis Intranet by way of publishing a News Item and also by display of the red, “Embargo Exists” (Image 1) on the Acumentis Intranet home page.

Outside Embargo Periods, a green “Trading Allowed” (Image 2) icon will be displayed on the Acumentis Intranet home page.



(Image 1)



(Image 2)

8. No Trading with Inside Information

The Embargo Periods are a minimum requirement.

If you possess Inside information, you must not trade Securities whether or not an Embargo Period is operating.

The responsibility to ensure you comply with insider trading laws falls to each person individually, and you should exercise care and judgement in deciding whether to trade Securities. If you are unsure, you should contact the Company Secretary.

No orders for the sale or purchase of Acumentis Securities should be placed with a broker during an Embargo Period, and orders placed prior to the commencement of an Embargo Period must be cancelled if not executed before the Embargo Period commences. Provided an order was placed and executed prior to the commencement of an Embargo Period, it is not a breach of this policy if the transaction settles after the commencement of an Embargo Period.

In certain rare circumstances, Acumentis People may be given clearance to dispose of Acumentis Securities where they would otherwise be restricted due to the application of an Embargo Period. Those circumstances include where the person:

- is in severe financial hardship or other exceptional circumstances apply (e.g. a bona fide family settlement);
- is not actually in possession of Inside Information in relation to Acumentis Securities;
- has obtained the prior written approval of the Company Secretary of Acumentis (or, in the case of the Company Secretary, the CEO of Acumentis); or
- if the trade does not involve a change in beneficial ownership, and does not require disclosure to ASX

9. No Short-Term or Speculative Trading

Except as stated below, Acumentis People must not deal in the same Acumentis Securities within a 3 month period (e.g. sale of Acumentis shares within 3 months after their purchase is prohibited by this policy).

Provided you do not possess Inside Information, this prohibition does not restrict the sale of Acumentis Securities within 3 months following the vesting of, or exercise of, options or performance rights under an employee share scheme.

Acumentis People are not permitted to “short sell” Acumentis Securities.

10. Restrictions on Derivatives and Margin Lending

No Derivatives over unvested or restricted Acumentis Securities

Acumentis People must not use, or allow to be used, any Derivatives in relation to any unvested Acumentis Securities or vested Acumentis Securities that are still subject to disposal restrictions.

The use of Derivatives over unvested Acumentis Securities, or vested Acumentis Securities that are still subject to disposal restrictions, can have the effect of distorting the proper functioning of these hurdles and reduce the intended alignment with shareholders’ interests.

Derivatives over vested and unrestricted Acumentis Securities

The appropriate use of Derivatives over vested and unrestricted Acumentis Securities can encourage longer term holding of Acumentis Securities and therefore increase with shareholders’ interests. Accordingly, once Acumentis Securities have vested and are not otherwise subject to disposal restrictions, Derivatives may be used in relation to those Securities.

Notwithstanding the above, the use of Derivatives over vested Acumentis Securities, like any other trading in Acumentis Securities, must comply with the law and with the other provisions of this policy, including in relation to short-term trading, Embargo Periods and applicable notification and approval procedures.

11. Acumentis Employee Share Schemes

As a result of an exception under the law, the insider trading prohibitions do not prevent an Acumentis Person who is in possession of Inside Information from applying for/acquiring Acumentis Securities under the Acumentis Employee Share Schemes.

However, if the Acumentis Person has Inside Information, or an Embargo Period applies, the legal prohibitions will still prevent the Acumentis Person from subsequently disposing of the Securities until the Inside Information has become generally available.

12. Additional Requirement for the Senior Leadership Group

Each Acumentis Group Limited ASIC Director, the CEO, C-Suite Executives, Group Executive Directors and National Directors (in this policy, the “Senior Leadership Group”) needs to take special care in relation to dealing in Acumentis Securities due to the potential for adverse public perceptions to be formed.

Each year the Senior Leadership Group is required to confirm to the Company Secretary in writing that they are aware of, understand and have complied with this policy. They are also required to provide the holder identification number (HIN) and/or shareholder reference number (SRN) in respect of all relevant holdings of Acumentis Securities.

Prior notification and approval procedure in relation to Acumentis Securities

Each member of the Senior Leadership Group who wishes to trade in Acumentis Securities must first seek approval in writing (email is acceptable) from the Company Secretary of Acumentis (or delegate). In the case of the Company Secretary, approval must be obtained from the CEO.

Approval to trade will be confirmed in writing (via return email) and is valid for five business days (inclusive of the approval date) unless otherwise stated. Trading must not occur until approval has been granted.

Approval is conditional on a confirmation of trade being provided to the Company Secretary within two days of the trade occurring.

It should be noted that approval of proposed trading is intended as a compliance monitoring function only and is never an endorsement of the proposed trade or a confirmation regarding the absence of Inside Information. Individuals remain responsible for their own investment decisions and their compliance with the law (including the insider trading prohibitions) and this policy.

In relation to Securities trading by close family members of the Senior Leadership Group, you should be aware of the negative perceptions that could arise if your family members trade Acumentis Securities during an Embargo Period. It is recommended that the Senior Leadership Group makes family members aware of this policy and encourages them to avoid trading during Embargo Periods.

The Senior Leadership Group does not need to follow the formal notification and approval procedure required by this policy where the disposal/acquisition of Securities arises from:

- the acceptance of a takeover offer or equal access buyback;
- the disposal of rights, or acquisition of Securities, pursuant to a pro rata issue;
- an acquisition of Securities pursuant to a dividend reinvestment plan; or
- the indirect or incidental trading that occurs as a result of trading units or shares in a managed investment scheme, listed investment company, exchange-traded fund or similar investment vehicle.

The Company Secretary may, from time to time, require other Acumentis Persons to comply with the prior notification and approval process applying to the Senior Leadership Group (e.g. when they have access to information about, or are working on, a particular market sensitive matter).

Restrictions applicable to financing equity

Financing equity poses risks to the compliance of the Senior Leadership Group with this policy, particularly where the terms of the financing arrangements may place these persons in a position of conflict with their obligations under this policy and/or with the insider trading laws (e.g. if a call is made under a margin loan which results in Securities being sold while the relevant person possesses Inside Information).

Accordingly, the following requirements apply in relation to financing arrangements with respect to Acumentis Securities:

- before entering into a financing arrangement, the relevant individual within the Senior Leadership Group must follow the notification and approval procedure outlined above;
- they must ensure that the terms of the financing arrangements do not require, or allow for, the disposal of the relevant Securities at any time when this policy would prohibit the person from trading the relevant Securities (e.g. including an express prohibition on disposal being required or allowed in those circumstances) ; and
- they must promptly inform the Company Secretary of Acumentis (or, in his or her absence, the CEO) of any call that is made under the financing arrangements, and of the terms of that call).

Acumentis may publicly disclose the terms and nature of any financing arrangements to which a Acumentis' director is a party, and the terms and circumstances of any call made or likely to be made under those arrangements.

Special requirements for Acumentis Group Limited ASIC Directors

Acumentis is required by law to disclose trading in its Securities by its directors, within a prescribed period after trades occur.

In order to facilitate Acumentis' compliance with its disclosure and reporting obligations, each director of Acumentis Group Limited must notify the Company Secretary as soon as practicable after any trading in Acumentis Securities occurs and, in any case, no more than two days afterwards.

Acumentis may also publicly disclose any Derivative positions over Acumentis Securities taken out by an Acumentis Group Limited director.

These disclosures may be made irrespective of whether or not they are technically required by the ASX Listing Rules or the Corporations Act.

Whilst the Company's dividend reinvestment plan rules contain a limit on participation, the ASX Listing Rules do not permit participation by directors or their closely related parties. Directors are required to make the necessary notifications and arrangements with their closely related parties and relevant advisors.

13. Key Terms Used in this Policy

Derivative means:

- a) derivatives within the meaning given in section 761D of the Corporations Act (such as options, forward contracts, swaps, futures, warrants, caps and collars); and
- b) any other transaction in financial products that operates to limit the economic risk associated with holding the relevant securities.

Security includes shares, options, rights, debentures, interests in a managed investment scheme, Derivatives and other financial products covered by section 1042A of the Corporations Act.

Trade or Trading includes an acquisition or disposal of Securities, or the grant of any encumbrance over the Securities, or the engagement in any other transaction involving a beneficial interest or a change in beneficial ownership of the Securities, or the entry into any agreement to do any of the above things.

Acumentis means Acumentis Group Limited (ABN 50 102 320 329).

Acumentis Group means Acumentis Group Limited and each of its controlled or associated entities.

Acumentis Person means:

- c) each director, officer and employee of Acumentis Group Limited or a member of the Acumentis Group;
- d) each contractor and consultant to the Acumentis Group Limited or a member of the Acumentis Group whose terms of engagement apply this policy to them; and
- e) a close associate or family member of a person included in a) or b) above.

14. Policy Approval & Revisions

Date	Action	Changes	Sign off
16 December 2021	Acumentis Board Approval	Reformat of 2010 policy	Acumentis Board
10 August 2023	Audit & Risk Committee Review	Replace "5 week prior" wording with non-contingent Embargo Period start dates. Revised and simplified wording to facilitate better understanding of requirements. Replacement of standard form for notification of trading with "written" requirement that can be satisfied via email.	-
10 August 2023	Acumentis Board Approval	-	Acumentis Board
29 September 2023	Approved by Chair	Added non-trading periods for ASX quarterly reporting	Chair