



Securities Trading Policy

Careteq Limited

ACN 612 267 857

1.0 PURPOSE

- 1.1 This Securities Trading Policy (**Policy**) sets out the requirements for directors, employees, consultants and contractors of Careteq Limited (**Employees**) and its related entities in relation to dealing in securities of Careteq Limited or any other securities which may be affected by this policy or the law.
- 1.2 The purpose of this Policy is to assist all directors, officers and employees to avoid conduct known as 'insider trading'. In some respects, this Policy extends beyond the strict requirements of the *Corporations Act 2001 (Cth)* (**Corporations Act**). If you do not understand the implications of this Policy or how it applies to you, you should raise the matter with the Chief Executive Officer or the Company Secretary before trading in any securities which may be affected by this Policy or the law.
- 1.3 This Policy extends to directors, officers, employees or potential insiders (including such parties as advisors and consultants who have access to or are involved with confidential information) (**Restricted Persons**). This includes a director, officer or employee of Careteq, the director's, officer's or employee's immediate family (includes a person or persons under the control or influence of the director, officer or employee) and related entities controlled by the director, officer or employee or members of the immediate family.
- 1.4 This Policy only provides a summary of applicable legal and regulatory issues which are complex and should therefore only be used as a general guide and not as legal advice.

2.0 INSIDER TRADING

Insider trading prohibition

- 2.1 The Company's shares are listed on the ASX. Section 1043A (of Part 7.10, Division 3) of the Corporations Act makes it an offence for a person in possession of information that is not generally available but which, if generally available, a reasonable person would expect to have a material effect on the price or value of the Company's securities to:
 - a) trade in (i.e. apply for, acquire or dispose of, or enter into an agreement to do any of these things) the Company's securities; or
 - b) procure another person to trade in the Company's securities,(each a 'dealing in the Company's securities').

- 2.2 The insider trading prohibition in section 1043A of the Corporations Act is **MANDATORY** and not a matter of guidance.
- 2.3 It does not matter how the person comes to have the inside information – for example, whether the person learns it in the course of carrying out that person's responsibilities, in passing in the corridor, in the lift or at a social occasion.
- 2.4 It is an offence to communicate the information to another person with the knowledge that the person could deal in the Company's securities. Accordingly, the prohibition on insider trading cannot be avoided by a person procuring or arranging for another person to deal on his or her behalf.
- 2.5 The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee incentive scheme (whether directly or through the exercise of options).

Penalties

- 2.6 Insider trading is a criminal offence. It is punishable by substantial fines and/or imprisonment or both. A company may also be liable if an employee or director engages in insider trading.
- 2.7 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.

3.0 INSIDER INFORMATION

- 3.1 Insider information is information that:
- a) is not generally available; and
 - b) if it were generally available, would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the relevant securities.
- 3.2 Information is generally available if it:
- a) is readily observable;

- b) has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type 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 falling under paragraphs above.

3.3 It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information.

4.0 PRICE SENSITIVE INFORMATION

4.1 Price-sensitive information means information relating to the Company or the Company's subsidiaries that would, if the information were publicly known, be likely to:

- a) have a material effect on the price or value of the Company's securities; or
- b) influence persons who commonly invest in securities in deciding whether or not to buy or sell the Company's securities.

Examples of price sensitive information

4.2 Examples of possible price-sensitive information include, but are not limited to, the following:

- a) a material acquisition, joint venture, realisation or disposal of assets;
- b) a threat of material litigation against the Company;
- c) the Company's sales and profit results materially exceeding or falling short of the market's expectations or the previously announced guidance by the Company;
- d) a material change in debt, liquidity or cash flow;
- e) a significant new development proposal;
- f) the granting or loss of a major contract;
- g) a management or business restructuring proposal;

- h) a change in the capital structure, such as a capital return or the buy back of a financial product;
- i) a payment of dividends or a share issue;
- j) a change to the Board or significant changes in senior management;
- k) the entering into of an agreement or option to acquire an interest in an asset or business, or to enter into a joint venture or other arrangement in relation to an asset or business; and
- l) any information required to be announced to the market pursuant to ASX Listing Rule 3.1 (**Continuous Disclosure Rule**) which is yet to be released to the market.

Information that is generally available

4.3 Information is generally available if:

- a) it consists of a readily observable matter;
- b) it has been made known in a manner likely to bring the information to the attention of people who commonly invest in securities of a kind whose price or value might be affected by the information, and, since it was made known, a reasonable period for it to be disseminated among such persons has elapsed;
- c) it is derived from information which has been made public; or
- d) it consists of observations, deductions, conclusions or inferences made or drawn from other generally available information.

Dealing through third parties

4.4 The inside trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies.

4.5 Consequences for breach of the insider trading prohibition

- a) Breach of the insider trading prohibition by an Employee or an Employee's family member could expose the Employee to criminal and civil liability including fines and imprisonment.

- b) Significantly, a breach of the insider trading prohibition could result in an Employee or an Employee's family member being sued by another party or the Company for any loss suffered as a result of insider trading.
- c) Breach of insider trading laws or this Policy will also be regarded by the Company as serious misconduct which may lead to disciplinary action and/or dismissal.

Source of information is irrelevant

4.6 Trading is prohibited at any time if the person possesses inside information.

4.7 It does not matter how or where the person obtains the information and it does not have to be obtained from the Company to constitute inside information. This means that section 1043A of the Corporations Act will apply to any Employee who acquires inside information in relation to the Company's securities, regardless of capacity. In such circumstances, the Employee is prohibited from dealing in the Company's securities

4.8 Employee incentive scheme

- a) The prohibition on trading in the Company's securities does not apply to acquisitions of shares or options by employees of the Company made under an employee share or option scheme or performance rights plan, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.
- b) The prohibition does, however, apply to the sale of shares acquired under an employee share scheme or performance rights plan and also to the sale of shares acquired following the exercise of an option or performance right granted under an employee option scheme or performance rights plan.

5.0 GUIDELINES FOR TRADING IN SECURITIES

General rule

5.1 Restricted Persons must not:

- a) buy, sell or otherwise deal in Careteq securities whilst in possession of price sensitive information;
- b) advise, procure or encourage any other person to buy, sell or otherwise deal in Careteq securities whilst in possession of price sensitive information;

- c) pass on information to any person, if you know or ought to reasonably know that the person may use the information to buy, sell or otherwise deal (or procure another person to buy, sell or otherwise deal) in Careteq securities.
- d) engage in short-term trading (less than one month), or short selling of the Company's securities at any time;
- e) enter into margin lending or other secured financing arrangements in respect of the Company's securities; or
- f) enter into transactions with securities (or any derivative thereof) which limit the economic risk of any unvested entitlements awarded under an equity-based remuneration scheme, or otherwise awarded, or which will be offered by the Company in the future (e.g. hedging).

Company securities

- 5.2 Directors or officers are to obtain prior written approval from the Chair of the Board (and the Chair is required to confirm with the Chief Executive Officer that there is no market sensitive information that has not been released), or in his or her absence the Chief Executive Officer, at least one day prior to the purchase / sale of securities in Careteq held by the director or officer. Should the Chair wish to purchase / sell securities he or she shall similarly notify the Chief Executive Officer and/or the Company Secretary the at least one day prior to sale.
- 5.3 Employees or potential insiders are to obtain prior written approval from the Chief Executive Officer or in his or her absence, the Company Secretary, at least one day prior to the purchase / sale of securities in Careteq held by the employee.
- 5.4 A director, officer or employee shall not trade securities in Careteq if the director, officer or employee is aware of any information concerning Careteq which has not been made public and/or which if made public, a reasonable person would expect to have a material impact on the price or value of Careteq securities. Employees must inform the Chief Executive Officer of all market sensitive (material) information immediately after they become aware of it.
- 5.5 If the Chair of the Board has received a request for either a sale or purchase of securities in Careteq he is required to confirm in writing with the Chief Executive Officer or in his or her absence the Company Secretary that there is no market sensitive information that has not been released.

- 5.6 Unless otherwise advised by the Chair of the Board or the Chief Executive Officer (as required), where such approval is obtained, training must occur within seven (7) business days.

Other Restricted Persons

- 5.7 The Company reserves the right to impose ad hoc restrictions on Restricted Persons from trading in addition to the fixed Closed Periods. In determining when ad hoc restrictions should be imposed on its Restricted Persons the Company may have regard to any imminent announcements of market sensitive information it is proposing to make under ASX Listing Rule 3.1.
- 5.8 In addition to the Restricted Persons, the Company may also impose ad hoc trading restrictions on:
- a) staff who work closely with, or in close proximity to, Restricted Persons (including their executive assistants);
 - b) staff who work in the finance area or in a strategic planning group;
 - c) the next layer of seniority below Restricted Persons;
 - d) staff (such as IT staff) who may have access to email or document folders belonging to Restricted Persons; and
 - e) family members (such as spouse and minor children) and entities (such as a family company or family trust) closely connected to Restricted Persons.

Closed Periods

- 5.9 The following periods are considered a Closed Period and Restricted Persons (directors, officers and employees) must not trade in the Company securities:
- a) the period two weeks prior to, and 24 hours after the release of the Company's quarterly results;
 - b) the period two weeks prior to, and 24 hours after the release of the Company's half-year results;
 - c) the period two weeks prior to, and 24 hours after the release of the Company's full-year results;

- d) the 21 calendar days up to and including the date of the Annual General Meeting; and
- e) any other periods advised by the Company.

Trading in derivatives

- 5.10 Restricted Persons must not trade in any derivative products issued by the Company. Derivative products issued by the Company over its securities include warrants, exchange-traded and over the counter options and contracts for difference.

Short term trading

- 5.11 Despite anything to the contrary in this Policy, Restricted Persons must not engage in short term trading of any of the Company's securities. An example of this would be to purchase the Company's shares with an intention to sell them within a 12 month period.

Short selling

- 5.12 Restricted Persons must not engage in short selling of the Company's securities.

Exceptions

- 5.13 For the purpose of this Policy, the following dealing in securities is permitted during a closed period:
- a) transfers of securities where the beneficial ownership of the securities does not change, e.g. the transfer of securities already held into a superannuation fund where the person is the major beneficiary;
 - b) the exercise of an option or a right, or the conversion of a convertible security, where the final date to exercise the option or right, or convert the security, falls during a prohibited period;
 - c) undertakings to accept, or acceptance of, takeover offers;
 - d) trading under an offer or invitation made to all or most of the Company's security holders such as a rights issue, security purchase plan, a dividend reinvestment plan or securities buy back;
 - e) if the Restricted Person is required by a Court order to transfer or sell securities of the Company. This request will have to be made in writing to the

Chairperson and be accompanied by relevant court and / or supporting legal documentation (where applicable);

f) Financial hardship:

- i. A person may be in severe financial hardship if they have a pressing financial commitment that cannot be satisfied other than by selling the securities of the Company.
- ii. In the interests of an expedient and informed determination by the Chairperson (or all other members of the Board as the context requires), any application for an exemption allowing the sale of Company securities in a Closed Period or a Prohibited Period based on financial hardship must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions (where applicable).
- iii. Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

Procedure for obtaining written consent to trade

- 5.14 A Restricted Person who wishes to trade in the Company's securities at any time must obtain the prior written consent (which may be provided by way of an email) of the Chairperson.
- 5.15 The Chairperson may only provide written permission to trade in the Company's securities where the Chairperson is satisfied that there is no inside information which has not been disclosed to the ASX.
- 5.16 In the interests of an expedient and informed determination by Chairperson, any application for an exemption allowing the sale of the Company's securities during a Closed Period based on financial hardship must be made in writing and be accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions. Any exemption, if issued, will be in writing and will contain a specified time period during which the sale of securities can be made. A Restricted Person seeking clearance to trade must satisfy to the Chairperson that he or she is in severe financial hardship or that their circumstances are otherwise exceptional and that the proposed sale or disposal of the relevant Company securities is the only reasonable course of action available.

- 5.17 Any application for an exemption allowing the sale of the Company's securities during a Closed Period based on Exceptional Circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation. Any exemption, if issued, will be in writing and will contain a specified time period during which the sale of securities can be made.
- 5.18 Any permission provided under this paragraph must be obtained by the Restricted Person not less than two trading days before the proposed trading.
- 5.19 Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.
- 5.20 A clearance to trade can be given or refused by the Company in its absolute discretion. The Company's decision to refuse clearance is final and binding on the person seeking clearance.
- 5.21 A clearance to trade can be withdrawn if new information comes to light or there is a change in circumstances.
- 5.22 If clearance to trade is refused, the person seeking the clearance must keep the information relating to the refusal (including the refusal itself) confidential and not disclose it to anyone.

6.0 DEALING IN SHARES OF OTHER COMPANIES

- 6.1 A Restricted Person (director, officer or employee) shall not trade securities of another company if they are aware:
- a) non-public information regarding investigations or negotiations being conducted by Careteq or any of its related entities into that company; and/or
 - b) non-public material information of a company in partnership with Careteq.
- 6.2 In addition, Employees are bound by a duty of confidentiality in relation to information in respect of third parties obtained in the course of their employment with the Company.

7.0 SALE OF SECURITIES

- 7.1 Employees need to be mindful of the market perception associated with any sale of the Company's securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of the Company's securities (i.e. a volume that would represent a volume in

excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by an Employee must be discussed with the Board prior to the execution of any sale. These discussions must be documented in the form of a file note, to be retained by the Company Secretary.

8.0 ASX NOTIFICATION FOR DIRECTORS

8.1 The Directors are required to notify the Chair and the ASX of any dealing in the Company's securities (either personally or through a third party) which results in a change in the relevant interests of the Director in securities in the Company.

8.2 While the Corporations Act requires Directors to notify the ASX of any changes to their holdings within 14 days (or if a substantial shareholder as early as 9:30am on the next trading day), the Company is required under the ASX Listing Rules to notify the ASX:

- a) of the initial holding of each Director upon appointment and such subsequent dealings within five business days of the change; and
- b) whether the dealing occurred during a Closed Period and if so, whether written clearance was obtained and on what date it was obtained.

9.0 SUBSTANTIAL HOLDING NOTICES

9.1 A Restricted Person must give notice to the Company and to the ASX if they begin to have, or cease to have, a Substantial Holding in the Company or if they have a Substantial Holding in the Company and there is a movement of at least 1% in their holding.

10.0 EMPLOYMENT AND MONITORING

10.1 To promote understanding of the insider trading prohibition and related Corporations Act provisions and this Policy, a copy of this Policy will be distributed to all Employees (present and future) and will be available on the Company's website.

10.2 The induction procedures for new Employees must require that a copy of this document be provided to each new Employee.

11.0 REVIEW

11.1 The Board will review this Policy annually and this Policy may be amended by resolution of the Board.

12.0 POLICY RESPONSIBILITY

12.1 Each Restricted Person and Employee is responsible for adhering to this Policy as it applies to them. The Company Secretary has responsibility for enforcing this Policy.

13.0 DISCLOSURE OF POLICY

13.1 This Policy will be made available, and updated as required, on the Company's website careteq.com.au in a clearly marked "Corporate Governance" section.

14.0 ASSISTANCE AND ADDITIONAL INFORMATION

14.1 Any questions about this Policy should be directed to the Company Secretary.

15.0 APPROVED AND ADOPTED

15.1 This Policy was approved and adopted by the Board on 22nd October 2021