

# **Spacetalk Ltd**

**(ACN 091 351 530)**

## **Share Trading and Insider Trading Policy**

(as adopted by the Board of Directors  
on 18 August 2022)

# 1. Share Trading Policy

---

## General Trading Policy

### 1.1. Policy

The Board of Directors of Spacetalk Ltd. (**Company or SPA**) has established the following policy to apply to trading in the Company's securities on ASX. The Share Trading Policy applies to all directors, officers, employees, and contractors of the Company ("**Restricted Persons**"). Persons to whom the Share Trading Policy applies must restrict their buying and selling of Company's shares within the Company trading window established by this Share Trading Policy. Any breach of this Share Trading Policy will be regarded as serious and will be subject to appropriate sanctions.

### 1.2. Executive restrictions on trading

The Restricted Persons are to be subject to restrictions on trading in the Company's shares at certain times of the year. Restrictions also apply where any Restricted Person is exposed to inside information in the course of their duties in accordance with the Insider Trading Policy (see section 2).

### 1.3. Associated Parties

Each Restricted Person has a personal responsibility to ensure that his or her "associated parties" (being immediate family, including a spouse or equivalent, or dependent), family company or trust) complies with the same respective restrictions as apply to a Restricted Person.

### 1.4. Prohibition on Restricted Persons dealing in Shares

In addition to the overriding prohibition on trading when a person is in possession of inside information in accordance with the Insider Trading Policy, Restricted Persons and their associated parties are prohibited (unless otherwise agreed to by the Board) from dealing in shares during:

- (a) each period between 1 July annually and the date of release by the Company of its annual financial report to ASX;
- (b) each period between 1 January annually and the date of release by the Company of its half-year financial report to ASX;
- (c) each period of 30 days immediately prior to the intended date upon which the Company holds a Shareholders meeting;
- (d) each period of 48 hours immediately after the date of the Company's Annual General Meeting;
- (e) each period of 15 days, prior to release of the Company's quarterly results announcement to ASX (if required); and
- (f) each period 48 hours immediately after the date upon which the Company issues an ASX announcement of the Company's financial results or the holding of a Shareholders' meeting, unless otherwise agreed by the Board.

For the avoidance of doubt, it is emphasized that Restricted Persons may not deal whilst in the possession of "Inside Information" (see section 2)

### 1.5. Board of Directors' discretion

The Board has an absolute discretion to place an embargo on Restricted Persons and/or Employees and /or their respective associated parties trading in the Company's shares at any time.

## 1.6. Notification rules in relation to dealing in shares

Directors, the Chief Executive Officer (“**CEO**”) and any employee who reports to the CEO (collectively “**Executive Team**”) are at all times required to notify the Company of intended dealings in shares, by themselves or their associated parties, prior to such intended dealings. This should be done by written notice to the Company Secretary outlining:

- (a) name of Shareholder;
- (b) type of proposed transaction (purchase, sale, etc.); and
- (c) number of shares involved.

The Company Secretary will confer with the Chairman in relation to any proposed dealing.

The Chairman and the Company Secretary must keep a written record of any information received from Executive Team members in connection with the Share Trading Policy and any clearance or refusal to grant clearance given under this Share Trading Policy.

## 1.7. Directors to notify ASX of shareholding

The Directors are required to complete, or request that the Company Secretary complete, necessary forms to be filed with ASX in respect of their shareholding in the Company for the purposes of section 205G of the Corporations Act and the Listing Rules.

All Directors have, and new Directors will, enter into a Director disclosure agreement with the Company (as set out in Guidance Note 22 of the Listing Rules)). The Company Secretary will maintain records of signed copies of these Directors disclosure agreements.

## 1.8 Margin Lending

Restricted Persons should ensure that when arranging finance either for themselves or through their associated parties, where securities in the Company are provided as collateral, such obligations do not conflict with their obligations under this policy. In particular, Restricted Persons should ensure that the terms of any margin lending arrangements do not require dealings in the Company’s securities at such time when they are prohibited from dealing in the Company’s securities. Margin Lending is also subject to the approval requirements in section 1.10.

If any Restricted Persons enters into a margin lending arrangement, within ten days of entering into such arrangement, the following information must be provided to the Company Secretary:

- Number of securities subject to such arrangement;
- The trigger events for disposal of such securities; and
- Any other information that may be relevant to the Company’s continuous disclosure obligations, including the ability of the Restricted Persons to meet any margin call.

If any Restricted Persons has provided details of any margin lending arrangements, they must keep the Company Secretary informed of any change in circumstances that may be relevant to the Company’s continuous disclosure obligations.

## 1.9 Derivatives

Restricted Persons may only enter into transactions involving derivatives (as defined in section 761D of the Corporations Act) (**Derivatives**) in respect of Company’s securities (including shares, performance options and performance rights) if the following criteria are satisfied:

- the relevant securities are fully vested;

- the Derivative has a maturity date that falls outside a Prohibited Period;
- the Company is not a counterparty to the Derivative;
- the Derivative is used for the purposes of protecting the value of an asset supporting a loan taken out for the exercise price of options granted by the Company or to protect the value of the security in respect of tax liabilities that may become due and payable; and
- the Derivative transaction complies with all applicable laws.

The approval requirements in section 1.10 of this policy apply to the use of Derivatives. At the time of making a notification, the relevant Restricted Persons must also provide evidence that the criteria set out above have been satisfied.

The Company may publicly disclose all Derivative positions over Company securities taken out by Restricted Persons, including in situations where disclosure is not required by law.

### **1.10 Exceptional Circumstances**

Where, in exceptional circumstances, and it is the only reasonable course of action available to a Restricted Person (e.g., a pressing financial commitment that cannot be satisfied otherwise) clearance may be given for the Restricted Person to sell (but not to purchase) shares in the Company when that person would otherwise be prohibited from doing so. In this section 1.10, “*exceptional circumstances*” means severe financial hardship, a court order (or court enforceable undertaking), or some other overriding legal or regulatory requirement, to transfer or sell shares in the Company, or other circumstances that may be deemed exceptional by the Chairman. For example, a Restricted Person may be in severe financial hardship if he or she has a pressing financial commitment that cannot otherwise be satisfied.

The Chairman may not give clearance under the exception in section 1.10 if there is a matter about which there is inside information in relation to shares in the Company (whether or not the Restricted Person knows about the matter) when the Restricted Person requests clearance or proposes to deal in shares in the Company.

The Chairman will decide if circumstances are exceptional.

Any clearance given by the Chairman in accordance with section 1.10 must be in writing (which may be in the form of an email). The Chairman must determine, and specify in the written clearance, the maximum duration of the clearance.

### **1.12 Trading not subject to this Trading Policy**

The following dealings are not subject to the provisions of this Share Trading Policy in respect of the Company:

- undertakings or elections to take up entitlements under a rights issue or other offer (including an offer of shares in lieu of a cash dividend);
- the take up of entitlements under a rights issue or other offer (including an offer of shares in lieu of a cash dividend);
- allowing entitlements to lapse under a rights issue or other offer (including an offer of shares in lieu of a cash dividend);
- the sale of sufficient entitlements to allow take up of the balance of the entitlements under a rights issue;
- undertakings to accept, or the acceptance of, a takeover offer or pursuant to a scheme of arrangement implemented in accordance with section 411 of the Corporations Act;

- (f) transfer of shares arising out of the operation of an employee scheme into a savings scheme investing only in securities of the Company following:
  - (i) the exercise of an option under a savings related share option scheme; or
  - (ii) release of shares from a profit sharing scheme;
- (g) the cancellation or surrender of an option under an employee scheme;
- (h) the purchase of shares or the communication of information pursuant to a requirement imposed by law;
- (i) transfers of shares by an independent trustee of an employee share scheme to a beneficiary who is not a person;
- (j) bona fide gifts to a Director by a third party;
- (k) transfers of securities of the entity already held into a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary;
- (l) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the securities of the entity) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (m) where a Restricted Person is a trustee, trading in the securities of the entity by that trust provided the Restricted Person is not a beneficiary of the trust and any decision to trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person; and
- (n) 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 reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue.

## **2. Insider Trading Policy**

---

The Board has established the following Insider Trading Policy to apply to trading in the Company's shares on ASX.

This policy applies to all Directors, Executives, Employees and Contractors. All Directors, Executives, Employees and Contractors must not deal in the Company's shares while in possession of price sensitive information.

In addition, the General Trading Policy (see above) sets out additional restrictions which apply to Directors and Executives of the Company.

The law imposes a number of significant restrictions on employees of a company when they deal in their company's shares. As fiduciaries, these persons must not utilise their position for their own gain or for the gain of any person other than the company.

The Corporations Act imposes severe penalties (both criminal and civil) on persons who conduct insider trading activities. Any perception of improper conduct by Employees also has the potential to substantially damage the Company's reputation.

The Company has established this Insider Trading Policy in an effort to prevent the incidence of insider trading in the Company's shares. This Insider Trading Policy provides a general summary of the law in Australia in relation to insider trading, and as such operates in addition to the legal requirements. It is

the personal responsibility of each Director, Executive and Employee to comply with this Insider Trading Policy.

## **2.1 Overview of the insider trading provisions in the Corporations Act**

It is illegal for anybody to deal in any shares of a body corporate (including the Company), when in possession of information that the person knows, or ought reasonably to know:

- (a) is not generally available (including information that the Company has not disclosed to the market in accordance with the Company's Continuous Disclosure Policy); and
- (b) might have material effect on the price or value of those shares if it was generally available (**Inside Information**).

This prohibition extends to procuring another person to deal, and, in the case of shares of listed corporations, extends to communicating the inside information to another person, if the person knows, or ought reasonably to know, that the other person would, or would be likely to, deal in the shares in question or procure another person to do so. To communicate Inside Information to another person is also an offence which carries both civil and criminal penalties.

An Employee or Executive in possession of Inside Information about the Company has a duty to keep that information confidential and must not in any way disclose or communicate that information to any person.

## **2.2 Dealing with security analysts, institutional investors and journalists**

An Employee or Executive may be exposed to others outside the Company such as security analysts, investors and journalists. It is important that all Directors, Executives and Employees be aware that selective disclosure of non-public information may result in a breach of the insider trading rules.

It is important to emphasise that it is the mere fact of conveyance of the material non-public information that gives rise to liability, not the manner in which it is conveyed.

It is possible to convey information in breach of this Insider Trading Policy and the Corporations Act by expressing subjective attitudes about the Company's performance or by calling attention to selective information not available as an aggregate to the general public. It is essential to avoid the indirect conveyance of information by any means whatsoever.

If during the course of a discussion with any analyst, journalist or other outsider, material non-public information concerning the Company is disclosed, inadvertently or otherwise, the recipient of the information should be informed of its non-public nature and cautioned against its use unless and until the Company has made full public disclosure of the information. The Company Secretary should be notified of the situation immediately so that a decision can be made regarding disclosure of the information.

No public comments should be made regarding any previously undisclosed operating results or other developments unless authorised by the Company.

The Board has established the following Insider Trading Policy to apply to trading in the Company's shares on ASX.

This policy applies to all Directors, Executives and Employees. All Directors, Executives and Employees must not deal in the Company's shares while in possession of price sensitive information.

In addition, the General Share Trading Policy (see above) sets out additional restrictions which apply to Directors and Executives of the Company.

The law imposes a number of significant restrictions on employees of a company when they deal in their company's shares. As fiduciaries, these persons must not utilise their position for their own gain or for the gain of any person other than the company.

The Corporations Act imposes severe penalties (both criminal and civil) on persons who conduct insider trading activities. Any perception of improper conduct by Employees also has the potential to substantially damage the Company's reputation.

The Company has established this Insider Trading Policy in an effort to prevent the incidence of insider trading in the Company's shares. This Insider Trading Policy provides a general summary of the law in Australia in relation to insider trading, and as such operates in addition to the legal requirements. It is the personal responsibility of each Director, Executive and Employee to comply with this Insider Trading Policy.