



---

# POLICY DOCUMENT

SECURITIES TRADING POLICY

- JULY 2020 -

## Contents

|  |   |
|--|---|
| Purpose  | 3 |
| Definition   | 3 |
| ▪ What is Insider Trading and Inside Information           | 3 |
| ▪ Securities   | 3 |
| ▪ Restricted Persons                                       | 3 |
| ▪ Prescribed Persons                                       | 4 |
| Policies and Procedures                                    | 4 |
| ▪ Black-out Periods  | 4 |
| ▪ Restricted Persons Trading Outside a Black-out Period    | 4 |
| ▪ Use of Derivative and Hedging Over Unvested Entitlements | 4 |
| ▪ Short-Term Trading is Prohibited                         | 4 |
| ▪ Short Selling is Prohibited                              | 5 |
| ▪ Lender's Rights Over Securities                          | 5 |
| ▪ Excluded Trading   | 5 |
| ▪ Director's Specific Responsibilities                     | 5 |
| ▪ Exceptional Circumstances                                | 6 |
| Compliance and Sanctions                                   | 6 |
| Review   | 6 |

## Purpose

The purpose of this policy is to:

- Provide a brief and high-level summary of the law on insider trading;
- Set out the restriction on dealing in (ASX: RMC) securities by individuals who work within the Resimac Group;
- The procedure for obtaining prior clearance in exceptional circumstances for trading that would otherwise be contrary to this policy.

## Objective

The objective of this policy is:

- To ensure Resimac personnel comply with the law at all times; and
- To ensure that dealings by Resimac personnel aims to assist in its disclosure requirements.

## Definitions

### What is Insider Trading & Inside Information

**Inside Information:** is information, which is not generally available and if it were available, a reasonable person would expect it to have a material effect on the price or value of particular financial products (securities). If it is considered that the non-public information could influence a person's decisions to buy or sell a security, the information should be considered inside information. Examples include: sales figures, profit forecasts, a possible material sale or acquisition of Resimac assets, entry into a major borrowing, a possible change in Resimac capital structure, any possible claim against Resimac.

**Insider Trading:** is a serious offence under the Corporations Act 2001 and generally refers to dealing in securities while you are in possession of inside information. If you are in receipt of inside information you must not:

- Trade in the relevant securities; or
- Request somebody else to trade or agree to trade in the relevant securities on your behalf; or
- Tip or procure another person to trade in the relevant securities by communicating the inside information.

This prohibition is an overriding obligation and applies despite anything else in this policy (including whether the dealing or communication of inside information occurs outside a black-out period) and regardless of how the information was received.

### Securities

Includes all classes of Resimac Group Ltd shares, rights, options, prescribed warrants, debentures, notes and other financial products issued by third parties in relation to the shares, debentures and options of the Company.

### Restricted Persons

Restricted Persons include all Executive and Non-Executive Directors, Key Management Personnel (as defined in Accounting Standard ASB 124); direct reports to the Chief Executive Officer; Company Secretary and

members of the finance department who would otherwise have access to or be involved in the preparation of financial reports by virtue of their role.

The restricted persons are individuals who, due to the nature of their position, are likely to come in contact with, or have access to, key financial, operational or strategic information about the company which will or is likely to have a material effect on the price of Resimac Group Ltd securities.

### Prescribed Persons:

The immediate family of a director or Restricted Person or companies, trusts and entities controlled by them or by the director or restricted person or any agent of the director or restricted employee.

## Policies & Procedures

### Black-out Periods

There are certain periods during the year, which all employees, Restricted Persons and Prescribed Persons should not trade in Resimac Group Ltd securities given the heightened risk of actual or perceived insider trading. These periods are referred to as black-out periods.

Black-out periods occur each year during:

- The period from and inclusive of 1 July and the day of the announcement of Resimac full year financial results to the ASX; and
- The from and inclusive of 1 January and the day of the announcement of Resimac half year results to the ASX.

The Chairman may declare other black-out periods from time-to-time or extend the black-out periods. In the event the Company makes a release to market that informs the market of the likely financial results of the company, e.g. profit upgrade or downgrade, guidance, etc. the Chairman may determine to remove the black-out and allow a trading window.

### Restricted Persons Trading Outside a Black-out Period

Outside the assigned black-out periods, Restricted Persons must follow the approval / clearance process prior to trading in Resimac Group Ltd securities.

Resimac Directors must obtain the approval of the Chairman or any other Director before they or their associates conduct any trade outside the black-out periods.

The Chairman must obtain approval from the Chair of the Audit Committee.

As the current Chairman is also Chairman of a substantial shareholder, Somers Limited (Somers), any proposed trade by Somers must be made by a Director or Company Secretary of Somers who must obtain approval by the Chair of the Audit Committee and the General Manager Governance, Change and Culture. The request must be made in writing.

The Chief Executive Officer and the Chief Financial Officer (KMP) and the Direct Reports to the Chief Executive Officer and any other deemed Restricted Persons must obtain approval by the Chairman via the Company Secretary.

The Company Secretary must obtain approval by the Chairman.

All Restricted Persons must include the Company Secretary in their request for approval in order to track the requests in a trading register.

All approvals will be effective from the time given in AEST and will be in place for 21 days. If a trade is not completed in this period, approval must be applied for again.

Any trades conducted by Restricted Persons must be advised immediately. In the case of the Directors the appropriate disclosure must be made to the Australian Securities Exchange.

### Prescribed Persons Trading Outside a Black-out Period

Outside the assigned black-out periods, Prescribed Persons must obtain approval from the Chairman via the Company Secretary.

### Use of Derivatives & Hedging Over Unvested Entitlements

Directors and Executives participating in an equity-based long-term incentive plan are prohibited from entering into any transaction which would have the effect of hedging or others transferring to any other person the risk of any fluctuation in the value of any unvested entitlement in Resimac Group Ltd securities.

### Short-Term Trading is Prohibited

Short-term or speculative trading is prohibited and all employees must conduct their personal trading activities within a medium to long-term perspective.

### Short Selling is Prohibited

Short selling involves selling financial products that you have borrowed with a view to repurchasing them later at a lower rate and then returning them to the lender.

Short selling by restricted persons is prohibited and will be considered a breach of this policy.

### Lender's Rights Over Securities

Restricted Persons must notify the Chairman in writing of any arrangements or agreements, which they wish to enter into with lenders in relation to their Resimac Group Ltd securities (e.g. margin loans) and must obtain the approval of the Chairman prior to entering into such an arrangement. The Company Secretary is to keep a record of any arrangement and approval.

### Excluded Trading

The following trading is excluded from this Securities Trading Policy. This is because these forms of trading do not result in any change in the beneficial ownership of the securities or because the holder of the securities has no control or influence with respect to the trading decisions:

- Transfer of securities held by the Trustees of Family Trusts, superannuation funds or other saving schemes where the restricted person is the beneficiary of the securities being transferred to the beneficiary.
- An investment in or trading in units of a fund or other scheme where a third party makes the decision relating to the trading.
- Acceptance of a takeover offer.

- Acceptance of an offer or invitation which is made to all security holders or a class of security holders such as dividend reinvestment scheme, or share buy-backs, where the timing and the type of offer has been made by the Directors.
- Acceptances of employee shares and options, when offers are made to the employees to participate in the scheme by the Directors. The exercise of shares and options when the final date for exercise falls within a prohibited period and the security would lapse if it were not exercised.

The above-mentioned trades are subject to the insider trading provisions of the Corporations Act 2001.

### Director's Specific Responsibilities

- Directors security trading is subject to the requirements of the Corporations Act and the ASX Listing Rules.
- Directors on joining the Board must disclose their security holding in Resimac Group Ltd.
- Directors must sign an undertaking to keep the Company informed of any share trading on the date of the trade and the Company then undertakes to notify the ASX of the trade within 3 days of the date of the trade.
- Directors at the end of each financial year as part of the year end sign-off, must confirm their shareholding for audit purposes.
- The Company must notify ASX of the final security holding by a Director on his / her resignation from the Board.

### Exceptional Circumstances

Restricted Persons and Prescribed Persons, who are not in possession of inside information, may be given clearance to trade their securities during a prohibited period in the following instances:

- If the individual is in severe financial difficulty / hardship, which cannot be satisfied otherwise than by trading the securities, this application must be made in writing and clearance obtained from the Chairman of the Board and the Chair of the Risk & Compliance Committee; or
- If there is a Court Order requiring the disposal of securities or there is some other overriding legal or regulatory requirement for the sale of the securities.

### Compliance & Sanctions

This policy requires strict compliance. Contravention of the Corporations Act is a serious offence. Engaging in insider trading could result in civil and/or criminal penalties. A breach of this policy could damage the Company's reputation and could expose the Company and/or individuals to substantial fines and/or penalties. Employees in breach of this policy may be subject to disciplinary action, which could include termination of employment where appropriate. Any queries with respect to this policy must be directed to the Company Secretary.

## Review

This policy will be reviewed and approved by Board every two years to ensure that it reflects current legislative and regulatory requirements or 'best practice' developments.

| REVIEW DATE   | REVIEWED BY  | APPROVED              |
|---------------|--|-----------------------|
| August 2017   | Danielle Corcoran – Integration<br>Peter Fitzpatrick – Company Secretary | Board – August 2017   |
| November 2018 | Joint CEOs   | Board – November 2018 |
| January 2020  | Peter Fitzpatrick – Company Secretary                                    | Board – January 2020  |
| May 2020      | Danielle Corcoran – GM Governance  | Board – July 2020     |