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## SCHEDULE 11 – TRADING POLICY

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### 1. INTRODUCTION

#### 1.1 Purpose

This document sets out the Company's policy regarding its directors, officers, employees, consultants and contractors (irrespective of location) who Deal or may Deal in Company Securities and should be read in its entirety.

The purpose of this Policy is to:

- (a) provide a summary of the law on insider trading in Australia;
- (b) outline the prohibitions on dealing in Company Securities to prevent the misuse of unpublished information which could materially affect the value of such securities;
- (c) ensure that the reputation of the Company, its directors, officers, employees, consultants and contractors is not adversely impacted by perceptions of dealing in securities at inappropriate times; and
- (d) achieve high standards of corporate conduct and support market confidence in the integrity of Dealing in Company Securities.

#### 1.2 Source of legal obligations

The sources of legal obligations underpinning this Policy include:

- (a) the *Corporations Act 2001 (Cth)* (**Corporations Act**), which, among other things, prohibits insider trading by anyone (regardless of geographical location); and
- (b) the ASX Listing Rules, ASX Guidance Note 27 (**Trading Policies**) and ASX Corporate Governance Principles and Recommendations, which set out requirements for responsible trading in listed company shares.

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### 2. DEFINED TERMS

For the purposes of this Policy:

**Approval Officer** means the Company Secretary or any other person appointed by the Company from time to time who are responsible for processing the securities dealing clearance.

**Company Securities** includes shares, share acquisition rights (e.g. performance rights), options, warrants, derivatives and interests in shares (including vested options and vested performance share rights) linked in any way to the underlying price of shares in the Company.

**Black-out Periods** means a relevant period as defined by the Company when Designated Persons may not Deal in Company Securities.

**Dealing** includes:

- (a) applying for, acquiring or disposing of securities;
- (b) entering into an agreement to apply for, acquire or dispose of, securities; and
- (c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.

**Derivatives** include:

- (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 which operate to limit (in any way) the economic risk associated with holding the relevant securities.

**Designated Persons** means each of:

- (a) the Directors of the Company and any other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly;
- (b) any person who by their role or otherwise, becomes aware of Inside Information by having access to confidential material which may contain potentially price sensitive information including the Company board papers, periodic disclosure materials or any other relevant document; and
- (c) in relation to those persons identified in paragraphs (a) and (b) above, the following people are also deemed to be Designated Persons:
  - (i) their spouse or any of their children (including stepchildren) under the age of 18 years;
  - (ii) a trust which they, any members of their family, or family controlled company are a trustee or beneficiary; and
  - (iii) a company which they or their family control.

**Inside Information** means information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or

value of securities. Attachment A provides further details about what constitutes Inside Information.

**Margin Loan** means any lending or similar arrangement allowing a person to borrow money to invest in securities using existing investments as security.

**Securities Dealing Clearance Request** means the form set out as Attachment B to this policy.

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### 3. INSIDER TRADING PROHIBITION – THE LAW

It is an offence under the Corporations Act to Deal using Inside Information, procure another person to Deal when in possession of Inside Information, or communicate Inside Information to others who will, or are likely to, Deal on the Inside Information.

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### 4. DEALING IN COMPANIES SECURITIES

#### 4.1 When a Designated Person MAY Deal

A Designated Person may Deal in Company Securities unless restricted from doing so under clause 4.2 (When a Designated Person May Not Deal).

#### 4.2 When a Designated Person MAY NOT Deal

- (a) Subject to clause 5 (Exceptions), a Designated Person may not Deal in Company Securities during the following designated Black-out Periods:
  - (i) the period seven days prior to, and 24 hours after the release of the Company's quarterly results;
  - (ii) the period seven days prior to, and 24 hours after the release of the Company's half-year results;
  - (iii) the period seven days prior to, and 24 hours after the release of the Company's full-year results;
  - (iv) any other period determined by the Chair in consultation with the Company Secretary to be a Black-out Period from time to time.
- (b) In addition to the restrictions in clause 4.2(a), a Designated Person may not Deal in Company Securities at any time if he or she has:
  - (i) information that he or she knows, or ought reasonably to know, is Inside Information; or
  - (ii) not complied with clause 6 (Notification and Approval Requirements).

#### **4.3 When employees, Consultants or contractors (other than a Designated Person) MAY Deal**

An employee, consultant or contractor (who is not a Designated Person) may, at any time, Deal in Company Securities if he or she does not have information that he or she knows, or ought reasonably to know, is Inside Information. A Request for Clearance to Trade must be submitted to the Approval Officer prior to Dealing in Company Securities.

#### **4.4 When employees, consultants or contractors (other than a Designated Person) MAY NOT Deal**

An employee, consultant or contractor (who is not a Designated Person) who has information that he or she knows, or ought reasonably to know, is Inside Information may not:

- (a) Deal in Company Securities;
- (b) advise, procure or encourage another person to deal in Company Securities; or
- (c) pass on information to any person if they know, or ought reasonably to know, that the person may use the information to Deal in (or procure another person to Deal in) Company Securities.

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## **5. EXCEPTIONS**

### **5.1 Permitted dealings**

Subject to not being in the possession of Inside Information, a Designated Person may at any time:

- (a) transfer Company Securities already held into a superannuation fund or other saving scheme in which the Designated Person is a beneficiary;
- (b) invest in, or trade in units of, a fund or other scheme (other than a scheme only investing in Company Securities) where the assets of the fund or scheme are invested at the discretion of a third party;
- (c) undertake to accept, or accept, a takeover offer;
- (d) participate in an offer or invitation made to all or most security holders, including a rights issue, equal access buy-back, security purchase plan or dividend or distribution reinvestment plan, where the timing and structure of the offer or invitation has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

- (e) acquire (but not Deal with the securities following acquisition) Company shares by conversion of financial instruments giving rights to conversion to shares (e.g. options or convertible securities) where the final date for the conversion of the security falls during a Black-out Period or the Company has had a number of consecutive Black-out Periods and the Designated Person could not reasonably have been expected to exercise it at a time when free to do so;
- (f) acquire Company Securities under a bonus issue made to all holders of securities of the same class;
- (g) acquire Company Securities under a dividend reinvestment, or top-up plan that is available to all holders of securities of the same class;
- (h) acquire, or agree to acquire, options or other convertible securities under a Company employee share plan;
- (i) withdraw ordinary shares in the Company held on behalf of the Designated Person in an employee share plan where the withdrawal is permitted by the rules of that plan;
- (j) acquire ordinary shares in the Company as a result of the exercise of options or other convertible securities held under an employee share scheme; or
- (k) where the Designated Person is a trustee, trade in the securities of the Company by that trust, provided the Designated Person is not a beneficiary of the trust and any decision to trade during a Black-out Period is taken by the other trustees or by the investment managers independently of the Designated Person.

## 5.2 Approval to dispose or transfer Company Securities in exceptional circumstances

- (a) In exceptional circumstances a Designated Person may seek written approval from the Approval Officer (in accordance with the provision of section 6.1(b)) to dispose of or transfer (but not acquire or otherwise Deal with) Company Securities during a Black-out Period (**Disposal Consent**).
- (b) The Approval Officer will act with caution and in consultation with the Chair in determining whether there are exceptional circumstances, which may include, but will not be limited to, where:
  - (i) the Designated Person is in severe financial hardship and a pressing financial commitment cannot be satisfied otherwise than by disposing of Company Securities; or

- (ii) the Designated Person is required by a court order, or there are court enforceability undertakings, to transfer or dispose of Company Securities or there is some other overriding legal regulatory requirement for them to do so.
- (c) A Designated Person seeking Disposal Consent based on paragraph 5.2(b)(i) must provide the Approval Officer with:
  - (i) a written application stating all of the facts; and
  - (ii) copies of relevant supporting documentation, including contact details of the Designated Person's accountant, bank and other such independent institutions (where applicable).
- (d) A Designated Person seeking Disposal Consent based on paragraph 5.2(b)(ii) must provide the Approval Officer with a written application accompanied by relevant court and/or supporting legal documentation (where applicable).
- (e) The Approval Officer may grant Disposal Consent to a Designated Person:
  - (i) only if that Designated Person is not in possession of Inside Information; and
  - (ii) on such terms and conditions (including the duration of the right to dispose or transfer) as considered reasonable in the circumstances by the Approval Officer.
- (f) The Approval Officer will notify the Chairman and/or the Board, as applicable, of any Disposal Consent granted to a Designated Person.
- (g) A Disposal Consent, if granted, will be issued in writing to the Designated Person and will contain a specified time period during which the disposal or transfer can be made.

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## **6. APPROVAL AND NOTIFICATION REQUIREMENTS**

### **6.1 Directors**

- (a) Directors have agreed:
  - (i) they understand that the acquisition or disposal of any Company Securities by Designated Persons at inappropriate times has the potential to damage the Company's brand or reputation;
  - (ii) it is the strong preference of the Board that Designated Persons do not dispose of Company Securities other than in accordance with appropriate prior approval processes to limit the possibility of such reputational damage; and

- (iii) that Designated Persons, if not in possession of any price sensitive information in respect of the Company that has not been disclosed, may only Deal in the Company's Securities after first obtaining approval in accordance with this Policy.
- (b) If a Designated Person who is a Director (other than the Chair), or a person who is deemed a Designated Person by virtue of their relationship with the Director, intends to buy, sell, or exercise rights in relation to Company Securities, they must obtain the prior written approval of the Approval Officer before doing so. If the Chair, or a person who is deemed a Designated Person by virtue of their relationship with the Chair, intends to buy, sell or exercise rights in relation to Company Securities, they must obtain the prior written approval of the Board before doing so. All other Designated Persons who intend to buy, sell, or exercise rights in relation to Company Securities must obtain the prior written approval of the Approval Officer before doing so. A notice must include a statement that the Designated Person is not in the possession of any Inside Information.
- (c) The Chair, or the Board or the Approval Officer, as appropriate, may grant or refuse to grant approval in its discretion without giving reasons. The decision is final and binding on the person seeking approval. If approval is refused, the person seeking the approval must keep that information confidential and not disclose it to anyone.
- (d) Any approval given may be withdrawn at any time before the approved Dealing occurs if new information comes to light or there is a change in circumstances.
- (e) All requests to buy or sell Company Securities as referred to in clause 6.1(b) must include the intended volume of securities to be purchased or sold and estimated time frame for the sale or purchase.
- (f) Request for approval must be in the form set out in Attachment B or another form approved in writing by the Board.
- (g) Copies of written approvals must be forwarded to the Company Secretary prior to the approved Dealing.
- (h) Subsequent to the approval obtained in accordance with clause 6.1(b), where any Designated Person who buys, sells or exercises rights in relation to Company Securities results in a change in the relevant interests of a Director, that Director must notify the Company Secretary as soon as possible after the transaction occurs.
- (i) Directors have agreed with the Company to provide details of such Dealings to the Company Secretary as soon as possible to enable the Company to comply with its obligations under the ASX Listing Rules. The ASX Listing Rules require the Company to notify ASX within 5 business days after any Dealing in Company Securities which results in a change in the relevant interests of a Director in the Company's Securities. In addition, the ASX Listing Rules require the disclosure by listed companies of instances where trading

by Directors occurred during a Closed Period where prior written clearance was required and if so whether that clearance was provided.

- (j) A notice given by the Company to the ASX under the ASX Listing Rules satisfies the Director's obligation to notify the ASX under the Corporations Act.

## **6.2 Notification and approval process not an endorsement of Dealing**

The giving of approval for a Dealing in Company Securities, as set out in clause 6.1 does not constitute an endorsement by the Company or any of its officers of any Dealing. Individuals remain personally responsible for any decision to Deal and compliance with this Policy and the law.

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## **7. OTHER RESTRICTIONS**

### **7.1 Incomplete Buy or Sell Orders**

- (a) Buy or sell orders for Company Securities which are placed but not completed outside of a Black-out Period are subject to the following restrictions once the Black-out Period commences:
  - (iv) the order must be completed within 5 trading days otherwise it will lapse; and
  - (v) the order cannot be varied.
- (b) Any order subject to this procedure should be notified in writing to the Company Secretary within 24 hours of the Black-out Period commencing.

### **7.2 Derivatives**

- (a) The Company prohibits the use of Derivatives in relation to unvested equity instruments, including performance share rights, and vested Company Securities that are subject to disposal restrictions (such as a "Holding Lock").
- (b) Derivatives may be used in relation to vested positions which are not subject to disposal restrictions subject to compliance with the law and the other provisions of this Policy.

### **7.3 Prohibition on Margin Loan Arrangements**

Designated Persons may not:

- (a) enter into a Margin Loan or similar funding arrangement to acquire any Company Securities; or
- (b) use Company Securities as security for a Margin Loan or similar funding arrangement.



## 7.4 Securities of other companies

The prohibitions in the Corporations Act against insider trading applies equally to where Inside Information is being held by a person about another listed company or entity. This may occur, for example, where in the course of negotiating a transaction with the Company, another listed entity provides confidential information about itself or another listed entity. Accordingly, if a person possesses Inside Information in relation to the securities of another listed entity, they must not Deal in those securities.

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## 8. PENALTIES

- (a) Insider trading is a criminal offence. A person who commits a breach of the insider trading provisions could be subject to both civil and criminal penalties for the individual and for the Company.
- (b) In addition, the insider trader, and any other persons involved in the contravention, may also be liable to compensate third parties for any resulting loss.

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## 9. ACKNOWLEDGEMENT OF THIS POLICY

Each employee (including a Designated Person) shall be required to provide to the Company an acknowledgement of this policy in the form in Attachment B.

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## 10. POLICY COMPLIANCE

- (a) During the year the Company may require confirmation from Designated Persons that they have complied with this Policy. The Company may also require confirmation (or declarations) of holdings in securities. All such requested information must be supplied within 5 business days of the request being made.
- (b) A breach of this Policy will be regarded very seriously and may lead to disciplinary action being taken (including termination of employment). If the Company becomes aware of any breach of this Policy, then the Company may report such breach to the Australian Securities and Investments Commission.

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## 11. PUBLICATION

This Policy will be made available from the Company website <https://www.echoiq.ai/>

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## 12. WHO TO CONTACT

If an individual is in any doubt regarding their proposed dealing in securities, they should contact the Company Secretary.

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## **ATTACHMENT A - INSIDE INFORMATION**

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### **1. Inside information**

Inside Information means information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of securities.

### **2. Information that is generally available**

Information is considered to be generally available if:

- (a) it consists of readily observable matter; or
- (b) it has been made known in a manner likely to bring it to the attention of investors in securities and a reasonable period for dissemination of that information has elapsed; or
- (c) it may be deduced, inferred or concluded from the above.

Information will be generally available if it has been released to the ASX, published in an Annual Report or prospectus or otherwise been made generally available to the investing public and a reasonable period of time has elapsed after the information has been disseminated in one of these ways.

For the purposes of the insider trading provisions of the Corporations Act, information is defined broadly and includes matters of supposition and other matters which are insufficiently definite to warrant being made known to the public. It also includes matters relating to the intentions of a person.

### **3. Material Effect on the Price of Securities**

Information is considered by the Corporations Act to be likely to have a material effect on the price or value of securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those securities.

It is not possible to list all of information that may be material, however, the following type of information would be likely to be considered to have a material effect on the Company's share price:

- (a) information regarding a material increase or decrease in the Company's financial performance from previous results or forecasts, such as changes to profit results;
- (b) a proposed material business or asset acquisition or sale;

- (c) the damage or destruction of a material operation of the Group;
- (d) proposed material legal proceedings to be initiated by or against the Company;
- (e) regulatory action or investigations undertaken by a Government authority;
- (f) the launch of a new business or material new product; or
- (g) a proposal to undertake a new issue of securities or major change in financing.

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**ATTACHMENT B – FORM OF ACKNOWLEDGEMENT BY EMPLOYEE**

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- (a) I have read and understood the document titled "Securities Trading Policy" of the Company (the Securities Trading Policy).
- (b) I agree to be bound by, and to comply with, the Securities Trading Policy. (
- (c) I acknowledge and agree that the Securities Trading Policy forms part of the terms of my appointment as an employee/director/consultant of the Company.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date: \_\_\_\_\_

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**ATTACHMENT C – REQUEST FOR CLEARANCE TO TRADE**

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**1. Applicant Details**

Name	
Position	

**2. Details of securities and proposed trade**

Nature of trade	<input type="checkbox"/> On-market <input type="checkbox"/> Off-market <input type="checkbox"/> Other
Number of Securities	
Class of Securities	
Name of registered holder	

**3. Incentive Securities Information**

Date of Original Allotment	
Please confirm:	<input type="checkbox"/> Exercise of Rights / Options
OR	<input type="checkbox"/> Sale of Ordinary Shares (subject of a previous exercise) (if applicable)
Please list any previous exercise or vesting dates relating to this parcel:	

**4. Reason for request**

<input type="checkbox"/> Standard	<input checked="" type="checkbox"/> Exceptional Circumstances
If exceptional circumstances please provide details:	

**5. Declarations**

I confirm that I:

- (a) have read and understood the Trading Policy and the proposed trade does not breach that policy or any legal obligations referred to in the policy;
- (b) am not in possession of any inside information in relation to [company name]; and
- (c) understand that I cannot trade in the company's securities until clearance is given, and that any clearance given will be valid only for the period stated in the clearance.

Signed: \_\_\_\_\_ Name: \_\_\_\_\_ Date: \_\_\_\_\_

OFFICE USE – Clearance to be completed by Approving Officer

Clearance given by:		
.....	.....	.....
Name of Approving Officer	Signature of Approving Officer	Date
Clearance valid for _____ business days from the date of clearance		