

## Share Trading Policy

Data#3 Limited ABN 31 010 545 267

### 1. INTRODUCTION

This Data#3 Limited (**DTL**) Share Trading Policy (the **Policy**) addresses dealings in securities issued by DTL by all Directors and staff of DTL (whether employees or consultants). In particular, this Policy addresses certain requirements that apply to Directors and certain management staff (including members of the National Management Team that have access to certain internal financial management reporting) (whether employees or consultants) of DTL (those persons are referred to in this Policy as **Restricted Persons**).

In order to preserve the reputation and integrity of DTL, it is vital that when Restricted Persons trade in DTL's securities, those dealings are not only fair, but are seen to be fair. Restricted Persons must be sure that any trading and dealing in DTL securities does not reflect improperly on them or DTL. The rationale for the Policy is to ensure that a Restricted Person is aware of the legal restrictions on trading and dealing in DTL securities while he or she is in possession of unpublished DTL price-sensitive information and to impose Prohibited Periods (defined below) during which Restricted Persons must not trade in DTL securities, subject to certain exceptions as detailed in this Policy. It is intended that these procedures will reduce the risk of insider trading and its potential impact on DTL's share price, reputation and integrity. This Policy has been given to the company announcements office for release to the market pursuant to Listing Rule 12.9.

### 2. STANDARDS

All Directors and staff of DTL (whether employees or consultants) should ensure that all their transactions in DTL securities comply with:

- (a) The *Corporations Act 2001* (Cth) (the **Corporations Act**) and its Regulations (particularly the insider trading provisions); and
- (b) The ASX Listing Rules (particularly the continuous disclosure requirements in Listing Rule 3.1 and the disclosure of directors' interests in accordance with Listing Rule 3.19A).

### 3. THE GENERAL PROHIBITION ON INSIDER TRADING

It is an offence under the Corporations Act for a person (which can be a company), who is in possession of Inside Information (defined below) about financial products (including shares), to:

- (a) Apply for, acquire or dispose of a financial product, or enter into an agreement to do so (the trading offence);
- (b) Procure another person to do any of the things set out in paragraph (a) (the procuring offence); and
- (c) Communicate such Inside Information to others who will, or are likely to, trade in or deal with the financial product as a result of the Inside Information (the communicating offence).

For the purposes of this Policy, **Inside Information** is information that is not "generally available", which a reasonable person would expect would have a "material impact or effect on the price" or value of a financial product. Penalties under the Corporations Act for a breach of the provisions prohibiting insider trading can include imprisonment and substantial fines.

### 4. APPLICATION OF POLICY AND EXEMPTED TRADING ACTIVITY

#### 4.1 DTL SECURITIES

Subject to section 4.2, this Policy applies to all dealings and trading in DTL shares and other DTL securities by ALL Directors and staff of DTL (whether employees or consultants).

## 4.2 EXEMPTED TRADING ACTIVITY

The Listing Rules contemplate that there may be trading that should be excluded from the operation of an entity's trading policy. The following forms of trading activity are excluded from the operation of this Policy, but remain subject to the operation of the insider trading provisions of the Corporations Act:

- (a) Transfers of DTL securities where the transfer results in no change to the beneficial interest in the securities (for example, a Restricted Person transferring shares between one or more of their share holding entities, with no change to the ultimate beneficial holder);
- (b) Transfers of DTL securities already held into a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary;
- (c) An investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in DTL securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (d) Where a Restricted Person is a trustee, trading in DTL securities by that trust, provided the Restricted Person is not a beneficiary of the trust and any decision to trade during a Closed Period is taken by other trustees or by the investment managers independently of the Restricted Person;
- (e) An undertaking or agreement to accept, or the acceptance of, a takeover offer for some or all of the Restricted Person's DTL securities;
- (f) Trading under an offer or invitation made to some or all of DTL's members, such as a rights issue, a security purchase plan, a bonus equity plan, 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;
- (g) A disposal of DTL securities that is the result of a secured lender exercising their rights, for example, under a margin loan arrangement.

Approvals for trading in accordance with the above exemptions are to be sought in accordance with Section 6.2 or 6.3 of this Policy (as applicable).

## 5. RESTRICTIONS ON TRADING IN DTL SECURITIES

### 5.1 GENERAL RESTRICTIONS

It is DTL policy that a staff member (who is not a Restricted Person) must not deal or procure another person to deal in DTL securities or the listed securities of another entity if he or she has information that he or she knows, or ought reasonably to know, is Inside Information in relation to DTL's securities or those securities of the other entity.

It is DTL policy that Restricted Persons must not:

- (a) Engage in short-term trading of any DTL securities (i.e. buy DTL securities with an intention to sell those securities within a 12 month period);
- (b) Despite anything to the contrary in this Policy, trade in DTL securities whilst the person is in possession of Inside Information about DTL;
- (c) Trade in DTL securities contrary to section 5.2;
- (d) Trade in DTL securities contrary to sections 6.1, 6.2 and 6.3.

A Restricted Person may deal in the listed securities of another entity if he or she does not have information that he or she knows, or ought reasonably to know, is Inside Information in relation to those securities.

Where a Restricted Person is unsure whether he or she is in possession of Inside Information about DTL, he or she should obtain independent legal advice.

## 5.2 CLOSED PERIODS FOR TRADING (THE BLACKOUT PERIODS)

Subject to section 6 below, Restricted Persons must not trade in DTL securities (nor trade in financial products issued or created over, or in respect of, DTL securities) during the following Closed Periods:

- (a) 1 January up to and including the day on which the DTL half-year results are released to the market;
- (b) 1 July up to and including the day on which the DTL full-year results are released to the market; and
- (c) Any other period as nominated by the Chief Financial Officer or Company Secretary and communicated in the usual manner.

## 6. EXCEPTIONS TO THE POLICY

### 6.1 TRADING WITH APPROVAL DURING PROHIBITED PERIOD

A **Prohibited Period** means a Closed Period and any other periods from time to time when DTL is considering matters which are subject to Listing Rule 3.1A as resolved by the Board of DTL.

A Restricted Person may trade in DTL securities during a Prohibited Period where:

- (a) He or she is in compliance with section 5.1(b) of this Policy;
- (b) He or she is suffering from Severe Financial Hardship or there is an Exceptional Circumstance; and
- (c) The Restricted Person receives written approval from DTL in accordance with section 6.2 below.

For the purposes of this Policy, **Severe Financial Hardship** could include, but is not limited to, a pressing financial commitment that cannot be satisfied otherwise than by selling the DTL securities and an **Exceptional Circumstance** could include, but is not limited to, where the Restricted Person is required by a court order, or there are court enforceable undertakings, for example, in a bona fide family settlement, to transfer or sell the securities of the entity or there is some other overriding legal or regulatory requirement for him or her to do so.

### 6.2 PROCEDURE FOR APPROVAL AND MARGIN LENDING NOTIFICATIONS DURING PROHIBITED PERIOD

A Restricted Person who wishes to trade in DTL securities during a Prohibited Period (**Applicant**) must obtain the prior written approval of:

- (a) Both the Chairman and a Company Secretary; or
- (b) Where the Chairman or a Company Secretary is the Applicant, the other of them and the Chairman of the Audit and Risk Committee (collectively, the **Approvers**).

As part of the request for approval, the Applicant must give to the Approvers an undertaking that he or she meets the requirements of sections 6.1(a) and (b) of this Policy. The Approvers shall be responsible for making the decision as to whether the Applicant meets the test in section 6.1(b) and may set out any conditions that are to apply to their written clearance to trade during a Prohibited Period. The Applicant must give the Approvers a reasonable amount of time to consider whether to grant approval under this section 6 (with what is reasonable to be determined by the Approvers on a case-by-case basis). Any request, undertaking or approval under this section 6 can be given by letter, facsimile, email or by any other electronic means.

If a Restricted Person enters into a margin lending arrangement involving DTL shares or otherwise encumbers DTL shares (a "Security Arrangement"), then the Restricted Person must provide details of the Security Arrangement to the Chairman, or in his absence the Chairman of

the Audit and Risk Committee or the Company Secretary immediately. Where a Restricted Person has entered into a Security Arrangement for a material number of shares, DTL may be required or may otherwise decide to notify the ASX of these arrangements.

A Restricted Person must immediately notify the Chairman or the Company Secretary in writing if he or she receives a margin call that can only be satisfied by the sale of DTL's securities. A Restricted Person may sell securities at any time where the disposal is the result of a secured lender exercising its rights under a margin lending or similar arrangement.

## 6.3 TRADING WITH APPROVAL OUTSIDE PROHIBITED PERIOD

A Restricted Person who wishes to trade in DTL securities outside a Prohibited Period is only permitted:

- (a) if the Restricted Person is not, at the time of the proposed dealing, in possession of any Inside Information; and
- (b) where the Restricted Person is a Director, if the Director has obtained prior written clearance from the Chairman, or in the case of the Chairman, approval from the Chairman of the Audit and Risk Committee; or
- (c) where the Restricted Person is not a Director, where the Restricted Person has obtained prior written approval from the Company Secretary, and the Managing Director / CEO.

## 7. POLICY RESPONSIBILITY

Each Director and staff member of DTL has individual responsibility for adhering to this Policy. A breach of this Policy is serious and may lead to disciplinary action. It may also be a breach of the law. The **Company Secretary** has responsibility for maintaining the Policy, including the distribution of this Policy to Restricted Persons.

## 8. INSIDER TRADING

The requirements imposed by the Policy are separate from, and in addition to, the legal prohibitions in the Corporations Act on insider trading.