

# Securities Trading Policy

## 1 Purpose

- 1.1 This Securities Trading Policy regulates the sale and purchase of shares in the Company by its directors, officers and employees.
- 1.2 In the compilation of this Policy, the Company has where possible followed the recommendations of the ASX Corporate Governance Principles and Recommendations, 4th edition (2019). If the Company has not followed a particular recommendation it has sought to explain why it has not.

## 2 Definitions

In this Policy:

**Board** means the Board of the Company.

**Company** means the entity of Phoenician International Limited (ARBN 659 284 152) or any legal subsidiary.

**Employees** means employees of the Company who manage the Company pursuant to the directions and delegations of the Board.

**Inside Information** means information that is not disclosed or generally available and, if it were disclosed or generally available, a reasonable person would expect it to have a material effect on the price or value of the Company's shares.

**NSX** means the National Stock Exchange of Australia.

**NSX Listing Rules** mean the Listing Rules of the NSX.

**Officer** means directors and officers of the Company.

**Policy** means this Securities Trading Policy as amended from time to time.

## 3 Securities Trading

- 3.1 This Policy aims to reduce the risk of insider trading and ensure that the Company's officers and employees are aware of the legal restrictions on trading shares in the Company whilst in possession of Inside Information concerning the Company.
- 3.2 In addition, the Policy sets out when trading in the Company's shares by officers and employees is not permitted. Restrictions on trading are imposed by the Company to reduce the risk of insider trading and to minimise the chance that misunderstandings or suspicions arise that the Company's officers, or employees are trading while in possession of Inside Information.
- 3.3 For the purposes of this Policy, trading in the Company's shares also extends to other securities issued by the Company (if any).
- 3.4 For the purposes of this Policy, trading or dealing includes not only trading directly by the Company's officers or employees, but also by any entity in which they control within the meaning of Section 50AA of the *Corporations Act 2001* (Cth).

3.5 A breach of this Policy by an employee is serious and may lead to disciplinary action, including dismissal. It may also be a breach of the law.

## 4 Insider Trading

4.1 The insider trading provisions are contained in Part 7.10 Division 3 of the *Corporations Act 2001* (Cth). The *Corporations Act* prohibits any person who possesses Inside Information and who knows or ought reasonably to know, that the information qualifies as Inside Information from:

- (a) Dealing in Company shares; or
- (b) Procuring another person to deal in Company shares; or
- (c) Directly or indirectly communicating the Inside Information, or causing the Inside Information to be communicated, to any person who they know, or ought reasonably to know, would be likely to deal in Company shares or procure another person to do so.

4.2 To illustrate the prohibition described above, the following are possible examples of price sensitive information that, if made available to the market, may be likely to materially affect the price of the Company's securities:

- (a) The threat of major litigation against the Company;
- (b) The Company's revenue and profit or loss results materially exceeding (or falling short of) the market's expectations;
- (c) A material change in debt, liquidity or cash flow;
- (d) Recycling volumes or recovery rates;
- (e) A serious injury or death at one of the Company's sites;
- (f) A management or business restructuring proposal;
- (g) A share issue proposal;
- (h) An agreement or option to acquire an interest in a recycling business or to enter into a joint venture; and

4.3 Information that is being withheld in accordance with the exception to the continuous disclosure requirements in the NSX Listing Rules (for example because it is confidential and incomplete, like the status of contract negotiations).

## 5 Policy

5.1 Consistent with the insider trading provisions of the *Corporations Act 2001* (Cth), all of the Company's officers and employees are prohibited from trading in the Company's shares while in possession of Inside Information concerning the Company.

### 5.2 Front Page Test

- (a) It is important that public confidence in the Company is maintained. It would be damaging to the Company's reputation if the market or the general public perceived that the Company's officers or employees might be taking advantage of their position in the Company to make financial gains (by dealing in securities on the basis of confidential information).
- (b) As a guiding principle, the Company's officers and employees should ask themselves:
  - (i) If the market was aware of all the current circumstances, could I be perceived to be taking advantage of my position in an inappropriate way?

- (ii) How would it look if it was reported on the front page of the newspaper? (“**The Front Page Test**”)
  - (c) The Company’s officers and employees who are unsure should consult the Managing Director.
  - (d) Where any approval is required for a dealing under this Standard, approval will not be granted where the dealing would not satisfy the Front Page Test.
- 5.3 Officers and employees should never communicate any Inside Information to any other person, including family members and associates, without first clarifying the obligations under the insider trading provisions that are contained in Part 7.10 Division 3 of the Corporations Act 2001 (Cth) and this policy.
- 5.4 In addition to the overriding prohibition against dealing in the Company’s securities when a person is in possession of inside information, or where the dealing would not satisfy the Front Page Test, officers and employees are at all times prohibited from dealing in the Company’s securities during the prescribed blackout periods. These periods are as follows:
  - (a) The period two weeks prior to the scheduled lodgement date of each of the Company’s half year and full year reports, and ending one trading day immediately after the date upon which the Company lodges these announcements;
  - (b) Inside Information is considered to remain as such until one trading day after that information has been made available to the public via a formal company announcement; and
  - (c) Any other period imposed by the Board from time to time.
- 5.5 If the Company imposes an additional black-out period, officers and employees must not communicate the fact that a black-out period has been imposed to anyone not directly involved in the matter.
- 5.6 No officer or employee may deal in Company shares at any time for short-term gain, including the buying and subsequent selling Company shares in a 3-month period, without the written approval of the Chairman or, in the case of the Chairman, the Managing Director.
- 5.7 No officer or employee may engage in short selling of the Company’s securities without the written approval of the Chairman or, in the absence of a Chair or in the case of the Chairman, the Managing Director.
- 5.8 No officer or employee may enter into a hedging arrangement that would have the effect of limiting their exposure to risk relating to an element of their remuneration that either has not vested or has vested but remains subject to a holding lock.
- 5.9 If an officer or employee enters into a margin lending or other secured financing arrangement in respect of the Company’s securities where such shares are held as security, the officer or employee must immediately disclose the arrangement to the Board.
- 5.10 In order to ensure compliance with this Policy, all officers and employees must discuss any proposed dealing with (and obtain written approval from) the following prior to trading Company shares at any time:
  - (a) For the Managing Director, from the Chair of the Board, or in the absence of a Chair, a majority of the directors.
  - (b) For other officers and employees, from the Managing Director.
- 5.11 An officer or employee who is not in possession of Inside Information may be given clearance by the Chairman (in the case of the Chairman all of the other members of the Board) to sell or otherwise dispose of Company securities during a prohibited trading period in the following circumstances:
  - (a) Where that officer or employee faces financial hardship, to be approved and determined by the Board;



- (b) Where the person is required to sell their securities by court order, court enforceable undertaking or other requirement by law; or
- (c) Where such other exceptional circumstances exist as approved and determined by the Chairman (or in the case of the Chairman, the Board).

5.12 To obtain clearance for trading in the above circumstances, the officer or employee in question must submit a written request to the Chairman (or in the case of the Chairman, to the Board), setting out reasons for requesting the approval and including supporting documentation. Any exemption, if granted, will be in writing and is to contain a specified time period during which the trading of the securities can be made.

5.13 An officer must discuss the proposed dealing with (and obtain written approval from) the Chairman, or in the case of the Managing Director or if there is no Chair, the majority of the directors prior to trading Company shares at any time.

5.14 Any trading activity by the Company's officers and employees that is not specifically restricted by this Policy shall not be subject to this Policy or any of the restrictions and obligations imposed by this Policy.

## 6 Disclosure of Directors' Interests

6.1 When advising the NSX of any change to a notifiable interest of a director of the Company, the Company must ensure that the NSX be advised whether this occurred during a closed period where prior written clearance was required for the trading, and if so, whether prior written clearance was provided.

## 7 Trading Excluded from the Restrictions of this Policy

7.1 Trading by the Company's officers and employees in the following circumstances is excluded from the restrictions in this Policy:

- (a) where ordinary shares in the Company are acquired by conversion of securities giving a right of conversion to ordinary shares;
- (b) where securities are acquired under a bonus issue made to all holders of securities in the same class;
- (c) where the trading of securities results in no change to the beneficial ownership interest in the securities;
- (d) transfers of securities already held into a superannuation fund or other saving scheme in which the person is a beneficiary;
- (e) where securities are acquired under a dividend reinvestment plan that is available to all holders of securities in the same class;
- (f) where securities are acquired or exercised under the Company's employee share ownership plan;
- (g) where securities are traded or acquired under an on-market buy back or any rights offer or share purchase plan;
- (h) accepting into a takeover offer;
- (i) a disposal of securities in the Company that is the result of secured lender exercising their rights;
- (j) trading under a non-discretionary trading plan for which prior written clearance has been provided where the trading plan was not entered into or amended during a closed period and

where the trading plan does not permit officers to exercise any influence or discretion over how when or whether to trade; or

- (k) where a restricted person is a trustee, trade in the securities of the Company 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.

## 8 Listing Rules

- 8.1 The Board shall do all acts, matters and things as may be necessary in order to ensure that the Company, its officers, and employees comply with the requirements of the NSX Listing Rules (as amended from time to time) insofar as they relate to the Policy.
- 8.2 In the event that the Company makes a material change to the Policy, the Board shall ensure that the amended Policy is given to the company announcements offices for release to the market.

## 9 Inside Information

- 9.1 The Company will ensure that all persons who hold Inside Information are made aware of their legal and confidentiality obligations.

## 10 Review of Policy

- 10.1 The Board will review this Policy periodically, or as otherwise required.
- 10.2 This Policy will be available on the Company's website, and available to employees, shareholders and other key stakeholders on request.
- 10.3 The Board reviewed and approved this Policy on 25 July 2022.

Approved by: Kwan Chan  
Executive Chair

  
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Signature