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ASX ANNOUNCEMENT – CUP

COUNTPLUS REVISED SECURITIES TRADING POLICY

09 March 2021

Market Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY
NSW 2000

In accordance with ASX Listing Rule 12.10, CountPlus Limited (ASX: CUP) advises that its Securities Trading Policy has been amended following a review by the Board of Directors.

The revised Securities Trading Policy is attached and is also available on the Company's website.

This announcement was authorised for release to the ASX by Ray Kellerman, Independent Non-Executive Chair, and Matthew Rowe, Managing Director and CEO.

Yours faithfully

Narelle Wooden
Company Secretary

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Securities Trading Policy

CountPlus Limited (ACN 126 990 832)
As adopted by the Board

1. Introduction

1.1 Purpose

This document summarises the law relating to insider trading and sets out CountPlus Limited's (**CUP**) policy on buying and selling securities, including securities issued or granted by CUP (**CUP securities**). CUP recognises the importance of preventing insider trading and ensuring market confidence in CUP securities.

Securities includes shares in CUP, debentures, options, performance rights and other securities issued by CUP which are convertible into shares, as well as financial products issued or created over shares by third parties, including structured financial products, swaps, futures contracts, contracts for differences, spread bets, options, warrants, depositary receipts or other derivatives over or related to the performance of shares in CUP.

All employees are required to conduct their personal investment activity in a manner that is lawful and avoids conflicts of interest between the employee's personal interests and those of the Group. CUP also seeks to promote shareholder and general market confidence in the Group.

This Policy is designed to:

- (a) raise awareness and minimise any potential for breach (or the appearance of any breach) of the prohibitions on insider trading contained in Part 7.10 of the Corporations Act; and
- (b) meet CUP's obligations under the ASX Listing Rules to maintain a Securities Trading Policy.

Non-compliance with this Policy will be considered as serious misconduct and may result in disciplinary action and/or termination of employment or engagement. In addition, the Board may (including through a delegate) investigate any circumstances of non-compliance or suspected non-compliance with this Policy, and at the Board's (or its delegate's) discretion:

- (c) impose any appropriate disciplinary and/or remedial action; or
- (d) direct any person that this Policy applies to, to take any specific action in order to comply with this Policy.

1.2 Who this Policy applies to?

This Policy applies as follows:

- (a) section 2 contains prohibitions on insider trading and applies to everyone, including all directors, senior executives, employees, agents, contractors and consultants of CUP and its related bodies corporate (**CUP Group**);
- (b) section 3 contains trading rules which apply to all employees, senior executives and directors of the CUP Group;
- (c) sections 4, 5 and 7 contain additional trading rules and notification obligations for Designated Personnel and only apply to them; and
- (d) section 6 contains notification obligations which only apply to directors of CUP.

This Policy (other than the notification obligations in section 5) also applies to your "associates". For the purposes of this Policy, your "associates" include:

- (a) your spouse or partner;
- (b) your dependent children;
- (c) any trustee of a trust or other fiduciary arrangement under which you, your spouse or partner, or your dependent children, is or may be a beneficiary;
- (d) any company in which you hold (directly or indirectly) a majority of the shares or otherwise control (directly or indirectly); and
- (e) any other entity in which you are a director, secretary or executive officer, unless appropriate arrangements are in place within that company or body to ensure that you:
 - (i) take no part in the decision by that other company or body to purchase or sell CUP securities; and
 - (ii) have not induced or encouraged that other company or body to purchase or sell CUP securities.

1.3 What is Trading?

For the purposes of this Policy, **Trade** or **Trading** means (i) buying or selling CUP securities, (ii) entering into an agreement to buy or sell CUP securities and (iii) exercising options, rights or awards to acquire CUP securities.

1.4 Who are Designated Personnel?

Designated Personnel include all directors and senior executives of CUP and any other persons identified by the board of directors of CUP (**Board**) or the Company Secretary from time to time.

2. Insider trading prohibitions

2.1 What are the insider trading prohibitions?

Under the *Corporations Act 2001* (Cth) (**Corporations Act**), if a person has inside information in relation to CUP, it is illegal for that person to:

- (a) apply for, acquire or dispose of CUP securities, or enter into an agreement to apply for, acquire or dispose of CUP securities; or
- (b) procure another person to apply for, acquire or dispose of, CUP securities, or enter into an agreement to apply for, acquire or dispose of CUP securities.

A person cannot avoid the insider trading prohibition by arranging for a member of their family or a friend to deal in CUP securities, nor may a person give “tips” relating to CUP securities to another person when that “tip” is based on inside information.

Insider trading is a criminal offence, and can attract substantial fines and/or imprisonment. It may also attract civil liability, including liability to pay those who suffered loss or damage as result of the insider trading. The existence of a personal financial emergency or hardship does not excuse non-compliance with this Policy.

2.2 What is “inside information”?

“Inside information” is information relating to CUP that:

- (a) is not generally available; and

- (b) if it were generally available, a reasonable person would expect it to have a material effect on the price or value of CUP securities.

Information is expected to have a material effect on the price or value of CUP securities if the information would, or would be likely to, influence persons who commonly invest in securities or other traded financial products in deciding whether or not to acquire or dispose of CUP securities.

Examples of information which could be inside information include:

- (a) the financial performance of CUP;
- (b) changes in CUP's actual or anticipated financial condition or business performance;
- (c) changes in the capital structure of CUP, including proposals to raise additional capital;
- (d) proposed changes in the nature of the business of CUP;
- (e) changes to the Board or significant changes in key management personnel;
- (f) likely or actual entry into, or loss of, a material contract;
- (g) material acquisitions or sales of assets by CUP;
- (h) a proposed dividend or other distribution or a change in dividend policy; or
- (i) a material claim against the CUP Group, a regulatory investigation or other unexpected liability.

2.3 **When is information generally available?**

Information is considered to be "generally available" if it:

- (a) consists of readily observable matter;
- (b) has been made known in a manner that would (or would be likely to) bring it to the attention of persons who commonly invest in CUP securities, and since it was made known, a reasonable period has elapsed; or
- (c) consists of deductions, conclusions or inferences made or drawn from information referred to in paragraphs (a) or (b) above.

3. Trading rules for all employees and directors

3.1 No insider trading

All employees and directors are prohibited from Trading in CUP securities while in possession of inside information concerning the CUP Group. This includes applying for, acquiring or disposing of CUP securities.

All employees should seek to ensure that third parties who come into possession of inside information preserve its confidentiality and do not Trade while in possession of that information. This can usually be achieved by way of a written confidentiality agreement.

In addition, while in possession of insider information, employees and directors must not advise others to deal in CUP securities, or communicate information to another person knowing that the person may use the information to deal in, or procure someone else to deal in, CUP securities.

3.2 **No margin lending arrangements**

Employees and directors are not permitted to enter into margin lending arrangements in relation to CUP securities as the terms may require CUP securities be sold when the employee or director possesses inside information.

Arrangements prohibited include:

- (a) entering into a lending arrangement in respect of CUP securities;
- (b) transferring CUP securities into an existing margin loan account; or
- (c) selling CUP securities to satisfy a call under a margin loan except where the holder of the CUP securities has no control over the sale.

3.3 **No short term or speculative Trading**

CUP encourages all employees and directors to adopt a long-term attitude to their investment in CUP. Consequently, they should not engage in short-term or speculative Trading in CUP securities. However, the sale of Shares that have been issued after vesting of performance rights or an exercise of options will not be regarded as short-term Trading.

Additionally, employees and directors should not engage in short selling of CUP securities.

3.4 **Escrow**

Any employee holding CUP securities subject to binding restrictions on transfer, either as ASX restricted securities or through voluntary escrow arrangements, must comply with the terms of any applicable escrow arrangements and will be unable to Trade in the relevant CUP securities during that time. Once the escrow arrangements have ended, the Employee is not free to Trade unless permitted by this Policy.

3.5 **Trading in securities of other companies**

While generally employees are free to deal in securities of other listed companies, the insider trading laws prohibit dealings not only in CUP securities but also in the securities of other listed companies in respect of which an employee possesses inside information.

If an employee is aware of inside information in respect of another company, the employee should not trade or deal in the securities of that company. For example, where the employee is aware that the CUP Group is about to sign a major agreement with another company, the Employee should not buy securities in either CUP or the other company.

The Board may extend this Policy by specifying that employees are also restricted from dealing in securities of other specified companies with which the Group may have a close relationship. The list of companies specified by the Board is set out in Appendix A.

3.6 **Primacy of insider trading laws**

Despite anything else in this Policy, any conduct by employees in breach of insider trading laws is prohibited. Under those laws, a person who possesses inside information is generally prohibited from Trading even where:

- (a) a Trading Window is open;
- (b) the Trading falls within an exception in this Policy; or
- (c) the person has been given permission under this Policy to Trade (whether in Exceptional Circumstances or otherwise).

Any permission to Trade given under this Policy, or any failure to object to a pre-notified Trade, is not an endorsement of the proposed Trade. Employees are individually responsible for their investment decisions and their compliance with insider trading laws.

Before making any Trade, an Employee should consider carefully whether they are in possession of any inside information that might preclude them from Trading at that time and, if they have any doubt in this regard, they should not Trade.

4. Further restrictions on Designated Personnel

4.1 Trading Windows

Designated Personnel may only Trade in CUP securities during the following periods (**Trading Windows**), as long as they are not in possession of any inside information that has not been disclosed to ASX and subject to compliance with the notification requirements set out in section 5:

- (a) the period between 24 hours and 30 days following the release to ASX of CUP's half yearly results;
- (b) the period between 24 hours and 30 days following the release to ASX of CUP's annual results;
- (c) the period between 24 hours and 30 days following an Annual General Meeting of CUP;
- (d) the duration of the offer period for an offer of CUP securities or other financial products made pursuant to a prospectus, product disclosure statement, cleansing notice or other form of disclosure document issued by CUP; and
- (e) any other period determined by the Board.

All other times of the year (to those outlined above) are referred to as **Prohibited Periods** and, subject to the provisions of this Policy, Designated Personnel are not permitted to buy or sell CUP securities at any of those times.

During the Trading Windows outlined above, the Board may impose an embargo upon Trading in CUP securities if it considers it appropriate.

Even if a Trading Window is open, the laws prohibiting insider trading continue to apply to employees so that they must not Trade if they possess any inside information. Refer to section 2 for further details.

4.2 Exceptional circumstances exception

CUP may, in exceptional circumstances, provide written approval to a Designated Person seeking to trade in CUP securities during a Prohibited Period.

A request for approval must be submitted to the Relevant Officer (being the Chairperson of the Board or, in the case of an application from the Chairperson of the Board, the Chair of the Audit and Risk Committee) and the Company Secretary in writing and must provide evidence that each of the following requirements is satisfied:

- (a) the person is experiencing severe financial hardship or other exceptional circumstances;
- (b) after investigating all reasonable alternatives, the sale of CUP securities is the only practical way of addressing the exceptional circumstances; and
- (c) the person does not possess any inside information.

Additionally, the person requesting approval to trade during a Prohibited Period should include with their written request, a statement certifying that they do not possess any inside information that might preclude them from Trading at that time.

If the Relevant Officer has any doubt in making a determination of exceptional circumstances, they should exercise the discretion with caution.

If approval is granted in writing in accordance with this clause, the Designated Person must complete the dealing within 7 days of receiving such approval, or such earlier time as determined. Approval may be withdrawn if new information comes to light or there is a change in circumstances. Confirmation of the approved Trading must be given to the Company Secretary when the approved Trading has been completed.

If permission to Trade is refused, no reasons need to be given and the decision is final and binding on the employee, who must keep the decision confidential and not disclose it to anyone.

However, under the insider trading laws, a person who possesses inside information is generally prohibited from Trading even where Trading falls within the exceptional circumstance exceptions specified above. Refer to section 2 for further details.

4.3 **Limiting risk**

Designated Personnel are prohibited from dealing in any financial products issued or created over CUP securities by third parties, or dealing in associated products. In addition, Designated Personnel may not enter into a transaction that operates to limit the economic risk of their securityholding in CUP.

Employees are prohibited from entering into transactions or arrangements, including by way of derivatives or similar financial products, which operate to limit the economic risk relating to CUP securities granted under an employee, executive or director incentive plan or as part of the Employee's remuneration, which either have not vested or have vested by remain subject to a holding lock or other restriction on dealing under the terms of the plan.

4.4 **Blacklisted securities**

From time to time, the CUP Group may be engaged in certain activities where inside information in relation to securities of another entity may be available to a Designated Person as a result of their role or position within the CUP Group. CUP wishes to minimise the risk that such persons might be perceived to be engaged in inappropriate dealings, and therefore CUP may blacklist certain securities in relation to particular persons.

Where the Board or the Chairperson of the Board notifies Designated Personnel in writing that they are subject to a blacklist in relation to the securities of a particular entity (**Blacklisted Securities**), that person must not deal in the Blacklisted Securities from the time period specified in the notice, unless they first comply with the notification requirements set out in section 5 below (as if the Blacklisted Securities were CUP securities), and then always subject to the law.

5. **Process for Trading for Designated Personnel**

5.1 **Notification of proposed trade in CUP securities**

When permitted to Trade in accordance with this Policy, all Designated Persons must give at least two trading days' (or such shorter period approved by the Chairperson of the Board) prior written notice of any proposed Trading in CUP securities:

- (a) in the case of a Director, to the Chairperson of the Board and the Company Secretary; or

- (b) in the case of the Chairperson of the Board, to the Chair of the Audit and Risk Committee and the Company Secretary; or
- (c) in the case of any other Designated Personnel, to the CEO (via the Company Secretary).

(each a **Notification Officer**).

If the relevant Notification Officer objects to the proposed Trade, they must promptly notify the relevant Designated Personnel that the Trade must not proceed, and must advise the Board which may overrule the decision if it thinks appropriate.

The Notification Officer or the Board may object to the proposed Trade at their discretion, without giving any reasons, and the decision is final and binding on the relevant Designated Personnel, who must keep the decision confidential and not disclose it to anyone.

If there is no objection to a proposed Trade, the opportunity to make the Trade expires five trading days from the date of the notice under section 6. The Notification Officer or the Board may object to the Trade during that period if new information comes to light or there is a change in circumstances.

However, under the insider trading laws, a person who possesses inside information is generally prohibited from Trading even if the proposed Trade is notified and not objected to. The director or executive must not Trade if they come into possession of Inside Information after giving notice of the proposed Trade. See section 2 for further details.

5.2 **Confirmation of Trading**

In addition to providing prior notice under section 5.1, Designated Personnel must confirm in writing to the Company Secretary, within 3 days from the date the Trade in CUP securities occurred, the number of CUP securities affected and the relevant parties to the Trade (where known).

6. **Obligation of directors**

In addition to notifying the Company Secretary of any Trading in CUP securities within 3 days of any such occurring, Directors must also provide any additional information required to allow CUP to notify the ASX in accordance with ASX Listing Rules.

7. **Dealings excluded from this Policy**

Sections 4.1, 4.2, 4.3 and 5 of this Policy do not apply to the following types of dealings (**Exempt Transactions**):

- (a) transfer of CUP securities by a Designated Person to a person closely related to the Designated Person (e.g. spouse or family trust) or to their superannuation fund;
- (b) disposal of CUP securities arising from the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
- (c) disposal of rights acquired under a pro rata issue;
- (d) acquisition of CUP securities under a pro rata issue;
- (e) acquisition of CUP securities under a security purchase plan or dividend reinvestment plan;
- (f) acquisition of CUP securities under an employee incentive scheme; and

(g) any other transactions identified by the Board for this purpose.

It is important to note that all Exempt Transactions remain subject to the insider trading prohibitions in the Corporations Act.

8. Breaches

Breaches of this Policy will be viewed seriously and may lead to disciplinary action being taken against the relevant employee. In serious cases, disciplinary action may include dismissal. Any employee who becomes aware of a violation of this Policy should immediately report the violation to the Company Secretary.

It should be noted that, in some circumstances, CUP may be obliged to notify regulatory and/or criminal authorities of a breach of this Policy.

9. Review of this Policy

The Board will review this Policy at least annually with regard to the changing circumstances of CUP. This Policy may be amended by resolution of the Board- and any changes to this policy will be notified to the ASX within 5 business days of the change taking effect.

10. Questions

For questions about the operation of this policy or its application in any particular situation please contact the Company Secretary.

Appendix A

List of Specified Companies

Company Name	Ticker Code
AMP Limited	ASX: AMP
Centrepont Alliance Limited	ASX: CAF
Easton Investments Limited	ASX: EAS
Fiducian Financial Group Limited	ASX: CAF
IOOF Holdings Limited	ASX: IFL
IRESS Limited	ASX: IRE
Kelly Partners Group Holdings Limited	ASX: KPG
Prime Financial Group Limited	ASX: PFG

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