



SECURITIES TRADING POLICY

1. PURPOSE

The purposes of the policy are to:

- (a) set out the circumstances in which Directors, officers, employees and contractors of the Company (each an AUB Connected Person) and their Associates may Deal in Company Securities;
- (b) highlight that there are times when they cannot or should not Deal in Company Securities; and
- (c) protect and maintain the reputation of the Company, and ensure that it is seen by persons outside the Company as being protected and maintained.

The policy is not designed to prohibit AUB Connected Persons from investing in Company Securities but does recognise that there may be times when they cannot or should not invest in Company Securities. The policy provides guidance to AUB Connected Persons as to the time that they may invest in the Company's securities. The requirements of the policy also allow the Company to monitor the personal investment activity in the Company's securities by AUB Connected Persons.

2. INTERPRETATION

In the policy:

Associate means, in relation to an AUB Connected Person:

- (a) their spouse, de-facto spouse, parent or child or a spouse or de-facto spouse of that parent or child;
- (b) an entity controlled by one or more of the persons referred to in paragraph (a);
- (c) an entity (including without limitation trusts, companies and nominees) and/or person that the AUB Connected Person controls or may be expected to control or influence; and
- (d) a person with whom they are acting in concert or propose to act in concert in relation to the Company's affairs.

Company means AUB Group Limited.

Deal includes directly or indirectly applying for, subscribing for, purchasing or selling or entering into an agreement to do any of those things including the election to participate or not participate in any dividend or distribution reinvestment plan, and Dealing has a corresponding meaning.

Designated Person means:

- (a) Directors, officers and members of the Group Executive; and

- (b) any employee, contractor, closely connected person of any employee or contractor (including employees and contractors of Tysers) designated by the CEO or CFO from time to time in respect of which the Company Secretary will maintain a register.

Director means a director of the Company.

Inside Information means information relating to a company that is not generally available and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of the company's Securities. Information is regarded as likely to have a material effect if it would, or be likely to, influence persons who commonly invest in Securities whether or not to Deal in the Company's Securities. For the avoidance of doubt, Inside Information can include matters of supposition or expectation and matters relating to intentions or likely intentions of a person.

Key Management Personnel means key management personnel (including the Directors) as disclosed in the Company's Annual Report.

Securities includes shares, options, rights, debentures, or other securities or derivatives including any structured financial product, swap, futures contract, contract for difference, spread bet, or warrant.

3. OBJECTIVES OF THE POLICY

The objectives of the policy are to:

- (a) ensure that AUB Connected Persons do not contravene the applicable requirements of the Corporations Act or the ASX Listing Rules;
- (b) ensure that AUB Connected Persons adhere to high ethical and legal standards in their personal Dealings in Company Securities;
- (c) ensure that the personal Dealings of AUB Connected Persons in Company Securities do not conflict with the interests of the Company and its shareholders in relation to Company Securities; and
- (d) minimise the risk of insider trading and avoid the perception or appearance of insider trading.

4. OUTLINE OF CORPORATIONS ACT REQUIREMENTS

4.1 RESTRICTED DEALINGS

If an AUB Connected Person possesses Inside Information in relation to the Company, they must not:

- (a) Deal in Company Securities;
- (b) procure another person to Deal in Company Securities; or
- (c) directly or indirectly, communicate the information, or cause the information to be communicated, to another person if they know or ought reasonably to know, that the other person would, or would be likely to, Deal in Company Securities or procure a third person to Deal in Company Securities.

The prohibition in this section in relation to dealing in Securities when in possession of Inside Information applies to any Dealing by AUB Connected Persons or their Associates in the securities of

any entity including for the avoidance of doubt the Securities of the Company's suppliers or business partners.

4.2 PENALTIES

An AUB Connected Person who Deals in Company Securities while they possess Inside Information or who deals with the Securities of any entity whilst in possession of Inside Information relating to that entity is guilty of an offence and may be liable to both civil and criminal penalties including:

- (a) criminal liability including heavy fines and imprisonment;
- (b) civil liability including being sued by a party who has suffered loss as a result of the illegal Dealing; and
- (c) the Australian Securities and Investments Commission may seek civil penalties.

5. EXAMPLES OF INSIDE INFORMATION

Information which may be considered to be Inside Information includes information relating to the following (which is not an exhaustive list):

- (a) revenue figures;
- (b) profit forecasts;
- (c) unpublished announcements;
- (d) proposed changes in capital structure, including share issues, rights issues and the redemption of securities;
- (e) borrowings, including debenture and convertible note offerings;
- (f) impending mergers, acquisitions, disposals, reconstructions and takeovers;
- (g) significant litigation or unexpected liability;
- (h) significant changes in operations or proposed changes in the general character or nature of the business of the Company or any of its subsidiaries;
- (i) new products and technology;
- (j) liquidity and cashflow information;
- (k) major or material purchases or sales of businesses/assets;
- (l) management restructuring or board changes;
- (m) significant new contracts, customers or business partners; and
- (n) proposed sales or purchases of a substantial number of Company Securities.

6. APPLICATION OF THE POLICY

- (a) This policy applies to all AUB Connected Persons.

- (b) AUB Connected Persons must comply with this policy in any Dealing in Company Securities and must take reasonable steps to ensure that their Associates also comply with this Policy.
- (c) Additional restrictions in this policy apply to Designated Persons, including requirements relating to Blackout Periods, clearance to Deal and other specified prohibitions.
- (d) Compliance with this Policy does not relieve any person from their obligations under insider trading laws, which apply at all times.

7. BLACKOUT PERIODS AND PERMITTED DEALING

7.1 BLACKOUT PERIODS

Designated Persons must not Deal in Company Securities during the following periods (**Blackout Periods**):

- (a) the period commencing 15 December each year until the day after the Company releases its half-year results to the ASX;
- (b) the period commencing 15 June each year until the day after the Company releases its full-year results to the ASX;
- (c) the period of 21 calendar days up to and including the date of the Company's Annual General Meeting; and
- (d) any additional periods determined by the Board from time to time.

7.2 PERMITTED DEALING OUTSIDE BLACKOUT PERIODS

Subject to this policy, Designated Persons may Deal in Company Securities outside Blackout Periods, provided that:

- (a) they are not in possession of any Inside Information; and
- (b) they have obtained prior written clearance in accordance with paragraph 7.3.

7.3 CLEARANCE TO DEAL

Designated Persons must not Deal in Company Securities at any time (including outside a Blackout Period) without prior written clearance as follows:

- (a) the Chair of the Board requires clearance from the Chair of the Board Audit & Risk Committee;
- (b) Key Management Personnel (excluding the Chair) and the Chief Legal and Risk Officer require clearance from the Chair of the Board; and
- (c) all other Designated Persons require clearance from the Chief Legal and Risk Officer.

When seeking clearance, the Designated Person must confirm that they do not possess Inside Information.

Any clearance granted:

- (d) will be valid for a period of 7 calendar days from the date of approval; and
- (e) may be withdrawn at any time prior to the Dealing occurring.

Any Dealing must occur within the period of the approval.

Following any Dealing, the Designated Person must notify the Company Secretary within one business day.

7.4 ABSOLUTE PROHIBITION

Notwithstanding any other provision of this policy:

AUB Connected Persons must not Deal in Company Securities at any time while in possession of Inside Information, regardless of whether a Blackout Period is in effect or clearance has been obtained.

Approval to trade does not constitute confirmation that the individual does not possess Inside Information. Responsibility for compliance with insider trading laws remains with the individual.

7.5 EXCEPTIONAL CIRCUMSTANCES

A Designated Person may be permitted to Deal in Company Securities during a Blackout Period where:

- (a) exceptional circumstances exist; and
- (b) prior written clearance has been obtained in accordance with paragraph 7.3.

Exceptional circumstances may include, but are not limited to:

- (c) severe financial hardship;
- (d) a requirement to comply with a court order or other legal or regulatory obligation; or
- (e) any other circumstance considered exceptional by the approver.

The Designated Person must demonstrate that the proposed Dealing is the only reasonable course of action available.

Notwithstanding paragraph 7.3, any approval under this section must be obtained from the Chair of the Board (or, in their absence, the Chair of the Board Audit & Risk Committee).

7.6 EXCEPTIONS TO PROHIBITION IN DEALING WITH COMPANY SECURITIES

Subject to their general duties and the Corporations Act (including the insider trading provisions), a Designated Person may at any time:

- (a) transfer Company Securities between the Designated Person and an Associate of the Designated Person (including a transfer into a superannuation fund or other saving scheme in which the Designated Person is a beneficiary), provided prior written clearance has been provided in accordance with paragraph 7.3;
- (b) deal in, or trade in units of, a fund or other scheme (other than a scheme only investing in the Company Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) where the Designated Person is a trustee, Deal in the Company Securities by that trust provided that neither the Designated Person nor any Associate is a beneficiary of the trust and any decision to Deal during a Blackout Period is taken by the other trustees or by the investment managers independently of the Designated Person;
- (d) undertake to accept, or accept a takeover offer;
- (e) deal under an offer or invitation made to all or most of the Company security holders, such as, a rights issue, a security purchase plan, a 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. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- (f) undertake to accept, or accept a grant of options or rights under a Company employee incentive plan; and
- (g) exercise (but not Deal with the securities following exercise) an option or a right granted under a Company employee incentive plan.

7.7 HEDGING

Participants in a Company employee incentive plan (which includes Designated Persons) are prohibited from entering into a transaction that limits the economic risk of unvested Company Securities or vested Company Securities that are subject to a restriction on transfer, such as a holding lock.

7.8 MARGIN LENDING

Approval must be obtained prior to a Designated Person entering into margin lending arrangements in relation to Company Securities. Such Dealings would cover:

- (a) entering into a margin lending arrangement in respect of Company Securities;
- (b) transferring Company Securities into an existing margin loan account; and
- (c) selling Company Securities to satisfy a call pursuant to a margin loan.

Notwithstanding paragraph 7.3, any approval under this section must be obtained from the Chair of the Board (or, in their absence, the Chair of the Board Audit & Risk Committee).

Designated Persons should consult with the Company's Chief Legal and Risk Officer if they are uncertain as to whether an arrangement should be classified as a margin lending arrangement.

7.9 SHORT TERM DEALING AND SHORT SELLING

Designated Persons must not engage in short term Dealing or short selling in Company Securities. In general, the purchase of Company Securities with a view to their resale within a 12 month period, or the sale of Company Securities with a view to their repurchase within a 12 month period, will be considered to be a Dealing of a 'short term' nature. The sale of Company Securities immediately after they have been acquired through the conversion of another security (e.g. exercise of a share right) will not be regarded as a short term Dealing.

8. NOTIFICATION BY DIRECTORS

8.1 DISCLOSURE OF DIRECTORS' INTERESTS

Directors must give the Company notice of all changes in their notifiable interests (as defined in the ASX Listing Rules) so as to ensure compliance with the notification obligations of the Company and its Directors under ASX Listing Rule 3.19A and section 250G of the Corporations Act.

The Director must disclose to the Company the information necessary for the Company to comply with its notification requirements under the ASX Listing Rules. If the Director fails to make such disclosure to the Company, the Director will be responsible for notifying the ASX under section 205G of the Corporations Act.

9. QUESTIONS

If you have any questions regarding the policy you should contact the Chief Legal and Risk Officer or Company Secretary.

10. MATERIAL REVISIONS

Version	Approval Date	Effective Date	Details
1.0	7 July 2017	7 July 2017	Policy approved by AUB Group Board.
2.0	30 June 2020	1 July 2020	Policy approved by AUB Group Board.
3.0	28 October 2020	29 October 2020	Policy approved by AUB Group Board.
4.0	8 December 2022	13 December 2022	Policy approved by AUB Group Board.
5.0	22 June 2026	23 June 2026	Policy approved by AUB Group Board.