

Introduction

- 1.1 The board of directors (the “Board”) and the senior executives of Civmec Limited (“Civmec” or the ‘Company’) together with its subsidiaries (the “Group”) are committed to uphold the highest standards of integrity and ethical values, and transparency. This is one of the key ways to maintain and enhance the reputation of the Company. Accordingly, the Company has developed this document to set out the policy regarding the directors and employees of the Group engaging in the sale and purchase of Company securities, which are listed on the Australian Securities Exchange (“ASX”) and Singapore Exchange (“SGX”).
- 1.2 The directors and employees of the Group, particularly the senior executives (“Civmec People”) will often be, or be perceived to be, in possession of ‘market sensitive information’ or ‘inside information’ concerning Civmec that is generally not available to investors. As such, all have a legal obligation not to engage in insider trading or market manipulation and not to use information acquired as a director or employee to gain an improper advantage for themselves or anyone else.

Purpose and Scope

- 2.1 The purpose of this policy is to ensure that Civmec People comply with the laws and are beyond reproach in their dealings in the securities and inside information of the Group. The Company may update this policy from time to time, and the latest version is available on the Company’s website at <https://www.civmec.com.au/our-approach/policies>. The requirements of this policy are separate from, and may apply in addition to, the laws and regulations in relation to insider trading. Each jurisdiction in which the Group operates may have specific legal requirements. For the avoidance of doubt, Civmec People must always comply with all jurisdictional legal requirements when trading or procuring a trade in the Group’s securities, and if particular jurisdictional requirements impose a higher standard than is described in this policy, the Group must comply with the higher standard.
- 2.2 This policy also extends (in certain respects) to the immediate family members of Civmec People, and to companies, trusts and entities controlled by them (“Associates”). Civmec People must take all reasonable steps to ensure that those people, companies, trusts and entities comply with this policy.

General Restrictions when in Possession of Inside Information

- 3.1 Pursuant to the Australian *Corporations Act 2001 (Cth)* (“Corp Act”) and the Singapore *Securities and Futures Act (Cap.289)* (“SFA”) and the laws of other countries in which the Group operates, it is an offence to trade using insider information, communicate inside information to others who will, or likely to trade on the inside information.
- 3.2 In broad terms, the restrictions apply whilst those persons are in possession of information, which is not generally available and which, if it were generally available, would have an effect on the price or value of the securities concerned, includes but not limited to, periodic financial reports or other financial data and an announcement of market sensitive information, such as a material upgrade or downgrade in forecast earnings, a material trading update or the announcement of a material transaction.

Additional Restrictions on Dealing for Key Management Personnel

- 4.1 The Company is required to impose further restrictions on its key management personnel (“KMP”) for trading Company’s securities, in compliance with ASX Listing Rule 12.12. KMP are generally defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.
- 4.2 The following positions are considered as KMP by the Company for the purpose of this policy:
 - (a) Directors, senior executives and group managers; and
 - (b) Group corporate financial accounting personnel, executive assistants, employees, and contractors of the company who have been notified that they are restricted persons.

Closed Periods

- 5.1 In addition to the general restrictions relating to insider trading, KMP or any of their Associates, must not, except in exceptional circumstances, deal in securities of the Company during the following periods:
- (a) four weeks prior to, and 48 hours after the release of the Company's Annual Financial Report to the ASX or SGX;
 - (b) two weeks prior to, and 48 hours after the release of the Half Year Financial Report/ Quarterly Reports of the Company to the ASX or SGX; and
 - (c) two weeks prior to, and 48 hours after the release of the Company's price sensitive announcements to the ASX or SGX (together the **Closed Periods**).
- 5.2 The Company may at its discretion vary this rule in relation to a particular Closed Period by general announcement to all KMP either before or during the Closed Periods. However, if a KMP is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at any time.

Short term or speculative dealing in securities

- 6.1 KMP should never engage in short-term trading (less than 12 weeks) or speculative dealing in the Company's securities and no dealing in unvested securities (including hedging unvested securities) is permitted.

No Hedging Arrangements

- 7.1 KMP and its Associates must not enter into transactions or arrangement which operate to limit the economic risk of its holdings of the Company's securities at any time, which those securities are subject to the hedging prohibitions specified under section 206J of the *Corp Act*. The prohibition refers to any hedging arrangements in relation to any element of KMP remuneration that has not vested, or that has vested but is subject to a holding lock. This will include securities issued under incentive plans.

Exceptional Circumstances

- 8.1 The Board may provide written approval (where permitted by Law and ASX / SGX listing rules) to a KMP to deal in the Company's securities or trade in a Closed Period if:
- (a) The sale of the Company's securities is necessary to alleviate severe personal financial hardship;
 - (b) The KMP has entered into a binding commitment prior to the Company being in a Closed Period where it was not reasonably foreseeable at the time the commitment would extend into a Closed Period;
 - (c) The KMP is required by a court order, or there are court enforceable undertakings to transfer or sell the securities of the Company or there is some other overriding legal or regulatory requirement for them to do so; or
 - (d) There are other circumstances which have not been identified in this policy, that are deemed exceptional by the Board (or by the Chairman of the Audit Committee in respect of any trade by the Chairman) and the proposed sale or disposal of the relevant securities is the only reasonably course of action available.

Clearance Procedures

- 9.1 Before trading, or giving instructions for trading in the Company's securities, the KMP must:
- (a) notify the authorising officer (as defined in Table 1) and Company Secretary in writing of their intention to trade and obtain clearance, at least 48 hours before the proposed trading, from the nominated authorising officer stated under the matrix below;
 - (b) confirm that they do not hold any insider information;
 - (c) comply with any conditions on trading imposed by the Board; and
 - (d) if seeking clearance to trade in exceptional circumstances, provide full disclosure of such circumstances.

Table 1: Clearance Matrix

Key Management Personnel	Authorising Officer	Prior notification to the Board and Company Secretary
Chair of the Board	Chairman of the Audit Committee	Yes
Other directors (including Chief Executive Officer)	Chair of the Board	Yes
Senior executives, group manager and other restricted persons identified by the Company from time to time	Chief Executive Officer ("CEO")	Yes

Short term or speculative dealing in securities

- 9.2 If written clearance is granted, it is only valid for a period of one week after notification of approval, or such other period notified by the authorising officer to the KMP. Written clearance is automatically deemed to be withdrawn if the person becomes aware of inside information prior to trading.
- 9.3 Any written clearance to trade can be given, withdrawn or refused by the Company in its discretion without giving any reasons. A decision to refuse approval is final and binding on the KMP seeking the written clearance. If approval to trade Company securities is refused, the KMP seeking the approval must keep that information confidential and not disclose it to anyone. Any approval to trade under this policy is not an endorsement from the Company and the KMP doing the trade is individually responsible for their investment decisions and their compliance with the relevant trading laws.

Notification of change in Director's Interests

- 10.1 If a director or CEO deals in the Company's securities they must notify the Company Secretary of any dealings within two business days after the date on which the director or CEO becomes a director or CEO or the date on which the Director or CEO becomes a holder of, or acquires an interest in the shares, rights, options, contract, participatory interest or other securities in the Company, in order for the Company Secretary to ensure compliance with the ASX listing rule and SFA.
- 10.2 Pursuant to ASX Listing Rule 3.19A, the Company must notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the Company's securities.
- 10.3 Pursuant to sections 133, 137N and 137Y under the SFA, the Company must notify in writing by announcement or otherwise disseminate the information stated in the notice in writing received from a director or CEO, to the SGX within one business day of the receipt of the mandatory forms.

Permitted dealing in securities

- 11.1 The following is excluded from the restrictions in this securities trading policy:
- transfer of securities between a KMP and someone closely related to the KMP or by a KMP to their superannuation fund, in respect of which prior written clearance has been provided in accordance with procedures set out in the trading policy;
 - disposal of securities arising from the acceptance of a take-over offer, scheme of arrangement or equal access buy-back;
 - a disposal of rights acquired under a pro rate issue;
 - an acquisition of securities under a security purchase plan or a dividend or distribution reinvestment plan where:
 - the KMP did not commence or amend their participation in the plan during a prohibited period; and
 - this policy does not permit the KMP to withdraw from the plan during a prohibited period other than in exceptional circumstances;
 - the obtaining by a director of a share qualification;
 - an acquisition of securities under an employee incentive scheme;
 - where the Company has an employee incentive scheme with a KMP as a trustee of the scheme, an acquisition of securities by the KMP in his or her capacity as a trustee of the scheme;

Short term or speculative dealing in securities

- (h) an acquisition or disposal of securities under a pre-determined investment or divestment plan for which prior written clearance has been provided in accordance with procedures set out in this policy and where:
 - (iii) the KMP did not enter into or amend the plan during a prohibited period;
 - (iv) the plan does not permit the KMP to exercise any discretion over how, when, or whether to acquire or dispose of securities; and
 - (v) this policy does not allow for the cancellation of the plan during a prohibited period other than in exceptional circumstances;
- (i) indirect and incidental trading that occurs as a consequence of a KMP dealing in securities issued by a managed investment scheme, listed investment company, exchange traded fund or similar investment vehicle that is managed by a third party, that happens to hold as part of its portfolio securities in the Company; and
- (j) where this policy permits KMP to enter into a margin lending or other secured financial arrangement in relation to the Company's securities, an involuntary disposal of securities that results from the margin lender or financier exercising its rights under the arrangement.

Breaches of Policy

- 12.1 A breach of this policy by any Civmec People and their Associates will be regarded as serious misconduct and the Group reserves its right to take disciplinary or remedial action.
- 12.2 Contravention of the share trading and inside information provisions in the Corp Act and SFA may result in civil or criminal penalties.



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