



SECURITIES DEALING POLICY

1 Purpose

1.1 The purpose of this policy is:

- (a) to explain the type of conduct in relation to dealings in securities of DTI Group Ltd that is prohibited under the Corporations Act 2001 (Cth) ("Corporations Act") which is applicable to all employees of and certain contractors to DTI and its controlled entities ("Group").
- (b) to establish a best practice procedure relating to dealing in securities that provides protection to both DTI and Group employees ("Employees"), Directors, DTI's contractors and consultants and any Related Parties against the misuse of unpublished information which could materially affect the value of securities. Related Parties to Employees, Directors, contractors and consultants means: spouses, partners, children, other family relations who may be influenced or expected to be influenced to deal in DTI's securities, a company, trust or entity that is controlled by Employees, Directors, contractors and consultants or any of their Related Parties).

1.2 Dealing in securities includes taking part in any transaction associated with buying, acquiring, selling, disposing or, converting or agreeing to do any of these.

1.3 The rules set out in this policy are designed to assist in preventing breaches of the insider trading provisions of the Corporations Act. Ultimately it is the responsibility of the individual to ensure that none of his or her dealings could constitute insider trading.

1.4 This policy is designed to ensure that public confidence in DTI is maintained. It would be damaging to DTI's reputation if the market, stakeholders or the general public perceived that DTI personnel might be taking advantage of their position to make financial gains (by dealing in securities on the basis of confidential or undisclosed inside information).

2 General Prohibition on Insider Trading

The following applies to all Directors and Employees.

2.1 The nature of prohibition

- (a) Section 1043A (of Part 7.10, Division 3) of the Corporations Act makes it an offence for a person in possession of information that is not generally available but which, if generally available, might materially impact the price or value of a financial product to:
 - (i) trade in (i.e. apply for, acquire or dispose of, or enter into an agreement to do any of these things)...
 - (ii) procure another person to trade in...
...financial products (collectively referred to as to "deal in financial products").

- (b) It is also an offence to "tip" the information to another person with the knowledge that the person could deal in financial products. Accordingly, the effect of this section cannot be avoided by simply getting another person to deal on your behalf.

2.2 How you become aware of the information is irrelevant

It is irrelevant how or in what capacity the person came into possession of the information. This means that Section 1043A of the Corporations Act will apply to any Employee or Director who acquires "inside information" in relation to a financial product, no matter in which capacity and is prohibited dealing in that financial product.

2.3 Information which might affect price value

The prohibition referred to in clause 2.1 refers to unpublished information which, if generally available, might materially impact the price or value of financial products.

2.4 What does "information" include?

"Information" includes matters of supposition or speculation and matters relating to the intentions or likely intentions of a person.

2.5 What information might materially affect price or value?

- (a) This means information that a reasonable person would expect to have a material effect on the price or value of financial products. A reasonable person would be taken to expect information to have a material effect on price or value if the information would be likely to influence persons who commonly invest in financial products whether or not to do so.

- (b) Examples of this type of information which might affect the price or value of DTI securities are set out in the Company's Market Disclosure Policy and include:

- (i) proposed changes in the capital structure, capital returns and buy backs of financial products;
- (ii) information relating to DTI's financial results;
- (iii) a material acquisition, divestment or realisation of assets;
- (iv) proposed dividends and share issues;
- (v) changes to the Board;
- (vi) possible events which could have a material impact on profits (negatively or positively), e.g. loss of a major customer;
- (vii) proposed changes in the nature of the business of DTI;
- (viii) notification to DTI of a change in substantial shareholding; and
- (ix) any information required to be announced to the market pursuant to ASX Listing Rule 3.1.

2.6 What does "unpublished" mean?

"Unpublished", for this purpose, means that the information is not generally available. Information is generally available if it consists of readily observable matter, or it has been

disseminated in a manner likely to bring it to the attention of investors and a reasonable period has elapsed. DTI publishes information to the market by releasing DTI announcements through the ASX Company Announcements Platform. All announcements by DTI are available on the ASX website <www.asx.com.au> and the Company's website <www.dti.com.au>.

3 Insider Trading is Prohibited at all times

- 3.1 **Notwithstanding any other provision of this policy, if you possess inside information, you must not deal in securities in DTI, advise or get others to do so or pass on the inside information to others. This prohibition applies regardless of how you learn the information.**
- 3.2 **The prohibition on insider trading is not restricted to information concerning the Company's securities. If a person has inside information in relation to securities of another company, that person must not deal in those securities.**
- 3.3 **These restrictions also apply to the family or other Related Parties of Directors, ALL Employees and any of DTI's contractors and consultants.**

4 Reasons for Additional Dealing Restrictions

- 4.1 **DTI, due to its size, operates in a culture and environment where sensitive or inside information is generally known across the organisation. It is assumed that at any given time, DTI's Directors and Employees may have such information and therefore any dealing by Directors and Employees may embarrass or reflect badly on them or on the Company (even if they have no actual inside information at the time).**
- 4.2 **This policy is designed to avoid the possibility that misconceptions, misunderstandings or suspicions might arise.**

5 Dealing in Shares by Directors and Employees

- 5.1 **Subject to section 6 below, Directors and Employees may only Deal in DTI Securities during a Dealing Window, subject to the prohibition on Dealing whilst in possession of inside information.**

Dealing Window means:

- 1. **the four week period from:**
 - a. **10.00am (Australian Eastern Standard Time) on the ASX trading day after the date on which DTI's half-year financial results are released to the ASX; and**
 - b. **10.00am (Australian Eastern Standard Time) on the ASX trading day after the date on which DTI's full-year financial results are released to the ASX; and**
 - c. **10.00am (Australian Eastern Standard Time) on the ASX trading day after the date on which DTI's annual general meeting is held;**
 - 2. **the period during which DTI has a current prospectus or other form of disclosure document on issue under which persons may subscribe for Securities; and**
 - 3. **any other period as determined at the discretion of the Board.**
- 5.2 **All periods outside of a Dealing Window are considered Prohibited Dealing Windows.**

- 5.3 **Directors and Employees intending to Deal in DTI Securities during a Dealing Window must give prior notice, and receive approval, as set out in section 6, of the proposed Dealing, by completing the Application Form attached as Annexure A to this policy.**
- 5.4 **Except where section 5.1 applies, and subject to section 6, there should generally be no objection to dealing in securities notified in accordance with the procedures in sections 6.1, 6.2 or 6.3 as applicable, if the following factors are satisfied:**
- (a) **the Company is currently in compliance with its continuous disclosure obligations under ASX Listing Rule 3.1;**
 - (b) **the Company is not withholding any material information from disclosure by reason of the exceptions to Listing Rule 3.1 (namely, under Listing Rule 3.1A); and**
 - (c) **the Director or Employee does not otherwise possess any inside information.**
- 5.5 **Approval may be given or withheld at the discretion of the Chairperson, the CEO or Company Secretary (as appropriate) without giving reasons.**
- 5.6 **Approval can be withdrawn if new information comes to light or there is a change in circumstances.**
- 5.7 **A decision to withhold approval is final and binding on the person seeking approval.**
- 5.8 **If approval is withheld, the person seeking approval must keep that information confidential and not disclose it to anyone.**
- 5.9 **DTI acknowledges that there may be exceptional circumstances where Dealing in a Prohibited Dealing Window may be authorised.**
- (a) **If a Director, Employee and/or their Related Party needs to sell or dispose of DTI's securities due to an exceptional circumstance but the sale or disposal would breach this policy because it is outside a Dealing Window, an application may be made to the Chairperson for a waiver from compliance with a requirement in this policy to deal only in a Dealing Window.**
 - (b) **Exceptional circumstances include: severe financial hardship; compulsion by court order; or any other circumstance that is deemed exceptional by the Chairperson, CEO and Company Secretary, as applicable.**
 - (c) **If the Chairperson is the applicant, the Chairperson may apply to the CEO and Company Secretary for a waiver.**
 - (d) **A written application must be made setting out the circumstances of the proposed dealing and the reason the waiver is requested. A waiver will only be granted if the application is accompanied by sufficient evidence that the sale or disposal of DTI's securities is the most reasonable course of action in the circumstances.**
 - (e) **Decision:**
 - (i) **The decision to grant a waiver is at the complete discretion of the Chairperson, CEO and Company Secretary, as applicable.**
 - (ii) **A waiver is valid for two business days from the date the notification.**
 - (iii) **For the avoidance of doubt, any waiver granted under section 5.9 is a waiver of breach of the policy only, and the laws against insider trading will still apply.**

6 Requirements before Dealing

6.1 Before dealing, or giving instructions for dealing or causing anyone else to deal, in the Company's securities, the Chairperson must:

- (a) notify the Company Secretary and CEO of the Chairperson's intention to deal (or cause someone else to deal) in the Company's securities;**
- (b) confirm that the Chairperson does not hold any inside information;**
- (c) have been advised by the Company Secretary and CEO that there is no known reason to preclude the Chairperson from dealing in the Company's securities as notified; and**
- (d) have complied with any conditions on dealing imposed by Company Secretary and CEO (including, for example, any time limits applicable to the clearance).**

6.2 Before dealing or giving instructions for dealing or causing anyone else to deal, in the Company's securities, a Director (other than the Chairperson) must:

- (a) notify the Chairperson of the Director's intention to deal (or cause someone else to deal) in the Company's securities;**
- (b) confirm that the Director does not hold any inside information;**
- (c) have been advised by the Chairperson that there is no known reason to preclude him/her from dealing in the Company's securities as notified; and**
- (d) have complied with any conditions on dealing imposed by the Chairperson (including, for example, any time limits applicable to the clearance).**

6.3 Before dealing, or giving instructions for dealing or causing anyone else to deal, in the Company's securities, Employees (other than the Chairperson or Directors) must:

- (a) notify the CEO (or in his absence the Company Secretary) of their intention to deal (or cause someone else to deal) in the Company's securities;**
- (b) confirm that they do not hold any inside information;**
- (c) have been advised by the CEO (or in his absence the Company Secretary) that there is no known reason to preclude them from dealing in the Company's securities as notified; and**
- (d) have complied with any conditions on dealing imposed by the CEO (or in his absence the Company Secretary) (including, for example, any time limits applicable to the clearance).**

6.4 The Company Secretary, Chairperson or CEO may seek appropriate legal advice to ensure the proper provision or otherwise of a clearance under sections 6.1(c), 6.2(c) or 6.3(c) respectively, and the cost of such advice shall be borne by the Company.

7 Notification of Dealing

7.1 A Director or Employee must also notify the Company Secretary of any dealing in the Company's securities by the Director or Employee or any Related Party and associate of the Director or Employee within two business days of such dealing having taken place.

7.2 The notification in section 7.1 above should include:

- (a) the name of the Director or Employee, Related Party and/or associate (if applicable);
- (b) whether the interest in the Company's securities held by the Director or Employee was direct or indirect (and if it was indirect, the circumstances giving rise to the interest);
- (c) the date of the dealing, and the number of securities bought or sold;
- (d) the amount paid or received for the securities; and
- (e) the number of securities held by the Director or Employee, directly and indirectly, before and after the dealing in securities.

8 Speculative Dealing

8.1 At no time may a Director, Employee or their Related Parties:

- (a) engage in short-term speculative dealing in the Company's securities such as dealing for a short-term gain. This includes buying and selling securities within a three-month period, and entering into other short-term dealings (e.g. forward contracts). However, a sale of shares received following vesting of employee incentives (if applicable) with a vesting period of over three months is not considered speculative for this purpose;
- (b) engage in short selling or in dealing through contracts for difference or derivatives linked specifically to DTI's securities;

8.2 Directors, Employees and their Related Parties are prohibited at all times from entering into transactions in financial products which operate to limit the economic risk of security holdings in DTI over unvested entitlements or vested entitlements subject to a holding lock or restriction on dealing (restricted entitlements or restricted securities), including, without limitation, any hedging or similar arrangement in respect of unvested entitlements or restricted entitlements held or granted under any equity based remuneration scheme.

8.3 Directors, Employees and their Related Parties are prohibited at all times from entering into any stock borrowing or margin loan arrangement in relation to security holdings in DTI, transferring securities in DTI into an existing margin loan account and selling securities in DTI to satisfy a call pursuant to a margin loan.

9 Restrictions Extend to all Securities

This policy covers dealing not only in the Company's shares, but also in other securities of the Company including options and warrant contracts and any debentures or notes issued by the Company

10 Breaches of Policy

Strict compliance with this policy is a condition of employment. Breaches of this policy will be subject to disciplinary action which may include termination of employment.

LAST REVIEWED: November 2022