



Share Trading Policy

In this Policy, “**Articore**” or the “**Company**” means Articore Group Limited (ACN 119 200 592) and “**Articore Group**” means, collectively, Articore and its subsidiaries.

1. What is the purpose of this Policy?

This Policy:

- (a) sets out Articore Group’s trading policy on buying and selling Articore securities, including shares, options, restricted stock units / performance rights, and derivatives (“**Securities**”); and
- (b) summarises the law relating to insider trading in the Corporations Act 2001. The Corporations Act applies to Securities even if you are not based in Australia, by virtue of Articore being an Australian company.

2. Who and what does this Policy apply to?

- (a) This Policy applies to all directors, officers, and employees of any Articore Group company, including the corporate parent and all operating companies¹ (“**you**”). It is important to remember that although this Policy only applies to the persons specified above, the insider trading prohibitions in the Corporations Act extend to all persons described in section 4 below (e.g., your friends and family).
- (b) Share options and restricted stock units / performance rights are not tradeable under the respective plan rules. If you attempt to trade those rights without consent, it will breach the plan rules and the attempted trade will not be valid. Furthermore, if you attempt such a trade using Inside Information (as defined in paragraph 4(b) below), it will not only breach the plan rules but may also violate the law.

3. Further information

If you have any questions about insider trading laws or this Policy, please contact the Group General Counsel or Company Secretary. The Company encourages you to seek advice from your own legal and tax professionals before dealing in Securities.

4. Insider trading prohibitions in the Corporations Act

(a) The insider trading prohibitions

If you have Inside Information relating to Articore Group, including any company in Articore Group, *it is illegal* for you to:

- (i) deal in (that is, apply for, acquire or dispose of) Securities or enter into an agreement to do so; or
- (ii) procure another person to apply for, acquire or dispose of Securities or enter into an agreement to do so; or
- (iii) directly or indirectly communicate, or cause to be communicated, that information to any other person if you know, or ought reasonably to know, that the person would or would be likely to use the information to engage in the activities specified in paragraphs 4(a)(i) or (ii) above.

¹ This Policy also applies to the Articore Group Company Secretary.

These prohibitions also apply to the securities of other entities if you possess inside information about those entities.

It does not matter how or in what capacity you become aware of Inside Information. It does not have to be obtained from Articore Group to constitute Inside Information.

You cannot avoid insider trading prohibitions by arranging for a friend or family member to deal in Securities. You also may not give “tips” concerning Inside Information relating to Articore Group or any company in Articore Group to others, including third parties, like artists and buyers.

(b) What is Inside Information?

“**Inside Information**” is information relating to Articore Group or any company in Articore Group that is not generally available but, if the information were generally available, would be likely to have a material effect on the price or value of Securities. Inside Information can include matters of speculation or supposition and matters relating to intentions or likely intentions of a person.

Information is regarded as being likely to have a material effect if it would, or would be likely to, influence persons who commonly invest in securities or other traded financial products in deciding whether or not to deal in Securities.

Examples of Inside Information could be:

- (i) the financial performance of Articore Group or any company in Articore Group against its budget;
- (ii) changes in the actual or anticipated financial condition or business performance of Articore Group or any company in Articore Group;
- (iii) proposals to raise additional equity or borrowings;
- (iv) material acquisitions or sales of assets by Articore Group or any company in Articore Group;
- (v) major new initiatives of Articore Group or any company in Articore Group; or
- (vi) a material claim against Articore Group or any company in Articore Group or other unexpected liability.

(c) When is information generally available?

Information is generally available if:

- (i) it consists of readily observable matter or deductions;
- (ii) it has been brought to the attention of investors through an announcement to the ASX or otherwise similarly brought to the attention of investors who commonly invest in securities, and a reasonable period has elapsed since it was announced or brought to investors' attention; or
- (iii) it consists of deductions, conclusions or inferences made or drawn from information referred to in paragraphs (i) or (ii) above.

Examples of possible readily observable matters are:

- (i) a change in legislation which will affect the ability of Articore Group or any company in Articore Group to make certain types of investments; or
- (ii) a severe downturn in global securities markets.

(d) What are the consequences if you breach the insider trading prohibitions?

Breach of the insider trading laws may subject you to:

- (i) criminal liability - penalties include heavy fines and imprisonment;
- (ii) civil liability - you can be sued by another party or Articore for any loss suffered as a result of illegal trading activities; and
- (iii) civil penalty provisions - the Australian Securities and Investments Commission may seek civil penalties against you and may even seek a court order that you be disqualified from managing a corporation.

Breach of the law or this trading policy or both will also be regarded as serious misconduct which may lead to disciplinary action or dismissal.

5. Articore Group's Trading Policy

(a) No Dealing in Articore Securities Except During Open Periods

In addition to the insider trading prohibitions summarised above (i.e. not to deal in Securities when in possession of Inside Information), you are prohibited from dealing in Securities, except during the following Open Periods in each year (or shorter or longer periods, or additional periods, as determined by the Board in its absolute discretion and subject to any applicable law) (each an "**Open Period**"):

- (i) Open Periods shall commence one (1) full trading day after the time of release of the following reports to the ASX and extend for a 4-week period (unless modified by the Board):
 - a. Articore Group's half financial year results and Appendix 4D;
 - b. Articore Group's audited full year results and Appendix 4E;
 - c. Articore Group's first and third quarter results; and
 - d. other cleansing statement release to the ASX.
- (ii) As an additional requirement, all Articore Directors, Executive Team members of any Articore Group company, Extended Leadership Team members of any Articore Group company ("**ELT**"), Finance Team members, Company Secretaries and any other employees of an Articore Group company nominated by the Group Chief Executive Officer for this purpose from time to time (collectively, "**Restricted Individuals**") may only deal in Securities during an Open Period after complying with the "Prior Notification" and "Confirmation" requirements in paragraphs 5(c) - 5(e) below but not paragraph 5(b).

(b) Exceptional circumstances

If you propose to deal in Securities outside of an Open Period (which includes entering into an agreement to deal) you may request, and the Notification Officer may give, prior confirmation for you to do so if there are exceptional circumstances, unless this would breach the insider trading prohibitions as set out in paragraph 4 above.

Exceptional circumstances may include:

- severe financial hardship, for example, a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant shares;
- requirements under a court order or court enforceable undertakings or other legal or regulatory requirements; and/or
- other exceptional circumstances as determined by the Board Chair (or Group Chief Executive Officer where the Chair is involved).

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

If you receive confirmation that you may deal in Securities under this paragraph 5(b) the requirements of paragraphs 5(c), (d) and (e) must be complied with regard to prior notification, confirmation and notification of dealing.

(c) Prior notification

If you propose to deal in Securities outside of an Open Period (which includes entering into an agreement to deal) – or solely for Restricted Individuals who propose to deal in Securities during an Open Period – you must first:

- (i) complete and forward a “Notification Form to Deal in Articore Securities” in the form of Part A of Schedule 1 to the “Notification Officer(s)” (as defined in Schedule 2); and
- (ii) receive confirmation in the form of Part B of Schedule 1, signed by the Notification Officer(s) in their discretion, to allow the proposed dealing in Securities to proceed.

The notification must state that the proposed dealing in Securities is not as a result of access to, nor the receipt of, Inside Information.

Notification of any dealing in Securities under this paragraph and the completion of Part B of the Notification Form to Deal in Articore Securities does not constitute approval of the dealing by or on behalf of Articore, any Articore Group company or the Notification Officer.

(d) Confirmation

A confirmation contemplated in paragraph 5(c)(ii) above:

- (i) expires 10 business days from the date it is issued, unless it specifies a different expiry date; and
- (ii) confirms that the proposed dealing is within the terms of this policy but does not otherwise constitute approval or endorsement by Articore, any Articore Group company or the Notification Officer for the proposed dealing.

(e) Notification of the dealing

In addition to providing advance notice under paragraph 5(b), you must confirm in writing to the relevant Notification Officer when the dealing in Securities has occurred, the number of Securities affected and the relevant parties to the dealing.

(f) Extension of this policy

The Board of Directors may also from time to time extend this trading policy by specifying that Articore Directors or staff are also restricted from dealing in the shares or other securities of other specified companies with which Articore Group may have a close relationship.

6. Permitted dealings

The following types of dealing are excluded from the operation of paragraph 5 of this policy and may be undertaken at any time without requiring prior notification, approval or confirmation of dealing under this trading policy, subject to compliance with the insider trading prohibitions referred to in paragraph 4 of this policy:

- (a) participation in any employee incentive scheme (including any share, option or performance rights plan) however, this policy will apply in respect of any subsequent dealing in Securities which may be provided under those plans;
- (b) trading under an offer or invitation made to all or most shareholders, 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; and
- (c) a disposal of Securities that is the result of a secured lender exercising their rights, however, this does not extend to a disposal under a margin lending agreement.

7. Other prohibitions

(a) Dealing in financial products issued over Securities by third parties:

You are not permitted to deal at any time in financial products such as derivatives, options, warrants, futures, forward contracts, swaps, contracts for difference or other financial products issued or created over or associated with Securities by third parties such as banks and other institutions. An exception may apply where Securities form a component of a listed portfolio or index product.

(b) Limiting economic risk:

You are not permitted to enter into transactions in products associated with Securities which operate to limit the economic risk of your Securities holdings over unvested entitlements (e.g. hedging arrangements).

(c) Securities of other entities:

You are not permitted to deal at any time in shares or other securities of another entity if you possess Inside Information about that entity due to their relationship with Articore Group.

(d) No Margin Lending:

If you propose to enter into a margin loan arrangement in relation to Securities, you must disclose the proposed terms of the margin loan arrangement to the Group Chief Financial Officer or Group General Counsel, who will review the terms of the margin loan arrangement and promptly provide a report to one or both of the Board Chair and the Chair of the Audit & Risk Committee. You must not proceed with the margin loan arrangement until both the Board Chair or Chair of the Audit & Risk Committee have given their written permission to do so. If you are unsure whether a proposed arrangement constitutes a margin loan arrangement for this purpose, you should consult with the Group Chief Financial Officer or Group General Counsel.

(e) No short term or speculative trading:

The Company encourages you to be long-term investors in Articore Group. You must not engage in short term or speculative trading in Securities or in financial products associated with Securities. For the purposes of this policy, this means if you buy (or sell) Securities, you must not sell (or buy) any Securities until 45 days has passed since that date on which those shares were purchased (or sold).

8. Confidential Information

You must treat all sensitive, non-public information (“**Confidential Information**”) about Articore Group or any Articore Group company as confidential and belonging to Articore Group and/or the respective Articore Group company. You must not disclose Confidential Information to others (including family members, relatives, business or social acquaintances) except as authorised or legally required. You must avoid inadvertent or indirect disclosure of Confidential Information. Even within Articore Group, Confidential Information should be distributed to or discussed with others only on a need-to-know basis, and those people must be told that the information is confidential.

9. Review and publication of this policy

This policy may be amended by resolution of the Board. The Board will review this policy at least annually and amend as appropriate.

This policy is available at www.articore.com and any key features are published in the Articore Group Corporate Governance Statement.

Schedule 1: Notification Form to Deal in Articore Securities

Instructions: This form is to be used in conjunction with the Articore Group Share Trading Policy.

Terms defined in the Share Trading Policy have the same meaning as in this form. If you have any questions about this form or the Share Trading Policy, please contact the Articore Group Company Secretary. Please complete Part A and send it to the applicable Notification Officer(s) as set out in Schedule 2 of the Share Trading Policy on the following page (unless you are notified otherwise).

You must receive Part B completed by the applicable Notification Officer(s) before you trade.

Part A - For completion by you

Name:	
Number of shares:	Up to _____ shares
Sale or Purchase:	
Proposed date of transaction:	

I confirm that:

1. *I am not in possession of any unpublished information which, if generally available, might materially affect the price or value of Articore Securities; and*
2. *the transaction in Articore Securities described above does not contravene the Articore Group Share Trading Policy.*

Signed:..... Dated:

Part B - For completion by the Notification Officer(s) - You must receive this from the Notification Officer(s) before you trade. You must complete your trade within 10 days of the last date below.

This confirms that the proposed dealing by the person named above is within the terms of the Articore Group Share Trading Policy, but does not otherwise constitute an approval or endorsement of the proposed dealing.

Name: Title:.....

Signature:..... Dated:.....

Name: Title:.....

Signature:..... Dated:.....

Schedule 2: Notification Officers

Under the Share Trading Policy, the applicable Notification Officers for each of the Articore Group staff members are set out in the table below:

Articore Group staff member:	Notification Officer(s):
Board Chair	Group CEO and the Chair of the Audit & Risk Committee
Non-executive Director	Board Chair
Group CEO Group CFO	Board Chair
Executive Team member of Articore (except Group CEO and Group CFO) Executive Team member of an Articore Group company Company Secretary	Group CEO or Group CFO
Non-executive of Articore Non-executive of an Articore Group company	Group CEO, Group CFO, or Group General Counsel