



Securities Trading Policy

Health and Plant Protein Group Limited

1. Overview

1.1 Background

Health and Plant Protein Group Limited (HPP or Company) is committed to responsible corporate governance, including ensuring appropriate processes are in place to promote compliance with insider trading laws. Accordingly, the Board has endorsed this policy as part of its broader corporate governance framework.

1.2 Policy objectives

The purpose of this policy is to:

- (a) create awareness of insider trading rules;
- (b) manage the risk of inadvertent contravention;
- (c) assist compliance with the law and ASX Listing Rules; and
- (d) promote investor confidence in the integrity of the market for HPP's securities and protect the reputation of HPP from the damage it could suffer if that confidence were to be undermined by any insider trading or perception of insider trading.

1.3 Scope

This Policy applies to directors and officers of HPP (**Leadership Team**) and to all other employees of HPP and its subsidiary companies (**HPP Personnel**).

2. Prohibition on Insider Trading

2.1 What are the insider trading prohibitions?

Under the Corporations Act 2001 (Cth) (**Corporations Act**), if you have Inside Information (as defined in section 2.2 below) relating to HPP, it is illegal for you to:

- (a) deal in (that is, apply for, acquire or dispose of) shares, options or other securities issued by HPP as well as derivatives created over those securities by third parties (**HPP Securities**) or enter into an agreement to do so; or
- (b) advise, procure or encourage another person to apply for, acquire or dispose of HPP Securities or enter into an agreement to do so; or
- (c) pass on information to any other person, if you know or ought to reasonably know that the person may use the information to engage in the activities specified in paragraphs (a) or (b) above.

These prohibitions apply to everyone (not just the Leadership Team) at all times whether inside or outside of Australia.

2.2 What is Inside Information?

"**Inside Information**" is information relating to HPP which is not generally available but, if the information was generally available, would be likely to have a material effect on the price or value of HPP Securities.

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 HPP Securities.

Inside Information can include matters of speculation or supposition and matters relating to intentions or likely intentions of a person. It does not matter how or in what capacity you become aware of the Inside Information. It does not have to be obtained from HPP to constitute Inside Information.

2.3 Examples of Inside Information

Inside Information could be:

- (a) the financial performance of HPP against its budget;
- (b) changes in HPP's actual or anticipated financial condition or business performance;
- (c) changes in the capital structure of HPP, including proposals to raise additional equity or borrowings;
- (d) entry into or termination of a material contract;
- (e) proposed changes in the nature of the business of HPP;
- (f) changes to the Board or significant changes in key management personnel;
- (g) material acquisitions or sales of assets by HPP; and
- (h) a material claim against HPP or other items which have the potential to significantly impact HPP's reputation.

2.4 When is information generally available?

Information is “generally available” if:

- (a) it consists of publicly available, readily observable matter;
- (b) it has been made known in a manner likely to bring the information to the attention of people who commonly invest in securities of a kind whose price or value might be affected by the information, and, since it was made known, a reasonable period for it to be disseminated among such persons has elapsed;
- (c) it is derived from information which has been made public; or
- (d) it consists of observations, deductions, conclusions or inferences made or drawn from the other generally available information.

2.5 Penalties

Breach of the insider trading laws may subject you to:

- (a) criminal liability – penalties include heavy fines and imprisonment;
- (b) civil liability – you can be sued by another party or HPP for any loss suffered as a result of illegal trading activities; or
- (c) 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, this Policy, or both, will also be regarded by HPP as serious misconduct which may lead to disciplinary action or dismissal.

3. Policy on dealing in HPP Securities

3.1 No dealing when in possession of Inside Information

HPP Personnel must not deal in any HPP Securities at any time if they have Inside Information.

3.2 No dealing in Prohibited Periods

HPP Personnel must not deal in HPP Securities during the following prohibited periods and any extension to those periods, or any additional period, as specified by the Board (**Prohibited Periods**) except in accordance with this policy:

- (a) from 10 business days before, to the close of trading on the business day on which HPP's quarterly activities and cash flow reports are announced to ASX;
- (b) from the day after the half year end, to the close of trading on the business day on which HPP's half yearly results are announced to ASX; and
- (c) from the day after the financial year end, to the close of trading on the business day on which HPP's annual results are announced to ASX.

HPP Personnel may deal in HPP Securities at other times subject to complying with insider trading prohibitions (see section 2 above) and the other requirements of this policy.

3.3 Notification of intent to trade

If any HPP Personnel propose to deal in HPP Securities they must first provide written notice, substantially in the form of the template in **Annexure A**, to the Chair, if they are a member of the Leadership Team, otherwise the Company Secretary (each a **Notification Officer**). The relevant Notification Officer may appoint a delegate to act on his or her behalf in the case of temporary absence.

Before dealing in HPP Securities, HPP Personnel must receive a written clearance from the Notification Officer. A clearance expires 5 business days from its date, unless it specifies a different expiry date.

3.4 Clearance is not endorsement or approval

A clearance to trade confirms that the proposed dealing by the HPP Personnel is within the terms of this Policy but does not otherwise constitute approval or endorsement by HPP or the Notification Officer for the proposed dealing. Even if a clearance is granted, HPP Personnel remain personally responsible for assessing whether the insider trading prohibitions apply.

A register of notifications and clearances is to be kept by the Company Secretary.

3.5 Notification of completed trade

In addition to providing prior notification and seeking clearance under section 3.3, HPP Personnel must confirm in writing to the relevant Notification Officer, within 3 business days from when the dealing in HPP Securities has occurred, the number of HPP Securities affected and the relevant parties to the dealing.

3.6 Securities of other entities

The Board may extend this policy by specifying that HPP Personnel are also restricted from dealing in the securities of other specified entities with which HPP may have a close relationship.

3.7 Associates

This policy also applies to associates of HPP Personnel. HPP Personnel must communicate on behalf of their associate with the Notification Officer for the purposes of this policy. 'Associates' of HPP Personnel include their family members, trusts, companies, nominees and other persons over whom any HPP Personnel has, or may be expected to have, investment control or influence. If you are in doubt as to whether a person is an associate, you should contact the Company Secretary who will make a determination on the issue.

4. Exceptional circumstances

4.1 Request to deal in HPP Securities

HPP Personnel may request, and the Chair (or the Board where the Chair is involved) may give prior confirmation for any HPP Personnel to deal in HPP Securities during a Prohibited Period if there are exceptional circumstances (but not if this would breach the insider trading prohibitions - see section 2 above).

The requirements of sections 3.3 to 3.5 must also be complied with regarding prior notification, clearance and notification of dealing.

4.2 Exceptional circumstances

Exceptional circumstances may include:

- (a) severe financial hardship, for example, a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant HPP Securities;
- (b) requirements under a court order or court enforceable undertakings or other legal or regulatory requirements; or
- (c) other exceptional circumstances as determined by the Chair (or the Board where the Chair is involved),

but not if this would breach the insider trading prohibitions - see section 2 above.

If the Chair (or the Board where the Chair is involved) has any doubt in making a determination of exceptional circumstances, they should exercise the discretion with caution.

5. Permitted dealings

The following types of dealing are excluded from the operation of section 3 of this Policy and may be undertaken at any time without requiring prior notification, approval or clearance or notification of dealing, subject to the insider trading prohibitions:

- (a) **(no change in beneficial ownership)** transfers of HPP Securities where the transfer does not result in a change of beneficial ownership of the HPP Securities;
- (b) **(other trustees)** where any HPP Personnel are a trustee, trading in HPP Securities by the respective trust provided such HPP Personnel are not a beneficiary of the trust and any decision to trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of such HPP Personnel;
- (c) **(takeover)** disposal of securities arising from the acceptance of a takeover offer or scheme of arrangement;
- (d) **(capital events)** trading under an offer or invitation made to all or most of the 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;
- (e) **(lender disposal)** a disposal of HPP Securities that is the result of a secured lender (or financier) exercising their rights, however, this does not extend to disposal under a margin lending agreement where such agreements are prohibited by this policy;
- (f) **(bonus issue)** acquiring HPP Securities under a bonus issue made to all holders of HPP Securities of the same class; and
- (g) **(subscription under disclosure document)** subscribing for HPP Securities under a disclosure document.

6. Further restrictions

6.1 Margin lending

HPP Personnel are not permitted to enter into margin lending arrangements in relation to HPP Securities. This is on the grounds that the terms may require HPP Securities to be sold during a Prohibited Period or when they possess inside information.

This restriction does not extend to other funding arrangements where HPP Securities may be included as security. HPP Personnel should consult the Company Secretary if they are uncertain as to whether an arrangement should be classified as a margin lending arrangement.

6.2 No short term or speculative trading

HPP encourages HPP Personnel to be long term investors in the Company. HPP Personnel must not engage in short term or speculative trading in HPP Securities or in financial products associated with HPP Securities. Short term means, in less than a 6 month period. HPP Personnel are not permitted to engage in short selling of HPP Securities.

6.3 No hedging

HPP Personnel must not, without prior written consent of the Chair, enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in any HPP equity based remuneration scheme.

6.4 Large Dealings

HPP Personnel must not sell more than 2% of HPP's total issued share capital worth of securities in any 6 month period without obtaining approval from the Chair (or the Board where the Chair is involved), as to the form and timing of the sale and the management of its public disclosure.

7. Disclosure of Directors' security dealings

The directors of HPP are obliged to provide the necessary information to HPP, to allow HPP to comply with the ASX Listing Rule requiring disclosure of details of directors' interests in HPP Securities.

Details of an initial investment and on-going transactions are to include the transaction date, the number and class of HPP Securities held before and after the change, the nature of the change, and consideration payable in connection with the change, or if a market consideration is not payable, the value of the HPP Securities the subject of the change.

Details of changes in HPP Securities not registered in the director's name but in which the director has a relevant interest within the meaning of section 9 of the Corporations Act, must also be provided. Directors are to provide the required information within three business days after the date of the change.

Directors also agree to provide appropriate information on securities held at the date of ceasing to be a director.

Approved by the Board of Health and Plant Protein Group Limited

Review date: 25 July 2022

Annexure A

Notification to deal in HPP Securities

Instructions

This form is to be used in conjunction with HPP's Securities Trading Policy (Policy) which is available on the HPP website. Terms defined in the Policy have the same meaning in this form. If you have any questions, please contact the Company Secretary.

Your Notification Officer is set out in the Policy. If under the Policy you are required to notify us of a proposed transaction, please complete Part A and send it to the Notification Officer.

You must receive the clearance set out in Part B completed by the Notification Officer before you trade. You must send a notification of dealing and details of your trade to the Notification Officer in the time required.

1. Part A – Notification by HPP Personnel

Name
Description of HPP Securities (ie number and class of Securities)
Nature of agreement/ dealing (sale/ purchase/ subscription)
Proposed date of transaction

I confirm that:

- I am not in possession of any unpublished information which, if generally available, might materially affect the price or value of HPP Securities; and
- the transaction in HPP Securities described above does not contravene the Policy.

Signed: _____ Dated: _____


2. Part B – Clearance by the Notification Officer


This clearance confirms that the proposed dealing is within the terms of the Policy but does not otherwise constitute an approval or endorsement of the proposed dealing.

Name: _____ Title: _____

Signed: _____ Dated: _____

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 www.hppgroup.com

