

Securities Dealing Policy

Dalrymple Bay Infrastructure Limited

Reviewed by the Board on 30 November 2022

1 What is this Policy about?

The purpose of this Policy is to:

- ensure that public confidence is maintained in the reputation of Dalrymple Bay Infrastructure Limited and its subsidiaries (DBI), directors and employees of the Group and in the trading of DBI's securities;
- outline the policy and procedures that apply to directors and employees when dealing in DBI's securities; and
- outline the process directors and employees must follow when seeking approval for all dealings in DBI's securities at any time;
- recognise that some types of dealing in securities are prohibited by law.

DBI will take a substance over form approach and will have regard to the intent and spirit of this Policy when applying and enforcing it.

2 Who must comply with this Policy?

This Policy applies to all Directors of DBI and employees (collectively, **Employees**).

Employees must also take steps in relation to dealings by their **Connected Persons**. See section 5.2 for further information in relation to Connected Persons.

3 Restrictions applying to all Employees

3.1 No dealing while in possession of Inside Information

Employees must not deal in DBI's securities if:

- they have not obtained approval under Section 4 of this Policy;
- they are aware of Inside Information in relation to DBI; or
- DBI has notified Employees that they must not deal in securities (either for a specified period, or until DBI gives further notice).

Inside Information is information that:

- is not generally available to the market; and
- if it were generally available to the market, a reasonable person would expect it to have a material effect (upwards or downwards) on the price or value of a security.

Inside Information may include matters of supposition, matters that are not yet certain and matters relating to a person's intentions.

Section 7 contains further details regarding the scope of the insider trading laws.

3.2 The Front Page Test

It is important that public confidence in DBI is maintained. It would be damaging to DBI's reputation if the market or the general public perceived that Employees might be taking advantage of their position in DBI to make financial gains (by dealing in securities on the basis of Inside Information).

As a guiding principle, Employees should ask themselves:

*If the market was aware of all the current circumstances, could I be perceived to be taking advantage of my position in an inappropriate way? How would it look if the transaction were reported on the front page of the newspaper? (The **Front Page Test**)*

If the Employee is unsure, he or she should consult the Company Secretary.

Where any approval is required for a dealing under this Policy, approval will not be granted where the dealing would not satisfy the Front Page Test.

3.3 No dealing in blackout periods

Employees must not deal in DBI's securities during any of the following blackout periods:

- the period from the close of trading on the ASX on 31 December each year until the day following the announcement to ASX of the full-year results;
- the period from the close of trading on the ASX on 30 June each year until the day following the announcement to ASX of the half-year results; and
- any other period that the Board specifies from time to time.

3.4 No short-term or speculative dealing

Employees must not deal in DBI's securities on a short-term trading basis. Short-term trading includes buying and selling securities on market within a 3 month period, and entering into other short term dealings (for example, forward contracts).

Selling securities received on vesting of entitlements under an employee, executive or director equity plan within 3 months of the vesting date is not a short-term dealing.

Employees must not deal in DBI securities on a speculative basis, including short-selling. Short-selling involves borrowing and selling securities in the hope that they can be bought back at a lower price in the future to close out the short position at a profit.

3.5 Margin lending arrangements

Employees are prohibited from entering into a margin lending arrangement in respect of DBI securities.

3.6 Hedging of Company securities

Hedging includes entering into any arrangements that operate to limit the economic risk associated with holding DBI securities.

DBI securities acquired under an employee, executive or director equity plan operated by DBI must never be hedged prior to vesting.

DBI securities must never be hedged while they are subject to a holding lock or restriction on dealing under the terms of an employee, executive or director equity plan operated by DBI.

3.7 Dealing in other companies' securities

Employees may come into possession of Inside Information regarding another company where they are directly involved in client relationship management or negotiating contracts. For example, an employee may become aware that DBI is about to sign a major agreement with another company.

Employees must not deal in the securities in another company if they are aware of Inside Information in relation to that company, no matter how they came into possession of the Inside Information.

4 Approval process

4.1 Approval required for dealing outside blackout periods

- (a) During any period that is not a trading blackout period under section 3.3, Employees must, prior to any proposed dealing, seek approval for the proposed dealing in DBI's securities.
- (b) There are certain times during the year when approval under this Policy is more likely to be granted. These are the 4 week periods immediately following:
 - (1) the day after release of DBI's full-year results; and
 - (2) the day after release of DBI's half-year results;

Employees who wish to seek approval to trade under this Policy are encouraged to do so during these periods in accordance with Section 4.3. Trading at any time (even if approval has been obtained under this Policy) remains subject to the insider trading prohibition in the Corporations Act.

4.2 Exceptional circumstances for dealings during a blackout period

If an Employee needs to deal in securities during a blackout period due to exceptional circumstances and is **not** in possession of any Inside Information, then, they may apply for approval to deal. Exceptional circumstances are likely to include severe financial hardship or compulsion by court order.

Approval to deal will only be granted if the Employee's application is accompanied by sufficient evidence (in the opinion of the person providing clearance) that the dealing is the most reasonable course of action available in the circumstances.

Unless otherwise specified in the clearance notice, any dealing permitted under this section 4 must comply with the other sections of this Policy (to the extent applicable).

4.3 Written request process

- (a) Requests for approval under 4.1 or 4.2 should be submitted to the Company Secretary, who will forward it to:
 - (1) the Chair of the Board (in the case of the CEO or other Directors);
 - (2) the Chair of the Finance and Audit Committee (in the case of the Chair of the Board); and
 - (3) the CEO (in all other cases).

- (b) A request for approval to deal will be answered as soon as practicable. The approver, having consulted with members of management as appropriate, may:
- (1) grant or refuse the request;
 - (2) impose conditions on the dealing in their discretion.
- (c) The approver is not obliged to provide reasons for any aspect of their decision, and may revoke their approval at any time. If a request is not approved or an approval is revoked, that fact must be kept confidential.
- (d) Following receipt of approval to deal, the approved dealing must occur within 3 business days following approval (or such other time specified in the approval), otherwise the approval is no longer effective and fresh approval must be sought.
- (e) The Company Secretary must keep a record of all approvals sought and granted under this Policy.
- (f) Approval under this Policy is not an endorsement of the dealing. Employees are responsible for their own compliance with the law.

5 Additional restrictions

5.1 Directors – confirmation of trade required

Following any trade, Directors must promptly notify the Company Secretary, ideally by close of business on the day the trade is entered into. This is to assist the Company to comply with its disclosure obligations under the ASX Listing Rules.

5.2 Connected Persons

Employees must take appropriate steps to ensure that their “Connected Persons” only deal in securities in circumstances where the Employee to whom they are connected would be permitted to deal under this Policy, for example, by obtaining clearance in accordance with this Policy in respect of the Connected Persons’ dealings.

Connected Persons are:

- a family member who may be expected to influence, or be influenced by, the Employee in his or her dealings with DBI or DBI securities (this may include the Employee’s spouse, partner and children, the children of the Employee’s partner, or dependants of the Employee or the Employee’s partner); and
- a company or any other entity which the Employee has an ability to control.

6 Excluded Dealings

Sections 3.3, 3.4 and 4.2 of this Policy do not apply to:

- (a) participation in an employee, executive or director equity plan operated by DBI. However, where securities in DBI granted under an employee, executive or director equity plan cease to be held under the terms of that plan, any dealings in those securities must only occur in accordance with this Policy;

- (b) the following categories of trades:
- acquisition of DBI securities through a dividend or distribution reinvestment plan;
 - acquisition of DBI securities through a security purchase plan available to all retail securityholders;
 - acquisition of DBI securities through a rights issue; and
 - the disposal of DBI securities through the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
- (c) dealings that result in no effective change to the beneficial interest in the securities (for example, transfers of DBI securities already held into a superannuation fund or trust of which the Employee is a beneficiary); and
- (d) trading under a pre-approved non-discretionary trading plan, where the Employee did not enter into the plan or amend the plan during a blackout period, the plan does not permit the Employee to exercise any influence or discretion in relation to trading under the plan and the plan cannot be cancelled during a blackout period, other than in exceptional circumstances;

However, given such dealings **remain subject to the insider trading rules** in the Corporations Act. Employees should still consider any legal or reputational issues (and discuss any concerns they have with the Company Secretary) before proceeding with the dealing.

7 What are the rules about insider trading?

Broadly speaking, the Corporations Act provides that a person who has Inside Information about a company must not:

- (a) buy or sell securities in a company, or enter in an agreement to buy or sell securities, or exercise options over securities, or otherwise apply for, acquire or dispose of securities (**deal**);
- (b) encourage someone else to deal in securities in that company; or
- (c) directly or indirectly provide that information to another person where they know, or ought to know, that that person is likely to deal in securities or encourage someone else to deal in securities of that company (**tipping**).

These restrictions apply to all securities, not just DBI securities.

8 What happens if this Policy is breached?

Breaches of this Policy will be regarded by DBI as serious and will be subject to appropriate sanctions. Any person who is suspected of breaching this Policy may be suspended from attending the workplace on full pay pending the outcome of investigations into the alleged breach. Any person who breaches this Policy could face disciplinary action (including forfeiture of securities and/or suspension or termination of employment).

Breaches of the insider trading laws have serious consequences for both the Employee concerned and DBI. Penalties under the Corporations Act include financial penalties and imprisonment.

9 Who should I contact?

Employees should contact the Company Secretary if they are unsure about whether it is acceptable to deal or communicate with others in relation to DBI's securities or other securities or if they have any other queries about this Policy.