

Pact Group Holdings Ltd
ACN: 145 989 644

Policy for Dealing in Securities



1. Introduction

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The purpose of this Policy for Dealing in Securities (**Policy**) is to raise awareness of the prohibitions against insider trading in the Corporations Act and to ensure that all Directors, Employees and contractors of the Company (and their associates) are aware of the insider trading laws as they apply to dealing in Company Securities.

The Board considers that compliance with this Policy is essential to ensure that acceptable standards of conduct are being met by all Directors and Employees of Pact Group.

Any non-compliance with this Policy will be regarded as serious misconduct which may entitle Pact Group to take corrective disciplinary action.

2 Persons to whom this Policy applies

This Policy applies to all Directors, Employees and certain contractors (where stated in their terms of engagement) of Pact Group.

3 Who to contact

Any Relevant Person who has queries about this Policy should contact the Company Secretary.

4 Defined terms

In this Policy, unless the context otherwise requires:

Board means the board of directors of the Company.

Company means Pact Group Holdings Ltd (ACN 145 989 644).

Company Securities means Securities in the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Deal or **Dealing** means:

- (a) buying or selling Securities;
- (b) entering into an agreement to buy or sell Securities; or
- (c) exercising options, rights or awards to acquire Securities.

Director means any director of the Company.

Employee means a person who is an employee, officer or person seconded to Pact Group.

Pact Group means the Company and its controlled entities.

Relevant Person means a Director or Employee.

Securities includes ordinary shares, options, rights, debentures, interests in a management investment scheme, derivatives (as defined in section 761D of the Corporations Act) and other financial products covered by the insider trading provisions in the Corporations Act.

5. Restrictions on dealing in Company Securities

5 Restrictions on dealing in Company Securities

5.1 Insider trading

(a) No trading in the Company's Securities when in possession of 'inside' or price sensitive information

Relevant Persons must not:

- (i) Deal in Company Securities;
- (ii) advise or procure another person to Deal in Company Securities; or
- (iii) pass on price sensitive or 'inside' information to someone else (including colleagues, family or friends) knowing (or where it ought reasonably be known) that the other person will, or is likely to, use that information to Deal in, or procure someone else to Deal in, Company Securities, where they are in possession of price sensitive or 'inside' information (see paragraph (b) below for further detail on what this constitutes). This includes circumstances where the Company is in possession of price sensitive or 'inside' information and has notified Relevant Persons that they must not Deal in Company Securities (either for a specified period, or until the Company gives further notice).

Where this Policy restricts a Relevant Person from doing an act or thing in relation to the Company's Securities, the Relevant Person must ensure that the following do not do that act or thing either:

- a family member who may be expected to influence, or be influenced by, the Relevant Person in their dealings with the Company or its Securities (this may include the Relevant Person's spouse, partner and children, the children of the Relevant Person's partner, or dependents of the Relevant Person or the Relevant Person's partner); and
- a company or any other entity which the Relevant Person has an ability to control.

(b) What is inside or price sensitive information?

Information is 'inside' or 'price sensitive' if it is not generally available but, if it were generally available, a reasonable person would expect it to have a material effect (upwards or downwards) on the price or value of a security.

For the purposes of the insider trading provisions of the Corporations Act, information is defined broadly and includes matters of supposition and other matters which are insufficiently definite to warrant being made known to the public. It also includes matters relating to the intentions of a person.

Relevant Persons need not be an 'insider' to come across inside or price sensitive information. It does not matter how a Relevant Person comes to know the inside or price sensitive information, for example, a Relevant Person could learn it in the course of carrying out their duties or outside of work at a social function. What is required is for the Relevant Person to possess inside information and to know, or to have ought reasonably to know, that the information is inside information.

Information will be considered to be 'generally available' and therefore not inside information if it:

- (i) consists of readily observable matter;

5. Restrictions on dealing in Company Securities

- (ii) has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in any of the classes of Company Securities and since it was made known, a reasonable period for it to be disseminated among those persons has elapsed. That is, information will be 'generally available' if it has been published in an annual report or prospectus or similar document and a reasonable period of time has elapsed after the information has been disseminated in one of these ways; or
- (iii) consists of deductions, conclusions or inferences made or drawn from information referred to in paragraph 5.1(b)(i) above or information made known as mentioned in paragraph 5.1(b)(ii) above, or both.

Under the Corporations Act, information is likely to have a material effect on the price or value of Securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those Securities.

5.2 Examples of inside or price sensitive information

Inside or price sensitive information can include:

- (a) the financial performance of the Company against its budget or any of its businesses against their budgets;
- (b) changes in the Company's actual or anticipated financial condition or business performance;
- (c) a possible material acquisition or sale of any assets by the Company or any of its subsidiaries;
- (d) a possible change in the Company's capital structure;
- (e) a proposed dividend;
- (f) changes to the Board or members of senior management;
- (g) development of a new business line or product offering;
- (h) likely or actual entry into, or loss of, a material contract by the Company or any of its subsidiaries; or
- (i) any possible claim against the Company or any of its subsidiaries or other unexpected liability.

5.3 Consequences of breach of insider trading laws

Breaches of the insider trading laws have serious consequences for both the Relevant Person concerned and the Company.

A person who commits a breach of the insider trading provisions could be subject to criminal liability (substantial fines or imprisonment or both may be imposed) or civil liability (substantial fines may be imposed) under Australian law. A person who contravenes or is involved in a contravention of these provisions may also be liable to compensate any person who suffers loss or damage resulting from the conduct. In addition, an actual or suspected breach of the insider trading laws may also give rise to adverse public scrutiny and media comment.

It is therefore important that Relevant Persons adhere to this Policy at all times.

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 is proven to have breached this Policy could face disciplinary action (including forfeiture of securities and/or suspension or termination of employment).

6. Securities in listed companies

6 Securities in listed companies

While in general, Relevant Persons are free to deal in securities in listed companies, the insider trading prohibitions under the Corporations Act extend to Dealing in listed companies that Pact Group may be engaging with (including Pact Group's customers, contractors or business partners) where an employee possesses price sensitive or 'inside' information in relation to that other company.

If a Relevant Person is aware of information that is not generally available but which, if it were generally available, a reasonable person would expect to have a material effect on the price or value of a security, the Relevant Person should not deal in the securities of the companies that it affects.

Relevant Persons may come into possession of price sensitive or 'inside' information where they are directly involved in client relationship management or negotiating contracts. For example, where a Relevant Person is aware that Pact Group is about to sign a major agreement with a listed company, the Relevant Person should not buy securities in either the Company or the listed company.

Version Control Page

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