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Finder Energy Holdings Limited (ACN 656 811 719)

## 1 Introduction

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Insider trading is illegal. Finder Energy Holdings Limited (ACN 656 811 719) (**Finder**) has adopted this Policy to minimise the risk of insider trading in Finder shares occurring and eliminate any appearance of possible insider trading. Finder wants to avoid the associated significant reputational damage and legal consequences.

## 2 Policy application

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This Policy applies to:

- **Restricted Persons**, being an employee who, due to their seniority or role within Finder or its subsidiaries (**Group**), are likely to come into possession of material information of a financial, operational or strategic nature concerning Finder, that will or is likely to have a material effect on the price or value of Finder securities, including:
  - the Directors;
  - the Chief Executive Officer (**CEO**);
  - the Chief Financial Officer (**CFO**);
  - the Company Secretary;
  - all other key management personnel;
  - any person in a managerial position who reports to the CEO or the CFO;
  - executive assistants to any of the persons listed above;
  - staff who work in the finance area or in a strategic planning group; and
  - staff (including IT staff) who have access to a key management personnel's email or documents;
- **Closely Connected Persons** of a Restricted Person, including, for example:
  - a spouse or de facto partner;
  - minor children; or
  - a family trust that the Restricted Person or their close family members may control or have an interest in; and
- contractors and consultants of the Group.

Finder may extend this Policy to other staff members working on a market sensitive matter.

A breach of this Policy will be regarded as serious misconduct which may lead to disciplinary action, including removal or dismissal. Failure to comply strictly with this Policy may expose you or the Group to serious civil or criminal liability.

## 3 Trading restrictions – overview

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You must not trade in Finder securities:

- at any time when you have **inside information (section 4)**, even if:
  - the trade occurs outside a black-out period;
  - the trade falls within an exclusion under this Policy; or

- clearance has been given for the trade (whether in exceptional circumstances or otherwise); or
- during a **prohibited period** unless you have clearance to trade (subject to some exceptions) (**section 5**).

Finder securities includes ordinary shares, preference shares, options, performance rights, convertible notes, debentures, warrants, derivatives and other hedging instruments and mechanisms.

## 4 Insider trading prohibition

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If you are in possession of **inside information**, you must **not**:

- deal in (that is, apply for, purchase or sell) Finder securities or enter into an agreement to do so;
- procure, advise or encourage someone to deal in Finder securities in any way or enter into an agreement to do so; or
- pass on the information to someone you know or suspect (or ought to know or suspect) may use the information to deal or procure dealing of Finder securities.

Doing any of these things is **insider trading**. If you have inside information about Finder, you cannot trade Finder securities or do any of these things. If in doubt, you should not trade.

Insider trading is prohibited at all times, regardless of how you come to have the information and regardless of whether you trade in your own name or for yourself or not. Inside information does not need to have been obtained from Finder. It can come from any source.

This insider trading prohibition is not limited to information concerning Finder securities. If you have inside information in relation to another entity, you must not deal in that entity's securities. Examples include where Finder or another member of the Group is contemplating or in confidential discussions about a transaction or action (eg, relating to a proposed acquisition, joint venture arrangement or key customer changes) or strategic change.

### **Inside information**

Inside information (also called price sensitive information) is information which:

- is not generally available; or
- 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 Finder securities (that is it would, or would be likely to, influence people who commonly invest in Finder securities in deciding whether to trade them).

Inside information can include speculation, supposition or inference and may also relate to the intentions or likely intentions of a person.

Examples of inside information include the following:

- A transaction that will lead to a significant change in the nature or scale of an entity's activities.
- A material mineral or hydrocarbon discovery.
- Material acquisitions or disposals.
- Granting or withdrawal of a material licence.
- Entry into, variation or termination of a material agreement.
- Becoming a plaintiff or defendant in a material lawsuit.
- The fact that a company's earnings will be materially different from market expectations.
- Significant regulatory decisions that affect the entity.
- The appointment of a liquidator, administrator or receiver.
- The commission of an event of default under, or other event entitling a financier to terminate, a material financing facility.
- Under subscriptions or over subscriptions to an issue of securities.
- Giving or receiving a notice of intention to make a takeover.
- A large claim against an entity or unexpected liability.

- The financial performance of a company.
- Changes in a company's actual or anticipated financial condition or business performance.
- Budget or completion forecasts for material projects.
- Proposed distribution payments, bonuses or new share issues.
- Changes in a substantial investor's holdings.
- A possible change in capital structure.
- A proposal to undertake a major change in financing.
- A significant change in a company's market share.
- Proposed board or senior management changes.
- Any rating applied by a rating agency to an entity or its securities and any change to such a rating.

#### **When information is 'generally available'**

Information is generally available if:

- it is readily observable;
- it has been brought to the attention of people who commonly invest in Finder securities (eg, through an announcement to ASX), and a reasonable time period has passed; or
- it consists of deductions, conclusions, or inferences made or drawn from the available information.

## **5 Prohibited periods**

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**Prohibited periods** are the following **black-out periods**:

- close of trading on the last trading day of the end of the half-year period and the next trading day that is at least one full trading day after release of Finder's half-year financial accounts;
- close of trading on the last trading day of the end of the full-year period and the next trading day that is at least one full trading day after release of Finder's annual financial accounts; and
- close of trading on the last trading day of each financial quarter and the next trading day that is at least one full trading day after release of Finder's quarterly reports for those financial quarters.

The Board may vary the black-out periods above or impose a restriction on trading during any other period by providing notice (written or electronic) to all Restricted Persons.

## **6 Excluded trading**

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Subject to the insider trading prohibition in **section 4**, the following types of trading are excluded from the restrictions under this Policy and do not require prior written clearance:

- **certain transfers** – dealings resulting in no change to the beneficial interest in the securities (eg, transfers between Restricted Persons and a Closely Connected Person or a Restricted Person and their superannuation fund);
- **takeover, scheme or buyback** – disposal arising from the acceptance of a takeover offer, scheme of arrangement or equal access buyback;
- **pro rata rights issues** – disposal of rights acquired or acquisition of Finder securities under a pro rata rights issue;
- **security purchase plans and dividend or distribution reinvestment plans** – acquisition of Finder securities under a security purchase plan or a dividend or distribution reinvestment plan where the Restricted Person does not commence or amend their participation in the plan during a prohibited period;
- **pre-determined investment or divestment plans** – acquisition or disposal of Finder securities under a pre-determined investment or divestment plan where:
  - the Restricted Person did not enter into or amend the plan during a prohibited period; and
  - the plan does not permit the Restricted Person to exercise any discretion over how, when, or

whether to acquire or dispose of securities;

- **director share qualifications** – the obtaining by Directors of a share qualification;
- **incentive schemes** – acquisition of securities under Finder's employee incentive scheme, or the conversion of a convertible security;
- **acting as trustee** – dealings by Restricted Persons as a trustee, provided they are not a beneficiary of the trust and the decision to trade is taken by other directors or trustees of the trust independent of them;
- **convertible securities** – where the final date for the exercise of the option or right, or conversion of the security falls during a prohibited period and the Restricted Person could not reasonably be expected to have exercised the option or right during a permitted trading period;
- **third party schemes** – an investment in, or trading in units of, a fund or other scheme (other than one only investing in Finder securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- **lender disposals** – disposal of Finder securities resulting from a lender's exercise of rights under margin lending or other secured financing arrangement, where prior written approval was received for entry into the arrangement (see **section 8**).

## 7 Clearance to trade

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In exceptional circumstances, approval may be given by an Authorising Officer for you to trade during a prohibited period.

**Exceptional circumstances** may include, but are not limited to:

- severe financial hardship – an immediate and pressing financial commitment that cannot be satisfied otherwise than by selling the relevant securities;
- where there is a court order or other legal or regulatory obligation to transfer or accept a transfer of Finder securities; or
- other circumstances determined by the Authorising Officer to be exceptional.

### **Requesting clearance**

To request a clearance to trade, apply in writing to the Authorising Officer in the table below:

- detailing the exceptional circumstances;
- including sufficient evidence that the requested trade is the most reasonable course of action available in the circumstances; and
- including a statement that you are not in possession of any inside information that might preclude you from trading.

<b>Applicant</b>	<b>Authorising Officer</b>
Employee other than a senior executive	The Company Secretary or, in his/her absence, the CEO
Director (other than the Chair), CEO or senior executive	The Chair or, in his/her absence, the chair of the Audit and Risk Committee
Chair	The CEO

### **Clearance decision**

The Authorising Officer will notify you in writing within three business days of receiving your application whether clearance to trade is granted.

The decision of the Authorising Officer is made in their sole discretion and is final and binding. The Authorising Officer does not need to provide reasons.

In considering an application, the Authorising Officer will have regard to the purpose of this Policy which is not only to minimise the risk of insider trading but also to avoid the appearance of insider trading and the reputational damage it can cause and any other matters the Authorising Officer thinks fit.

Clearance to trade should generally not be granted if:

- Finder is considering any market announcement regarding trading results, corporate transactions or otherwise, or is relying on ASX Listing Rule 3.1A;
- the Authorising Officer considers there is information that is not generally available, but if it were, it would be likely to have a material effect on the price or value of Finder securities; or
- there is a risk that the market will suspect you had inside information, or there is a risk of reputational damage to Finder.

If clearance to trade is:

- granted:
  - it is valid for five business days unless another period is stated in the clearance to trade;
  - the Authorising Officer may withdraw the clearance to trade if new information becomes available or there is a change in circumstances; and
  - it is not an endorsement of the proposed trade and you are responsible for your own investment decisions and ensuring you comply with the insider trading laws; or
- refused, you must keep that information confidential and must not disclose it to anyone.

## 8 Other restrictions

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You must **not**:

- **Short term trading** – engage in short term (less than 90 days) or speculative trading in Finder securities or in financial products associated with Finder securities;
- **Short selling** – engage in short selling Finder securities;
- **Hedging transactions** – enter into a hedging or similar arrangement that would limit your exposure to risk relating to part or all of your remuneration that has not vested or has vested but remains subject to a restriction arrangement (eg, a holding lock);
- **Margin lending and other secured financing arrangements** – enter into a margin loan or other secured lending arrangement without prior written approval from the Board. If you have entered into any margin lending arrangement, hedging or any other secured financing arrangement with the Board's approval, you must keep the Company Secretary informed of any change in circumstances that may be relevant to Finder's continuous disclosure obligations.

## 9 Notice of intention to trade

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If you are a Restricted Person, you are required to notify Finder of intended dealings in Finder securities, by yourself or your Closely Connected Persons, at least three days prior to the intended trading. This should be done by notice to the relevant Authorising Officer outlining:

- name of security holder;
- proposed date of trading;
- type of trading (purchase, sale, etc); and
- number of securities involved.

Following completion of the proposed trade, you must confirm to the Authorising Officer that the trade has occurred, and details of the price per security.

The Company Secretary maintains a register of Restricted Persons and monitors your trading in Finder securities.

Finder may require you to provide details about any trading in Finder securities and you must respond in a timely manner.

## 10 Director notifications

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Directors must provide details of changes in Finder securities they hold (directly or indirectly) to the Company Secretary as soon as reasonably possible (and no later than three business days) after any change to their relevant interest in Finder securities to enable Finder to comply with its obligations under the ASX Listing Rules.

Directors are reminded that it is their obligation under section 205G of the Corporations Act to notify the ASX within 14 days after any change in their interest if Finder has failed to do so.

## 11 Policy review

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Finder will periodically review this Policy to check that it is operating effectively.

The Company Secretary is authorised to make administrative and non-material amendments to this Policy.

Finder will give to ASX a copy of an amended Policy if it changes:

- the prohibited periods for trading (**section 5**);
- the trading that is excluded from the operation of this Policy (**section 6**); or
- the exceptional circumstances where trading during a prohibited period may be permitted (**section 7**), within five business days of the change taking effect.

Version Number	Revision Date	Document Owner	Document Approver
v.2	1 August 2024	Company Secretary	Board of Directors

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