



ASX ANNOUNCEMENT (ASX: CPT)

25 March 2022

UPDATED SECURITIES TRADING POLICY

Cipherpoint Limited (**Company**) (ASX:CPT) advises that the Board has adopted an updated Securities Trading Policy for the Company as part of a review and update of the overall corporate governance policies and procedures of the Company.

The updated Securities Trading Policy is enclosed with this announcement and is being released to ASX in accordance with Listing Rule 12.10.

The other updated corporate governance policies and procedures of the Company are available on the website of the Company.

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This announcement has been approved for release by the Board.

About Cipherpoint Group

Cipherpoint through its wholly owned subsidiaries Brace 168 and VITCS is a focused managed cyber security services business. It utilizes its best of breed security operations centre and a highly trained operations and advisory team to identify and detect security vulnerabilities using Brace168's unique cyber security approach driven by the NIST framework. It provides innovative IT and cyber security solutions to a broad range of enterprise sectors and government.

Further information

For further information, please visit <https://cipherpoint.com>

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SECURITIES TRADING POLICY

CIPHERPOINT LIMITED

[ACN 120 658 497]

1. BACKGROUND AND PURPOSE

- 1.1. The Company is admitted to the official list of the ASX. Securities of the Company are quoted and traded on ASX. Other classes of securities of the Company may from time to time be quoted and traded on ASX.
- 1.2. This Policy is a corporate governance policy of the Company adopted by the Board with the express intention and purpose of seeking to implement good corporate governance practices, to achieve good governance outcomes and to comply with the requirements of the ASX Listing Rules.
- 1.3. This Policy regulates the sale and purchase of securities in the Company by Restricted Persons. Having regard to the size of the Company, all employees are considered to be Restricted Persons as at the date of adoption of this Policy. In the event there is growth in the number of employees of the Company and business and operations of the Company, the Board may revisit this Policy and determine that certain employees (who are expressly not otherwise, and are not associated with, directors, officers or other Senior Management or involved in the management of the Company) are deemed not to be Restricted Persons.
- 1.4. This Policy extends to all forms of securities of the Company. Securities can include, but are not limited to, shares, options, warrants, debentures, other forms of securities of or issued by the Company, units in shares and other securities and legal or equitable rights or interest in shares or other securities.
- 1.5. This Policy aims to reduce the risk of insider trading and ensure that Restricted Persons are aware of the legal restrictions on trading securities in the Company whilst in possession of Inside Information concerning the Company.
- 1.6. In addition, this Policy sets out when trading in the Company's securities by Restricted Persons is not permitted. Restrictions on trading are imposed by the Company to reduce the risk of insider trading and to minimise the chance that misunderstandings or suspicions arise that the Restricted Persons are trading while in possession of Inside Information.
- 1.7. Definitions and meanings of abbreviated terms are set out in a glossary at the end of this document.

2. BREACHES OF THIS POLICY

- 2.1. A breach of this Policy is serious and may lead to disciplinary action. Disciplinary action may include dismissal where the breach is committed by an employee.
- 2.2. A breach of this Policy may also be a breach of the law carrying serious penalties.

3. WHAT IS SECURITIES TRADING?

For the purposes of this Policy, the use of the terms “trading” or “dealing” include, but are not limited to, buying, selling, acquiring, disposing of, transferring or granting or receiving interests in securities.

4. INSIDE INFORMATION AND INSIDER TRADING

4.1. The insider trading provisions are contained in Part 7.10 Division 3 of the *Corporations Act*. The *Corporations Act* prohibits any person who possesses Inside Information and who knows or ought reasonably to know, that the information qualifies as Inside Information from:

- (a) dealing in the Company’s securities; or
- (b) procuring another person to deal in the Company’s securities; or
- (c) directly or indirectly communicating the Inside Information, or causing the inside information to be communicated, to any person who they know, or ought reasonably to know, would be likely to deal in the Company’s securities or procure another person to do so.

All persons (including Restricted Persons) are prohibited from trading in securities of the Company if they are in possession of Inside Information.

5. POLICY

5.1. Consistent with the insider trading provisions of the *Corporations Act*, all Restricted Persons are prohibited from trading in the Company’s securities while in possession of Inside Information concerning the Company.

5.2. Restricted Persons must not communicate any Inside Information to any other person, including family members and associates. In addition Restricted Persons are prohibited from trading in the Company’s securities during:

- (a) each period of 14 days immediately prior to the intended date for the Company’s release of its annual financial statements to ASX until 24 hours immediately after the date of release;
- (b) each period of 14 days immediately prior to the intended date for the Company’s release of its half year financial statements to ASX until 24 hours immediately after the date of release;
- (c) each period of 14 days immediately prior to the intended date for the Company’s release of its quarterly activities and cashflow reports to ASX until 24 hours immediately after the date of release;

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- (d) each period of 24 hours immediately after the date upon which the Company issues a price-sensitive ASX announcement; and
 - (e) any other period determined by the Board,
- except where otherwise permitted under clause 5.7 of this Policy.

5.3. No Restricted Person may deal in the Company's securities at any time for short-term gain, including by buying and selling the Company's securities in a 3 month period, without the written approval of an Authorised Person.

5.4. In order to ensure compliance with this Policy:

- (a) all Restricted Persons must discuss any proposed dealing with (and obtain written approval from) an Authorised Person prior to trading the Company's securities at any time; and
- (b) if the dealing is proposed to be made by an Authorised Person, the Authorised Person who proposes dealing must discuss (and obtain written approval from) a separate Authorised Person prior to trading the Company's securities at any time.

5.5. All requests to deal shall be made by email addressed to all Authorised Persons and shall, if the request is being made during a prohibited trading period, include the reasons for requesting the approval and supporting documentation. If granted, the authorisation to deal given by the Authorised Person will be in writing and may contain a specified time period during which the trading of securities may occur. A copy of any authorisation to trade must be given to the Secretary.

5.6. An Authorised Person shall endeavour to respond to a request to deal made in accordance with clauses 5.4 and 5.5 within 48 hours of the making of the request.

5.7. Restricted Persons who are not in possession of Inside Information may be given prior written clearance by an Authorised Person in accordance with clauses 5.4 and 5.5 to deal in the Company's securities during a prohibited trading period as provided for under clause 5.2 in the following circumstances:

- (a) where the person faces financial hardship;
- (b) where the person is required to sell their securities by court order, court enforceable undertaking or other requirement by law; or
- (c) where such other exceptional circumstances exist as approved and determined by the Authorised Person giving the written clearance to deal.

6. **DISCLOSURE OF DIRECTORS' INTERESTS**

- (a) Each Director must provide the Secretary all information regarding trading in the securities of the Company within two days of such trading (or such shorter period as required to comply with regulatory requirements) to ensure compliance with

applicable law (including the Corporations Act and Listing Rules).

- (b) When advising the ASX of any change to a notifiable interest of a Director, the Company must ensure that the ASX be advised whether this occurred during a prohibited trading period where prior written clearance was required for the trading, and if so, whether and when prior written clearance was provided.

7. TRADING EXCLUDED FROM THE RESTRICTIONS OF THIS POLICY

7.1. Subject to clause 7.2, trading by the Company's Restricted Persons and employees in the following circumstances is excluded from the restrictions in this Policy:

- (a) where ordinary shares in the Company are acquired by conversion of securities giving a right of conversion to ordinary shares, such as conversion of performance rights or exercise of options (provided the Restricted Person must not otherwise deal with the ordinary shares except in accordance with this Policy);
- (b) where securities are acquired under a bonus issue made to all holders of securities in the same class;
- (c) where the trading of securities results in no change to the beneficial ownership interest in the securities;
- (d) transfers of securities already held into a superannuation fund or other saving scheme in which the person is a beneficiary, provided there is no change in the beneficial ownership;
- (e) where securities are acquired under a dividend reinvestment plan that is available to all holders of securities in the same class;
- (f) where securities are acquired or exercised under the Company's ESOP (provided the Restricted Person must not otherwise deal with the securities (including ordinary shares issued on exercise) except in accordance with this Policy);
- (g) the conversion of a convertible security where the final date for conversion falls due during a prohibited trading period under clause 5.2 (provided the Restricted Person must not otherwise deal with the securities issued on conversion of the convertible securities except in accordance with this Policy);
- (h) where securities are traded or acquired under an on-market buy back or any rights offer or share purchase plan;
- (i) where the securities are issued with shareholder approval;
- (j) undertaking to accept, or accepting into, a takeover offer;
- (k) a disposal of securities in the Company that is the result of secured lender exercising their rights;

- (l) trading under a non-discretionary trading plan for which prior written clearance has been provided where the trading plan was not entered into or amended during a closed period and where the trading plan does not permit officers to exercise any influence or discretion over how when or whether to trade; or
- (m) where a restricted person is a trustee, trade in the securities of the Company by that trust provided the restricted person is 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 the restricted person.

7.2. Nothing in clause 7.1 or in the Policy generally permits trading by a person in possession of Inside Information or if to do so would otherwise be contrary to or breach the *Corporations Act* or any other law.

8. APPLICATION OF RESTRICTIONS TO FAMILY MEMBERS AND OTHERS

Where a person related to or closely connected to a Restricted Person undertakes trading in securities of a type that is restricted for Restricted Persons by this Policy, there is often a presumption that such person has been privy to Inside Information held by the Restricted Person. Accordingly, to the extent it is in the Restricted Person's power to do so, Restricted Persons should ensure that securities trading which is prohibited under this Policy is not undertaken by their family members, company or trust over which the Restriction Person has any influence or control or is a beneficiary or any other individual, company or trust over which the Restricted Person has influence or control.

9. LISTING RULES

- 9.1. The Board shall do all acts, matters and things as may be necessary in order to ensure that the Company and Restricted Persons comply with the requirements of the ASX Listing Rules (as amended from time to time) in so far as they relate to this Policy.
- 9.2. In the event that the Company makes a material change to the Policy, the Board shall ensure that the amended Policy is given to the company announcements offices for release to the market as required by ASX Listing Rule 12.10.

10. POLICY REVIEW

Any changes to this Policy require approval of the Board. The Board will review the effectiveness of this Policy as required.

11. INTERPRETATION AND APPLICATION

- 11.1. This Policy is to be interpreted, applied and given effect in a manner which advances the spirit and intention of this Policy, with particular regard to recognising the requirements of the *Corporations Act* and the law generally.

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- 11.2. This Policy will apply, with such modifications as the context requires and permits, to the boards, directors, other officers, Senior Management and employees of subsidiaries of the Company.

12. GLOSSARY

In this Policy:

ASX means ASX Limited.

ASX Listing Rules means the listing rules of ASX as amended from time to time;

Authorised Person means each of the Chairperson, CFO and Secretary;

Board means the Board of the Company;

CFO means the Chief Financial Officer of the Company;

Chairperson means the chairperson of the Board;

Company means Cipherpoint Limited [ACN 120 658 497];

Corporations Act means the Corporations Act 2001 (Cth) as amended from time to time;

Director means a director of the Company for the time being;

Inside Information means information that is not disclosed or generally available and, if it were disclosed or generally available, a reasonable person would expect it to have a material effect on the price or value of the Company's securities (see section 1042 of the *Corporations Act*);

Policy means this Securities Trading Policy as amended from time to time;

Restricted Persons means the directors, officers, Senior Management and employees of the Company, and any entity which are controlled by them within the meaning of s50AA of the *Corporations Act 2001* (Cth), Restricted Persons may also include certain consultants of the Company who are put on notice they are bound by this Policy.;

Secretary means the, or each, person appointed as a secretary of the Company for the time being; and

Senior Management means employees or consultants of the Company who manage the Company pursuant to the directions and delegations of the Board.

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