

Securities Trading Policy

FDC Consolidated Holdings Limited
(ACN 698 452 229)

Approved by the Board on 28 June 2026

Version 1.0

1 Purpose and Scope

FDC Consolidated Holdings Limited (ACN 698 452 229) has adopted this Policy to outline how it and its related bodies corporate (together, **FDC**) are bound by laws governing the conduct for buying, selling and otherwise dealing in securities.

The purpose of this Policy is to:

- (a) explain the types of conduct in dealing in securities that are prohibited under the Corporations Act. Such prohibitions apply to all Directors and personnel of FDC; and
- (b) establish a best practice procedure for the buying and selling of securities that protects FDC, its Directors and people against the misuse of unpublished information which could materially affect the value of securities.

REMINDER REGARDING INSIDER TRADING

The requirements imposed by this Policy are separate from, and additional to, the legal prohibitions in the Corporations Act on insider trading – see Section 4 for further information.
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2 Definitions

In this Policy, the following key terms have the corresponding meaning:

- (a) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (b) **dealing** includes:
 - (i) buying or otherwise applying for securities, whether on or off market;
 - (ii) selling or otherwise disposing of securities, whether on or off market;
 - (iii) arranging for someone else to buy, sell or otherwise apply for or dispose of securities;
 - (iv) margin lending, stock lending or other financing arrangements related to securities;
 - (v) issuing, underwriting or varying the terms of securities; and
 - (vi) transferring legal ownership of securities, even where beneficial ownership does not change.
- (c) **FDC Personnel** means:
 - (i) all directors, officers, employees, consultants and contractors of FDC and any other person designated as FDC Personnel by the Board in writing; and
 - (ii) any company, trust or other body or entity controlled by any of the persons referred to in subparagraph (i) above.
- (d) **inside information** means, in relation to securities, information that:
 - (i) is not generally available; and
 - (ii) if it were generally available, it would, or would be likely to, have a material effect on the price or value of those securities. This is satisfied where the information would, or would be likely to, influence investors in deciding whether to buy or sell securities,

and can include information which is of an uncertain nature, rumours, matters of supposition, matters relating to the intentions of a person (including FDC) and information which is insufficiently definite to warrant disclosure to the public.

- (e) **securities** includes:
- (i) shares;
 - (ii) options;
 - (iii) notes, bonds and other debentures;
 - (iv) interests in managed investment schemes, trusts and other financial products; and
 - (v) any derivatives of those securities, including equity swaps, futures, hedges and exchange-traded or over-the-counter options, whether settled by cash or otherwise.
- (f) **Trading Windows** means the periods specified in Section 5.1.1.

3 Who does this Policy Apply to?

This Policy applies to all FDC Personnel.

Section 4.2 of this Policy applies to:

- (a) all Directors and other Key Management Personnel (including the CEO);
- (b) all direct reports to Key Management Personnel;
- (c) any other personnel designated by the Board (collectively with paragraphs (a) and (b), **Relevant Personnel**); and
- (d) closely related parties (as that term is defined in the Corporations Act)¹ of all Relevant Personnel,

and the persons listed above are called **Restricted Persons**.

Where this Policy requires a Restricted Person to do something (eg, obtain clearance in accordance with Section 5.1), that person must also do so for their closely related parties.

4 All FDC Personnel

4.1 Prohibition on insider trading

- (a) No FDC Personnel may, while in possession of inside information concerning FDC, in breach of the Corporations Act:
 - (i) buy or sell any FDC securities at any time;
 - (ii) procure another person to deal in FDC securities in any way; or
 - (iii) pass on any inside information concerning FDC to another person for that person's own personal gain by dealing in FDC securities in any way, including if you know or should know that the person would, or would be likely to use the information to deal in those securities.

¹A 'closely related party' of a person includes that person's spouse, child, spouse's child, a dependent of the person or person's spouse, any other family member of the person who is in a position of influence over, or may be influenced by, the person, or a company controlled by the person.

- (b) All FDC Personnel are prohibited from dealing in the securities of outside companies about which they acquire inside information through their position with FDC.
- (c) The requirements imposed by this Policy are in addition to any legal prohibitions on insider trading. Trading in FDC securities is prohibited at any time by any FDC Personnel if that person possesses inside information.

4.2 No short-term dealing – buying and selling within three month period

FDC Personnel must not deal in FDC's securities on a short-term trading basis. Short-term trading includes buying and selling securities on market within a three month period, and entering into other short-term dealings (eg, forward contracts).

4.3 Hedging of FDC securities

Hedging includes entering into transactions in financial products that operate to limit the economic risk associated with holding FDC securities.

Hedging of FDC securities by FDC Personnel is subject to the following overriding prohibitions:

- (a) the hedge transaction must not be entered into, renewed, altered or closed out when the FDC Personnel is in possession of inside information;
- (b) FDC securities must never be hedged prior to the vesting of those FDC securities. In particular, FDC Personnel are prohibited from entering into any hedge transaction involving unvested equity held pursuant to any employee, executive or director equity plan operated by FDC; and
- (c) FDC securities must never be hedged while they are subject to a holding lock or restriction on dealing under the terms of any employee, executive or director equity plan operated by FDC.

Restricted Persons are permitted to hedge their vested and unrestricted FDC securities on the following conditions:

- the hedge transaction is treated as a dealing in FDC securities for the purposes of this Policy, and the relevant clearances and notifications are made on this basis; and
- the relevant requirements under Section 5.1 have been satisfied.

Where a Restricted Person enters into a hedging arrangement in respect of FDC securities, FDC may, where appropriate, disclose the fact and nature of the hedge (eg, in its Annual Report or to the ASX).

5 Restrictions on dealing in securities – Restricted Persons only

5.1 Trading Windows and clearance process

5.1.1 Trading Windows

Subject to Section 5.4, Trading Windows are the only times when Restricted Persons may deal in FDC's securities. Restricted Persons can only trade:

- (a) in the four weeks after announcement of the half year and full year financial results;
- (b) in the four weeks after FDC's AGM; and
- (c) during any other period that the Board specifies from time to time.

Provided that even when a Trading Window is operating, if you are in possession of Inside Information, you cannot trade.

5.1.2 Exceptional circumstances

If a Restricted Person needs to deal in securities outside of a Trading Window due to exceptional circumstances, the Restricted Person may apply to:

- (a) the Chair of the Board (if the Restricted Person is a Director (other than the Chair of the Board) or one of their closely related parties);
- (b) the Chair of the Audit Committee and the CEO (if the Restricted Person is the Chair of the Board or one of their closely related parties); or
- (c) the CEO or CFO (in the case of other Restricted Persons),

or their delegate (the **Reviewer**) for pre-clearance from compliance with the provisions of Section 5.1.1.

Exceptional circumstances for these purposes include severe financial hardship, compulsion by court order or any other circumstance that is deemed exceptional by the Reviewer.

Restricted Persons seeking pre-clearance under this clause must apply in writing to the relevant Reviewer setting out:

- the details of the proposed dealing, including an explanation as to the exceptional circumstances;
- the number and type of the securities the subject of the application;
- the proposed date(s) for executing the proposed dealing(s); and
- the reason the waiver is requested.

The Reviewer may, in their reasonable discretion, require further details from the requester, and may take the time they consider necessary to consider the request, including time to seek legal opinion.

Pre-clearance will only be granted if the Restricted Person's application is accompanied by sufficient evidence (in the opinion of the Reviewer) that the requested dealing is the only reasonable course of action available in the circumstances.

If pre-clearance is granted, the Restricted Person will be notified in writing (including by email) and in each circumstance the duration of the waiver to deal in securities will be two business days or as otherwise nominated by the Reviewer.

Where pre-clearance is given pursuant to this Section 5.1.2 the Restricted Person must notify the Company Secretary of the details of that waiver for record keeping purposes.

Unless otherwise specified in the clearance notice, any dealing permitted under this Section 5.1.2 must comply with the other sections of this Policy (to the extent applicable).

Where pre-clearance is refused, it is final and binding on the Restricted Person and the Restricted Person must keep all information relating to the waiver confidential.

5.2 Margin lending

Any dealing in FDC's securities by Restricted Persons pursuant to a margin lending arrangement is not permitted. Such dealings would cover:

- (a) entering into a margin lending arrangement in respect of FDC's securities;

- (b) transferring securities in FDC into an existing margin loan account; and
- (c) selling securities in FDC to satisfy a call pursuant to a margin loan.

5.3 Exclusions

Sections 5.1, 5.2 and 5.3 do not apply to:

- (a) participation in an employee, executive or director equity plan operated by FDC (eg, applying for an allocation of securities under an employee equity plan offer). However, where securities in FDC 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 passive trades:
 - (i) acquisition of FDC securities through a dividend reinvestment plan;
 - (ii) acquisition of FDC securities through a share purchase plan available to all retail shareholders;
 - (iii) acquisition of FDC securities through a rights issue or other pro rata entitlement offer; and
 - (iv) the disposal of FDC securities through the acceptance of a takeover offer;
- (c) dealings that result in no effective change to the beneficial interest in the securities (eg, transfers of FDC securities already held into a superannuation fund or trust of which the Restricted Person is a beneficiary); and
- (d) trading under a pre-approved non-discretionary trading plan, where the Restricted Person did not enter into the plan or amend the plan outside a Trading Window, the plan does not permit the Restricted Person to exercise any influence or discretion in relation to trading under the plan and the plan cannot be cancelled outside a Trading Window, other than in exceptional circumstances.

For the avoidance of doubt, such dealings are still subject to the insider trading restriction referred to in Section 4 (where applicable).

5.4 Securities in other companies

In general, Restricted Persons are free to deal in securities in other listed companies, but should note that the Corporations Act contains various prohibitions on trading in other listed companies with which FDC may be dealing (including FDC's customers, contractors or business partners) where that person possesses 'inside' information in relation to that other company.

Restricted Persons may come into possession of inside information where they are directly involved in client relationship management or negotiating contracts. For example, where the Restricted Person is aware that FDC is about to sign a major agreement with another company.

As noted in Section 4, all FDC Personnel are prohibited from dealing in the securities of outside companies about which they acquire inside information through their position with FDC.

If you are in doubt, you should: (a) not trade; (b) not pass the inside information to another person; and (c) immediately seek advice from FDC's legal team.

5.5 Responsibility for closely related parties

Restricted Persons must take steps to ensure that their closely related parties understand and will act in accordance with the terms of this Policy in relation to FDC's securities.

This means that each Restricted Person must:

- request their closely related parties to observe the notification and clearance procedure.
- take reasonable steps to ensure that their closely related parties do not engage in short-term dealings.
- take reasonable steps to ensure that their closely related parties do not enter into hedging arrangements.
- take reasonable steps to ensure that their closely related parties do not deal in FDC's securities outside of a Trading Window.

6 Escrow

Any FDC Personnel who holds FDC securities subject to binding restrictions on transfer (either as ASX restricted securities or through voluntary escrow arrangements) must comply with the terms of any applicable escrow arrangements and will be unable to trade in those securities during that time.

Once the escrow arrangements have ended, FDC Personnel are able to deal in those securities in accordance with the remaining provisions of this Policy.

7 Breach

Breaches of the insider trading laws have serious consequences for both the Restricted Person concerned and FDC. Breaches of this Policy are regarded as serious and will be subject to appropriate sanctions.

Any person who:

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

8 Who to contact

Any person who has any queries about this Policy should contact the Company Secretary.

9 Review

The Board will review this Policy biennially or as often as it considers necessary to check that it is operating effectively and to ensure it remains relevant to the current needs of FDC and the Board. This Policy may be amended by resolution of the Board.

If FDC makes a material change to this Policy, the amended Policy will be provided to the ASX for release to the market within five business days of the material changes taking effect.

Policy governance

Approver	Board
Review Cycle	Biennial
Next Review Date	June 2028

Material Revisions

Version	Approval Date	Effective Date	Details