

# BetMakers Technology Group Ltd

ACN 164 521 395

## Securities Trading Policy

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### 1. Interpretation

1.1 Capitalised words and phrases are defined terms. For definitions, see clause 21.

### 2. Background

2.1 The principal insider trading prohibition is section 1043A of the Corporations Act. Subject to limited exceptions, it prohibits a person (an **insider**) who has Inside Information relating to Securities from:

- (a) Trading in the relevant Securities or procuring another person to do so; or
- (b) communicating, directly or indirectly, Inside Information to someone else when the insider knows, or ought reasonably to know, that the other person would or is likely to Trade in relevant Securities or procure another person to do so.

2.2 While Directors and Employees of the Company are more likely to obtain inside information in the course of carrying out their responsibilities, a person may be deemed to be an insider regardless of how they came across the Inside Information and they need not have any direct or indirect relationship or association with the issuer of the Securities. The person could overhear the information being discussed on public transport, or in the course of passing through an office or at a social event.

2.3 Insider trading is a criminal offence, punishable by substantial fines, imprisonment or both. The Company may also be liable if a person or entity associated with the Company engages in insider trading. It does not matter how the insider received the information.

2.4 Insider trading may also attract civil penalties, including substantial pecuniary penalties, and order compensation paid to any person who suffered related loss or damage.

### 3. Introduction

3.1 The Securities of the Company are quoted on ASX.

3.2 This policy outlines:

- (a) when Restricted Officers, Employees and their respective Associates must not Trade in Company Securities;
- (b) when Restricted Officers, Employees and their respective Associates must not Trade in quoted Securities of another entity; and
- (c) certain limited exceptions.

### 4. General prohibition on insider trading

4.1 Restricted Officers, Employees and their respective Associates must not, while in possession of Inside Information concerning any Group Company:

- (a) Trade any Company Securities or procure another person to do so; or
- (b) pass on any Inside Information to another person when they know, or reasonably ought to know, that the other person would, or is likely to, Trade in Company Securities or procure another person to do so,

where such conduct would breach the Corporations Act or this policy.

- 4.2 All Restricted Officers, Employees and their respective Associates are prohibited from Trading in quoted Securities of another entity when they have acquired Inside Information relating to any Group Company or that other entity through their position with any Group Company.
- 4.3 The requirements imposed by this policy are in addition to any legal prohibitions on insider trading.

## **5. What is Inside Information?**

- 5.1 Inside Information is information that:
- (a) is not generally available; and
  - (b) if it were generally available, would, or would be likely to, influence persons who normally invest in Securities in deciding whether to acquire or dispose of the relevant Securities.
- 5.2 Information is generally available if it:
- (a) is readily observable;
  - (b) has been made known in a way that is likely to bring it to the attention of persons who normally invest in the relevant type of securities, and a reasonable time for the information to be circulated has since passed; or
  - (c) consists of deductions, conclusions or inferences drawn from information that has been made known in that way or is readily observable.
- 5.3 The financial impact, strategic and other implications are important in determining whether information is Inside Information. The definition of information is broad and may include rumours, matters of supposition, intentions of a person (including any Group Company) and information which is insufficiently definite to require disclosure to the public under the ASX Listing Rules (ie. a negotiated but unsigned contract).
- 5.4 By way of example only, Inside Information could include:
- (a) the financial performance of any Group Company against its budget;
  - (b) a possible acquisition or sale of any assets by any Group Company;
  - (c) a possible change in any Group Company's capital structure;
  - (d) market sensitive information such as a material upgrade or downgrade in forecast earnings;
  - (e) a material trading update;
  - (f) a proposed dividend;
  - (g) senior management changes;
  - (h) development of a new business line or product offering; or
  - (i) any possible claim against any Group Company or other unexpected liability.
- 5.5 Inside Information is also called 'non-public price-sensitive information'. It need not relate only to a Group Company. It could also be information about a customer of, or supplier to, any Group Company, or a party with whom a Group Company is discussing future opportunities or negotiating a significant transaction.
- 5.6 In order to minimise the risk of insider trading, the Company must immediately disclose to the market any non-public price-sensitive information unless it is exempted from immediate disclosure because it satisfies one of the exceptions under ASX Listing Rule 3.1. For further details, please see the Company's continuous disclosure policy.
- 5.7 Non-public price-sensitive information is Inside Information for the purpose of the Corporations Act even if it is not required to be disclosed under the ASX Listing Rules.

## **6. Assistance and additional information**

- 6.1 Before a Restricted Officer, Employee or their Associates Trade in Company Securities or quoted Securities of another entity, they should consider carefully whether they are in possession of any Inside Information that might preclude them from Trading in the relevant Securities.
- 6.2 Anyone who has information that they consider might be Inside Information and is unsure whether they can Trade in Company Securities or Securities of another quoted entity should contact the Company Secretary for assistance and additional information.

## 7. What is Trading in Securities?

7.1 Trading in Securities includes:

- (a) applying for, acquiring or disposing of, Securities;
- (b) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of Securities; or
- (c) entering into an agreement to do any of the matters contemplated under clauses 7.1(a) or 7.1(b), including offering to buy or sell Securities on-market.

7.2 Trading in Company Securities can include, but is not limited to:

- (a) buying or selling Company Securities by way of an on-market or off-market transaction;
- (b) granting, acquiring or disposing of a beneficial interest in Company Securities, such as through a trust that holds Company Securities;
- (c) applying for, acquiring or exercising options or rights over Company Securities;
- (d) acquiring Company Securities (or an interest in them) under any employee share plan operated by the Company;
- (e) accepting, or taking up entitlements under, a dividend reinvestment plan, rights issue, bonus issue, share purchase plan or any other offer of Securities made by the Company;
- (f) accepting an offer under a takeover bid for Company Securities;
- (g) entering into a Derivative; and
- (h) agreeing to do any of the above things.

## 8. Communicating Inside Information

8.1 Restricted Officers and Employees must not directly or indirectly communicate Inside Information in relation to any Group Company or another entity, if they know, or reasonably ought to know, that the person receiving that information would be likely to Trade in the relevant Securities.

8.2 The provisions of clause 8.1 do not limit, and are additional to, other duties of confidentiality, which extends to information regarding any company in which the Company has an interest.

## 9. Closed Periods

9.1 Subject to clauses 11 (Exceptions) and 12 (Exceptional Circumstances), a Restricted Officer or their Associate must not Trade in Company Securities, or procure another person to do so, during any of the following Closed Periods:

- (a) from the close of the ASX trading day on 31 December each year, until 10:00am (Melbourne time) on the ASX trading day following the day on which the Company's half yearly financial statements are released to the ASX;
- (b) from the close of the ASX trading day on 30 June each year, until 10:00am (Melbourne time) on the ASX trading day following the day on which the Company's audited or unaudited full year financial statements are released to the ASX;
- (c) from close of the ASX trading day that is two weeks before the date of the annual general meeting, until 10:00am (Melbourne time) on the ASX trading day following the day of the annual general meeting; and
- (d) any other period that the Board specifies from time to time in its absolute discretion.

9.2 The Closed Period trading prohibition does not limit any other obligations of Restricted Officers prescribed by this policy.

## 10. Authorisation

10.1 Subject to clause 9, where a Restricted Officer or their Associate intends to Trade in Company Securities at any time, the Restricted Officer must:

- (a) prior to Trading in Company Securities, populate and submit a Request in the form attached at Annexure A to this policy to the relevant person in clause 10.3 (**Authorising Officer**) regarding their proposed Trading and obtain approval from the Authorising Officer by electronic delivery via email;

- (b) confirm in the Request that they are not in possession of any Inside Information; and
- (c) where the Restricted Officer is a Director of the Company, provide the Authorising Officer and Company Secretary with a transaction confirmation immediately after Trading in Company Securities which includes all information required for the Company to prepare and lodge the relevant ASIC or ASX forms within the prescribed timeframe.

10.2 The Restricted Officer or their Associate may not commence the Trade until they have received the written Authorisation from the Authorising Officer. The Restricted Officer or their Associate must ensure that any Trade complies with the terms of the Authorisation which shall include (without limitation) the requirements of clause 10.4.

10.3 In respect of a person seeking an Authorisation to Trade in Company Securities, the Authorising Officer shall be:

<b>Class of person seeking authorisation:</b>	<b>Authorising Officer:</b>
Chair of the Board	Chair of the Audit & Risk Committee
Directors and CEO	Chair of the Board
Key Management Personnel and any other persons designated as Key Management Personnel for the purposes of Requests	CEO

10.4 Any Authorisation:

- (a) may be provided by electronic delivery via email;
- (b) will only be given if the Authorising Officer is satisfied that the applicant has no Inside Information;
- (c) cannot extend for more than ten (10) business days (with the effect that the relevant Trade must be commenced within that period);
- (d) lapses immediately if the applicant acquires Inside Information;
- (e) can be given or refused by the Authorising Officer in its absolute discretion without providing any reasons;
- (f) may be withdrawn if new information comes to light or there is a change in circumstances; and
- (g) may be on such conditions as determined by the Authorising Officer (in their sole discretion).

10.5 An Authorisation will not be given:

- (a) retrospectively; or
- (b) if there is a matter about which there is Inside Information in relation to Company Securities (regardless of whether the applicant is aware of it) when Authorisation is requested; or
- (c) if there is other reason to believe that the proposed Trading breaches this policy.

10.6 An Authorised Officer may delegate his or her authority in writing to an appropriate person in the event of illness or absence, provided that person is not a member of the class of persons for which he or she is the Authorised Officer under clause 10.3.

10.7 The Restricted Officer seeking Authorisation cannot be their own Authorising Officer.

## **11. Exceptions**

11.1 Subject to the Authorisation requirements under clause 10 being satisfied, the Closed Periods set out in clause 9 do not apply to a Trade by a Restricted Officer or their Associate in the following circumstances:

- (a) where the Trading does not result in a change of beneficial interest in the Securities;
- (b) transfer of Securities between a Restricted Officer or their Associate and another Associate of the Restricted Officer;
- (c) acquisition of, or entry into an agreement to acquire, options or performance rights under any director or employee incentive plan or through the exercise or conversion of

- options or performance rights issued under an employee incentive plan. However, any Trading in the Shares issued on exercise or conversion of options or performance rights remains subject to this policy and the provisions of the Corporations Act;
- (d) transfer of Securities already held by the person into a self-managed superannuation fund or other saving scheme of which the person is a beneficiary;
  - (e) acquisition of Shares on exercise or conversion of Company Securities. However, any Trading in the Shares issued on exercise or conversion remains subject to this policy and the provisions of the Corporations Act;
  - (f) acquisition of Securities under a bonus issue made to all holders of Securities of the same class;
  - (g) undertake to accept, or accept, a takeover offer;
  - (h) an investment in, or trade in units of, a fund or other scheme (other than a scheme that only invests in Company Securities) where the assets of the fund or other scheme are invested at the discretion of a third party who is not subject to this policy and otherwise invests in accordance with the Corporations Act;
  - (i) a disposal of Securities as a result of a secured lender exercising their rights under a loan or security agreement that had been approved by the Board; or
  - (j) a Trade under an offer or invitation made to all or most of the Security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes deciding whether or not to take up the entitlements and the sale of entitlements required to provide for the take up on the balance of entitlements under a renounceable pro rata issue.

11.2 Nothing in clause 11.1 avoids or affects the Restricted Officer's obligations to notify and seek Authorisation for a Trade.

## **12. Exceptional Circumstances**

12.1 An Authorising Officer may give an Authorisation for a Restricted Officer or their Associate to Trade during a Closed Period in exceptional circumstances subject to the compliance with the procedures under clause 10.

12.2 What constitutes "exceptional circumstances" will be assessed on a case-by-case basis within the absolute discretion of the Board, and may include, without limitation:

- (a) if a person is required by court order, or enforceable undertaking (eg in a bona fide family settlement) to transfer or sell Company Securities or there is another overriding legal requirement to do so; or
- (b) if a person has a pressing financial commitment that cannot otherwise be satisfied and all reasonable alternatives have been investigated.

12.3 A tax liability will not generally constitute a pressing financial commitment unless it fits the definition in clause 12.2.

12.4 The Authorised Officer has discretion to determine that circumstances other than those contemplated in clause 12.2 nevertheless warrant Authorisation.

## **13. Company secretary to maintain records**

13.1 The Company Secretary will maintain a copy of all requests for Authorisations and Authorisations given.

## **14. Notice of change in director's interest**

14.1 If a Restricted Officer is a director, they must ensure that an Appendix 3Y Change of Directors' Interest Notice is completed (including the disclosures required by Part 3 of that document titled: 'Closed Period') and provided to the Company Secretary within two (2) business days after any Trading in Company Securities by the Restricted Officer or their Associates.

14.2 Subject to the Restricted Officer's compliance with clause 14.1, the Company Secretary must provide the Appendix 3Y notice to ASX within five (5) business days after the change in the director's interests occurred.

## 15. Speculative dealing

15.1 Restricted Officers, Employees and their respective Associates must not engage in short term (less than two months) or speculative trading in, or short selling of, Company Securities.

## 16. Derivatives

16.1 The Company may grant securities, options or performance rights to its employees as part of their remuneration entitlements under an employee incentive plan (**Remuneration Securities**). These Remuneration Securities will usually be subject to the satisfaction of performance hurdles before they vest in the Employee or Restricted Officer. The use of Derivatives over Remuneration Securities may allow value to be realised from those Securities even if performance hurdles have not been met and limit the economic risk of participating in the plan. This would break the intended connection between staff performance and shareholders' best interests.

16.2 Accordingly, Employees and Restricted Officers all Restricted Officers are not permitted to use Derivatives, or enter into any transaction which limits the economic risk of participating in the employee incentive plan, in relation to any Remuneration Securities.

## 17. Margin loans

17.1 Margin loans to support an investment in Company Securities can compromise compliance with this policy, as the loan's terms may compel the sale of Company Securities during a prohibited period or when the Employee or Restricted Officer has relevant Inside Information.

17.2 Employees and Restricted Officers are prohibited from entering into margin loan arrangements to fund the acquisition of Company Securities or in relation to which Company Securities may be used as security against loan repayment without the Board's prior written authorisation.

## 18. Breach

18.1 A breach of this policy is serious and may lead to disciplinary action, up to and including termination of employment or contract for services.

## 19. Distribution

19.1 This policy shall be released to market and made generally available on the Company's website.

19.2 The Company shall give this policy to ASX immediately on request by ASX.

## 20. Amendment

20.1 Amendments to this policy not of a purely administrative nature must be approved by the Board.

20.2 Amendments to this policy that relate to:

- (a) Closed Periods; or
- (b) exclusions from its operation; or
- (c) exceptional circumstances in which Trading may be permitted during a prohibited period; or
- (d) are otherwise material,

must be given to ASX by the Company Secretary for release to the market within five (5) business days of effect of the amendment.

## 21. Defined terms

**Associate** means a person or entity (**Person A**) over whom another person or entity (the **Principal**) has investment control or influence, including:

- (a) a family member of the Principal (including a child);

- (b) a nominee of the Principal (including an investment manager managing funds on the Principal's behalf);
- (c) a trust of which the Principal, or any family member, or any family-controlled company is the trustee or beneficiary;
- (d) a company that the Principal controls; and
- (e) a person in partnership with the Principal or a person or entity mentioned in sub-paragraphs (a) – (d) above.

**ASX** means ASX Limited or the financial market operated by it, as the context requires.

**Authorisation** means permission given to a Restricted Officer or their Associate to Trade in Company Securities, or other dealings that would otherwise be prohibited by this policy.

**Board** means the board of directors of the Company from time to time.

**Closed Periods** means the times when Restricted Officers and their Associates must not Trade in Company Securities in accordance with clause 9.

**Company** means BetMakers Technology Group Ltd ACN 164 521 395.

**Company Secretary** means the secretary of the Company from time to time.

**Company Securities** include Securities and Derivatives of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth), as amended or modified from time to time.

**Derivatives** has the meaning given in the Corporations Act and includes the following if they relate to or derive their value from Securities: put or call options, forward contracts, futures, warrants, depositary receipts, structured financial products, swaps, contracts for difference, spread bets, caps and collars, and any other hedging or investment arrangement.

**Directors and Senior Management** means each director of the Company, the Chief Executive Officer, the Chief Growth Officer, the Chief Operating Officer, the Chief Financial Officer, the Chief Information Officer, the Chief Digital Officer, the Chief Technology Officer, the General Counsel or Chief Legal Officer, the Chief People Officer and the Company Secretary, Key Management Personnel and persons as the Board decides from time to time.

**Employees** means an employee of, or a contractor to, any Group Company from time to time.

**Group** means the Company and its controlled entities, and **Group Company** means any one of them.

**Inside Information** has the meaning given in clause 5.

**Key Management Personnel** has the meaning given in the Corporations Act.

**Restricted Officer** means:

- (a) all Directors and Senior Management and any other person designated a Restricted Officer by the Board in writing; and
- (b) a spouse (including a de facto spouse), child (including a step-child or adopted child), a close relative, a person financially dependent on or acting in concert with any of the persons referred to in sub-paragraph (a) above; and
- (c) a company or trust controlled by any of the persons referred to in sub-paragraphs (a) or (b) above.

**Securities** include shares (including but not limited to ordinary and preference shares), debentures, any legal or equitable right or interest in shares or debentures, options, convertible notes, a renounceable or non-renounceable right to subscribe for a share or debenture, Derivatives, interests in managed investment schemes and other financial products.

**Trading** has the meaning given in clause 7, and **Trade** has a corresponding meaning.

## 22. Approved and adopted

22.1 This policy was approved and adopted by the Board on 13 September 2024.

## Appendix A – Request for clearance

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[date]

To:  
Chair / Chair of Audit & Risk Committee / Chief Executive Officer  
BetMakers Technology Group Ltd

Copy to: Company Secretary

### REQUEST FOR CLEARANCE TO TRADE IN COMPANY SECURITIES

In accordance with clause 10 of BetMakers Technology Group Ltd's Securities Trading Policy, I give notice to you that:

- myself personally; or
- my Associate, being .....  
*(insert name of Associate)*

is proposing to Trade in Company Securities in the following manner:

- buy Company Securities
- sell Company Securities
- transfer Company Securities vested under an equity incentive plan to me
- transfer Company Securities to a related party (e.g. family company, trust or superannuation fund)
- utilise derivatives and enter into a hedging transaction in respect of Company Securities that are **not** Remuneration Securities.

The maximum number of securities that is proposed to be Traded is .....

The transaction will be carried out:

- on-market
- off-market

I confirm that I do not have any Inside Information (as that term is defined in the Securities Trading Policy) and will comply with the Securities Trading Policy in relation to my Trading. I agree to notify the Company Secretary of any resulting Trades for the purposes of disclosure in the annual report or to ASX.

Please confirm that I am cleared to Trade in Company Securities.

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Restricted Officer Name:

Date:

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I confirm that, subject to you not becoming in possession of any Inside Information before your Trade completes, you are authorised to Trade in Company Securities in accordance with the details provided in your request above, within a 10 business day window starting on the date this letter is countersigned by the Authorised Officer.

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Authorised Officer Name:

Date: