



DomaCom

CP.4 – Staff Trading

Dealing in Company Securities, Misuse of Price Sensitive Information & Insider Trading Procedure

COMPLIANCE POLICY

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APPROVALS

Name	Title	Date of Approval	Version No
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Board of Directors		27 May 2022	1.3

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1. PURPOSE

The purpose of this policy is to balance the personal investment interests of DomaCom employees, Directors and/or Shareholders with the responsibilities of DomaCom Limited and DomaCom Australia Limited including its related Affiliates ('DomaCom') by ensuring that all staff trading activities are lawfully and properly conducted and not, for example, given preference over other Investors in the DomaCom Fund and DomaCom Limited shares, which are listed on the Australian Securities Exchange (ASX). Further to this, DomaCom has an obligation to execute applications in line with the PDS and ensure all unit holders are treated fairly and consistently in addition to generally meeting its obligations under its AFSL pursuant to s912A of the Corporations Act 2001 and ASX listing rules and Principles.

Staff for the purposes of this policy means: "Directors, Executives, Employees, Consultants and Contractors."

2. DEFINITIONS

Blackout Period – refers to a temporary period in which staff trading activity is prohibited. A Blackout Period may be at least three (3) consecutive business days, but not more than sixty (60) days during which DomaCom employees, Related Persons and Related Parties are not allowed to make alterations to their investment plans. (see ANNEXURE 3)

Employee - any full-time or part-time person employed by DomaCom regardless of seniority, Business Group or geographical location; temporary employees, consultants, contractors, or secondees working at DomaCom for three months or more; and any other person determined by the Chief Compliance and Risk Officer to be an Employee for the purposes of this Policy.

Excluded Dealing - a dealing in DomaCom securities that may be effected outside of a Trading Window and is not subject to pre-clearance procedures.

Related Persons – refers to "Directors, Executives, Employees, Consultants and Contractors. These are named persons who occupy those roles and, in addition, the following are considered related parties:

a) a company which they or their family control

b) their children, including step children

c) their spoused)

a trust or superannuation fund of which they, or any member of their family, or any family controlled company is a trustee or beneficiary

e) a person in partnership with them or with any of their connection persons or entities as listed above

f) nominees acting on their behalf or under their direction.

Securities – means DomaCom shares or interests in the DomaCom Fund

Short Term Trading & Hedging

The Company prohibits all Key Management and staff from any hedging over the Company's shares, options or performance rights.

DomaCom Key Management and staff must not engage in short term trading of DomaCom securities. For example, buying or selling DCL shares within a short period of time with the view of realising a profit or minimising a loss as opposed to holding the shares as a long-term investment.

Staff Trading – refers to DomaCom employees, Directors and or contractors and any Related Persons participating in the trading of DomaCom ASX listed shares or interests in the DomaCom Fund.

Staff Trading Window: subject to DomaCom’s discretion,

- (a) The first trading day in July until the date on which the DomaCom Group Preliminary Final Results are released (usually August);
- (b) The first trading day in January until the date on which the DomaCom Group half year results are released (usually February);
- (c) The date on which the Company’s Notice of AGM is dispatched (usually in October) to shareholders until after the conclusion of its AGM (usually November);
- (d) Whilst the Company is required to report its cash flows on a quarterly basis, the last day of each Calendar Quarter until the date on which the Company releases its quarterly cash flow report the Market.
- (e) Or any other event which is deemed by the Board to represent a price sensitive period, this could be in the event of a takeover of the company by a 3rd party or an acquisition by DomaCom of a 3rd party or such other event. The Directors would notify all staff of such closed period.

For all other DomaCom Group Staff, the closed periods are:

- (a) from close of business on 31 December to the first trading day after DomaCom’s half-year results are released; and
- (b) from close of business on 30 June to the first trading day after DomaCom’s year end results are released.
- (c) Or any other event which is deemed by the Board to represent a price sensitive period, this could be in the event of a takeover of the company by a 3rd party or an acquisition by DomaCom of a 3rd party or such other event. The Directors would notify all staff of such closed period.

Even if it is not a Closed Period permission for trading must be obtained in accordance with this policy. In particular, the Board may extend a Closed Period following the release of the Preliminary Final Results and the Final Results.

Related Parties - refers to any DomaCom related entity such as a subsidiary of DomaCom or the appointed Responsible Entity, Custodian and/or Administrator or any DomaCom appointed external service provider.

Related Persons – refers to a person that is related to any DomaCom employee, Director or Shareholder and may include either a direct or indirect family member, or where a DomaCom employee or Related Person act through a person, trust or company where they have influence or control over that person, trust or company where they would be prohibited from dealing in their own name, a friend and or associate.

3. REGULATORY BACKGROUND

The need to ensure that Staff Trading activities are adequately managed is largely driven by the conflicts of interest provisions outlined in the Corporations Act 2001, s912A (1) (AA) and the Insider Trading provisions and Market Manipulation provisions of the Corporations Act 2001.

INSIDER TRADING – INSIDE INFORMATION

The Act prohibits the dealing in any financial products by those in possession of inside information. Inside information is information that:

- is not generally available; and
- if it were generally available, would, or would be likely to influence investors in deciding whether to buy or sell a company's securities.

Where a person has inside information in relation to securities of any company, that person must not deal in those securities, advise others or procure others to trade in the securities or pass on the inside information to any person that will use that information to trade in, or procure someone else to trade in, the securities.

A breach of the relevant provisions may result in:

- criminal penalties of up to \$A200,000 or imprisonment or both; and/or
- civil penalties of up to \$A200,000 in fines (for individuals).

Dealing in DomaCom securities is prohibited at any time that a DomaCom staff member possesses inside information, regardless of whether this Policy provides that dealing may occur in a Trading Window, or whether it is otherwise excluded from the operation of this Policy.

CONSEQUENCES OF BREACH OF THIS POLICY

- It is a condition of employment with DomaCom that all DomaCom staff adhere to the principles and standards of conduct outlined in this Policy. Failure to comply may result in the relevant DomaCom staff member being subject to disciplinary action, including possible dismissal. In addition, violation of the Policy may result in the DomaCom staff member being exposed to potential civil or criminal liability in accordance with applicable laws and regulations.
- Compliance will report serious or repeated breaches of the Policy to the DomaCom Executive Committee and the Board of Directors of DomaCom as part of normal reporting processes.

EXCEPTIONAL CIRCUMSTANCES

- A specific waiver from the prohibitions on dealing in a DomaCom security outside a Staff Trading Window may be granted in exceptional circumstances. Exceptional circumstances include where a DomaCom staff member may need to deal in a DomaCom security:
 1. by compulsion of law or regulation. For example, a court order or court enforceable undertaking to transfer or sell DomaCom securities; and
 2. on account of severe financial hardship.

For example, where the staff member has a pressing/urgent financial commitment that cannot be met other than by selling DomaCom securities. By their nature, not all exceptional circumstances can be specified in advance and there may be a range of other circumstances not identified in this Policy that may be deemed exceptional by Compliance. As a general guide, the DomaCom staff member must satisfy the relevant officer that they are in severe financial hardship or that the circumstances are otherwise exceptional, and that the proposed dealing is the only action available.

PROCEDURE FOR WAIVER REQUESTS IN EXCEPTIONAL CIRCUMSTANCES

- A waiver request must be submitted to Compliance in writing, accompanied by a statutory declaration from the requesting DomaCom staff member declaring that:
 1. the proposed dealing is the only action available; and
 2. they do not possess non-public price-sensitive information affecting any DomaCom security.
- Compliance must then seek approval from the Company Secretary or COO.
- DomaCom reserves the right to seek any additional information or evidence from a DomaCom staff member requesting a specific waiver at any time during the determination process.
- Requests for a specific waiver for exceptional circumstances are dealt with on a case-by-case basis, the granting of a specific waiver is at DomaCom's sole discretion, and such dealings may still be subject to the pre-clearance process.
- Clearance to deal in exceptional circumstances will be provided in writing. Once clearance is received, the following applies:
 1. the staff member must effect the instructions to deal within 24 hours;
 2. once clearance has been received the dealing must be executed by the end of the following business day; and
 3. if the dealing is not executed by the end of the following business day, the clearance to deal lapses and the staff member must submit a subsequent waiver request to Compliance.

4. SCOPE

This policy applies to all staff, related persons and related parties of DomaCom.

Before trading in the Company's shares, staff must:

- advise Company Secretary in writing of their intention to trade in the Company's shares;
- confirm they are not aware of any unpublished market sensitive information; and
- have been advised in writing by the Company Secretary that there is no reason to preclude trading in the Company's shares.

The Company Secretary shall advise the Chairman in regard to staff trading.

Approval is valid for 5 business days, provided the applicant does not become aware of unpublished market sensitive information during that period. After 5 business days an applicant must re-apply for permission.

No instructions may be provided to any broker until clearance is given in writing (including by email) by the Chairman or Company Secretary. Even if approval is given for trading over a period (which shall not be any longer than 10 Trading Days), if that approval is withdrawn any instructions, which have not been fulfilled must be immediately withdrawn.

5. RISKS

Non-compliance could result in breach of the Corporations Act 2001, penalties and reputational damage to the DomaCom brand.

DomaCom staff are ultimately responsible for ensuring that their personal dealings in DomaCom securities comply with all applicable laws and regulations. Where preclearance is received and approval provided,

employees must satisfy themselves that the relevant dealing is appropriate and that they do not hold any non-public, price-sensitive information that would affect DomaCom securities.

6. POLICY GUIDELINES

6.1 KEY PRINCIPLES

- All personal Staff Trades must be **disclosed**.
- All **Related Persons** of DomaCom employees are subject to this policy.
- The trade must not **conflict or appear to conflict** with DomaCom client business or negatively impact client services or trading outcomes.
- The Trade must not **distract staff** from their DomaCom daily responsibilities.
- A **Staff Trading** Form must be completed and pre-approved prior to any investment into any DomaCom Fund. Refer to **Annexure A** for the Staff Trading Form.
- All records of Staff Trading Activities will be entered the **Staff Trading Register** maintained by the Company Secretary.
- All Staff are required to adhere to the **General Trading Rules and Restrictions listed at 6.2 below**.
- All staff are required to adhere to the trading restrictions during **Blackout Periods**.

6.2 GENERAL TRADING RULES AND RESTRICTIONS

6.2.1 All staffs must obtain pre-clearance prior to trading in DomaCom securities. They are required to complete the Staff Trading Form and must be approved by the Company Secretary and Chief Compliance & Risk Officer prior to the trade in DomaCom shares being placed.

6.2.2 Directors must obtain the approval of the Chairman before they or their associates do any of the following outside a Blackout Period:

- Trade DomaCom securities, or enter into a hedging arrangement over vested DomaCom securities; or
- Arrange for another person to enter into arrangements of those kinds.

In the case of the Chairman, approval must be obtained from the Chairman of the Board Audit Committee or seek approval from another main board Director of the Company.

DomaCom Directors must also notify the Company Secretary as soon as practical of any trading by either themselves or their associates in DomaCom securities.

6.2.3 All DomaCom staff must get approval

All trades by staff, must be approved by the Company Secretary prior to the trade in DomaCom shares being placed and they are required to complete the Staff Trading Form.

Once a transaction has been made, all trades in DomaCom shares are to be recorded in the DomaCom Record of Trades Register, which is held by and signed-off by the Company Secretary.

ABSENCE OF Company Secretary

If the Company Secretary is absent, directors and employees are to consult the following personnel in order to gain clearance for trades before those trades are executed in the market:

Chief Compliance & Risk Officer

Chief Operating Officer

Chief Executive Officer

Minimum Holding Period

A director or employee may not exit a trade or take an opposite position in a trade until **Ninety (90) DAYS AFTER** a position is approved and executed.

PENALTIES

Violations of this Policy

DomaCom may, at your expense and without prior notice, freeze or cancel any transactions or positions resulting from transactions in violation of this Policy as permitted under local law. You may be required to disgorge profits, if any, from the violation with such profits donated to charity. You may also be subject to disciplinary action by DomaCom, including termination of employment. In the event applicable laws or regulations are violated, you may also be subject to regulatory sanction and civil and criminal penalties.

Staff may not engage in trading if the purchase or sale:

- Could be, or even appear to be **manipulative, deceptive or in violation of an applicable** law or regulation.
- Gives rise to the appearance of staff having gained an **unfair or improper advantage** or, raises a potential conflict.
- Will be effected while they are in **possession of non-public information** that a reasonable investor might deem material to the investment decision.
- Would be based upon or appear to be based upon **advanced knowledge** of the content or timing of an unpublished research report.

6.3 TRADING RESTRICTIONS DURING BLACKOUT PERIODS

Embargo Period

All DomaCom directors and employees are prohibited from transacting in any DomaCom ASX listed equity or derivative securities

Considerations will be taken into every account to determine if the purchase or sale is driven by any of the following events or reporting content:

- Valuation Reports
- Property Tenancy Reviews – residential and commercial
- Building and Pest Reports
- Repairs/Maintenance Reports
- Lease Renewals – residential and commercial
- Complaints
- Significant Company /Profit Announcements and that of Related Parties
- Annual Audit Review Period

6.4 REPORTING

Self-reporting to Compliance, of any staff trading is encouraged in the first instance. Compliance in conjunction with the employee's Immediate Manager will independently assess and evaluate the appropriateness of the staff trading activity.

6.5 RECORD KEEPING

Regulation dictates that records must be kept and available for the Regulator's inspection. Staff Trades will be registered in the necessary Staff Trading Register.

The Staff Trading Register is maintained by the Company Secretary.

6.6 RELATED POLICIES

This Policy should be read in conjunction with the following related policies:

- CP.1 - Conflicts Management

ANNEXURE A- STAFF TRADING FORM

This form must be completed before any investment is made into DomaCom securities or the DomaCom Fund by any DomaCom Staff Member or their Related Party.

Employee Name:

Employee Position:

Please answer the following questions and sign and date below. Submit the signed form to the Company Secretary for the attention of the Chairman as appropriate under this policy.

Please circle where applicable.

- | | |
|--|------------|
| 1. Is there currently an open Trading Window? | Yes / No |
| 2. Is your intention to buy or sell DCL Securities? | Buy / Sell |
| 3. Are you in possession of market sensitive information not otherwise released to the ASX? | Yes / No |
| 4. Are you seeking clearance to trade in exceptional circumstances? | Yes / No |
| If yes to question 4, please provide further information below in support of your request (attach further information if more space required): | |
| 5. Are you seeking to trade ON market or OFF market? | On / Off |
| 6. Please indicate the quantity of DCL Securities you are seeking to Trade. | _____ |

If you have any doubt about whether you are in possession of market sensitive information or not, then you MUST NOT proceed to trade in DCL Securities.

Approval is provided for 14 calendar days from the date approval is provided by the approving officer. You must seek re-approval if you're intended trading is not completed within the approval period.

Employee Signature:

Date:

Company Secretary Signature:

Date:

Chief Compliance & Risk Officer signature: _____

Date:

PRE- APPROVALS:

Company Secretary

Consideration to the following will be given as part of the approval process:

- ☐ Conflicts of Interests (business conflict, access to non-public information, market manipulation etc.)
 - ☐ Other-
-

If OK to proceed please sign off:

Signature_____

Date_____

Compliance

Consideration to the following will be given as part of the approval process:

- ☐ Conflicts of Interests (business conflict, access to non-public information, market manipulation etc.)
- ☐ Restricted Period
- ☐ Significant Company /Profit Announcements
- ☐ Annual Audit Review Period
- ☐ Additional Pre-approval requirement (i.e. access to proprietary information egg IT or CS Teams with administrative access to key operating systems).
- ☐ Other_____

If OK to proceed please sign off:

- ☐ Send instruction to Client Service to activate Staff Member Flag on platform.

Signature_____

Date_____