

## **Securities Trading Policy**

**Locate Technologies Limited  
(Company)**



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## **1 Scope and purpose of Policy**

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### **1.1 Company's commitment**

The Company is committed to complying with the FMC Act and the NZX Listing Rules to create a transparent market in the trading of its securities on the NZX.

The company is recommended, as an NZX listed entity, to have a securities trading policy that provides transparency about expectations and requirements for financial product dealing by employees and directors to protect them from the risk of breaching insider trading laws.

This Policy summarises the law relating to insider trading and sets out the Company's trading policy on, and rules for dealing in the following securities (Company Securities):

- (a) ordinary shares of the Company quoted on the NZX;
- (b) any other quoted securities of the Company or its subsidiaries; and
- (c) quoted derivatives (including futures contracts quoted on an authorised futures exchange) created over or in respect of those quoted securities, from time to time.

### **1.2 Purpose and objectives of Policy**

The purpose of this Policy is to ensure that all Directors and employees of the Company are aware of the legal restrictions on trading securities, while they are in possession of Material Information (as defined below) concerning the Company. If you are uncertain of the status of unpublished information, you should discuss it with the CEO or the Company Secretary before engaging in any trade in the Company's Securities.

Additionally, the objectives of this Policy are to:

- (a) minimise the risk of contravening the laws against insider trading;
- (b) minimise the risk of the appearance of insider trading and the significant reputational damage that may cause;
- (c) ensure the Company is able to meet its reporting obligations under the NZX Listing Rules;
- (d) provide guidance for Directors and employees as to when trading in the Company's shares is permitted; and
- (e) increase transparency with respect to trading in the Company's Securities.

This Policy is binding on all Directors and employees of the company in the absence of a specific exemption by the Board.

### **1.3 Further advice**

If a person does not understand any aspect of this Policy or is uncertain whether it applies to them or their family or associates, they should contact the Company Secretary. A person may wish to obtain their own legal or financial advice before dealing in the Company's Securities.

## 2 Definitions

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General terms and abbreviations used in this Policy have the meanings set out below:

**AGM** means the annual general meeting.

**Associates** has the meaning given to that term in clause 5.9.

**NZX** means NZX Limited or the securities market operated by NZX Limited, as the case may be.

**NZX Listing Rules** means the listing rules of the NZX, as amended from time to time.

**Board** means the board of Directors of the Company.

**Business Day** has the meaning given to that term in the NZX Listing Rules.

**CEO** means the chief executive officer of the Company.

**Chair** means the chair of the Board.

**Company** means Locate Technologies Limited.

**Company Secretary** means the company secretary of the Company.

**Company's Securities** means securities of the Company that are able to be traded on a financial market.

**Confidential Information** means all sensitive, non-public information about the Company.

**Director** means a director of the Company.

**Designated Persons** means all Directors and employees of the Company.

**Employee** includes:

- a) executive Directors;
- b) managers;
- c) all other staff engaged either on a contract of employment, a salaried basis, or under a contractual arrangement to provide ongoing services to the business; and;
- d) where the context requires, non-executive Directors.

**FMA** means the Financial Markets Authority

**FMC Act** means the Financial Markets Conduct Act 2013

**FMC Regulations** means the Financial Markets Conduct Regulations 2014

**Material Information** has the meaning given to that term in clause 4.2.

**Policy** means this "Securities Trading Policy".

**Permitted Periods** has the meaning given to that term in clause 5.1.

**Prohibited Period** is a period of time that is not a Permitted Period.

**Trade** means buying or selling quoted securities or agreeing to do so whether as principal or agent, regardless of the way the trade is completed, whether it is carried out via:

- (a) an investment transaction service provided by a share broker;
- (b) an online share trading platform (e.g. Sharesies, Hatch, eToro or Tiger Brokers); or
- (c) some other means,

but does not include subscription for, or the issue of, new securities.

### 3 Standards

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All persons should ensure that all dealings in the Company's Securities comply with:

- (a) the FMC Act and FMC Regulations (including, without limitation, the insider trading provisions); and
- (b) the NZX Listing Rules (including, without limitation, the continuous disclosure requirements in NZX Listing Rule 3.1).

### 4 Fundamental Rule - Insider trading is prohibited at all times

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#### 4.1 What are the insider trading prohibitions?

Under the FMC Act, if a person has Material Information (as defined in clause 4.2 below), that person must not, and it is illegal for that person to:

- (a) Trade Company's Securities; or
- (b) advise or encourage others to Trade or hold Company's Securities; or
- (c) advise or encourage any other person to advise or encourage another person to Trade or hold the Company's Securities; or
- (d) directly or indirectly communicate, or cause to be communicated, that Material Information to anyone else - including colleagues, family or friends - if he or she knows, or ought reasonably to know, that the person would or would be likely to use the information to engage in the activities specified in paragraphs (a) to (c) above.

It does not matter how or where the person obtains the Material Information and it does not have to be obtained from the Company to constitute Material Information. This means that the insider trading prohibitions apply to any person who acquires Material Information, regardless of capacity. In such circumstances, the person is prohibited from dealing in the Company's Securities.

The prohibition on insider trading applies not only to trading in the securities of the issuer to which the Material Information directly relates but may also apply to trading in the securities of other issuers, including closely comparable peers in particular. If you possess Material Information about the securities of one issuer, and that information would likely have a material effect on the price of another issuer's securities, you must not trade in the other issuer's securities.

Your obligations under insider trading laws continue even after your employment with, or engagement by, the Company ends. If you possess Material Information obtained through your work with the Company, you must not Trade in the Company's Securities until that information

has become generally available to the market or has otherwise ceased to be Material Information.

These prohibitions apply to everyone (not just Designated Persons) at all times. The rules set out in this policy do not override an individual's legal obligations. The boundary between conduct that is lawful and conduct that constitutes a breach of the law is not always clear-cut. Sometimes behaviour that a person may consider to be ethical may be insider conduct. If in doubt, do not Trade.

#### 4.2 **What is Material Information?**

"Material Information" is information that:

- (a) is not generally available to the market;
- (b) if it were generally available to the market, a reasonable person would expect it to have a material effect on the price of the Company Securities; and
- (c) relates to a particular financial product or a particular listed issuer, rather than to financial products or listed issuers generally.

Information is regarded as being likely to have a "material effect" if it would, or would be likely to, influence persons who commonly invest in securities or other traded financial products in deciding whether or not to deal in the Company's Securities.

Information is "generally available to the market" if:

- (a) it is likely that persons who commonly invest in financial products can readily obtain the information (whether by observation, use of expertise, purchase from other persons, or any other means);
- (b) it has been brought to the attention of investors through an announcement to NZX or otherwise similarly brought to the attention of investors who commonly invest in securities, and a reasonable period has elapsed since it was announced or brought to investors' attention; or
- (c) it consists of deductions, conclusions or inferences made or drawn from information referred to in paragraphs (a) or (b) above.

Examples of possible readily observable matters are:

- (a) a change in legislation which will affect the Company's ability to make certain types of investments; or
- (b) a severe downturn in global securities markets.

Examples of Material Information could be information concerning:

- (a) the financial performance of the Company against its budget;
- (d) changes in the Company's actual or anticipated financial condition or business performance;
- (e) changes in the capital structure of the Company, including proposals to raise additional equity or borrowings;
- (f) proposed changes in the nature of the business of the Company;
- (g) changes to the Board or significant changes in key management personnel;

- (h) an undisclosed significant change in the Company's market share;
- (i) likely or actual entry into, or loss of, a material contract;
- (j) material acquisitions or sales of assets by the Company;
- (k) a proposed dividend or other distribution or a change in dividend policy; or
- (l) a material claim against the Company or other unexpected liability,

which is not generally available to the market.

Material Information could include rumours, matters of speculation or supposition and matters relating to intentions or likely intentions of a person (including all members of the Company or its subsidiaries), and information which concerns an incomplete proposal or negotiation or is insufficiently definite to warrant disclosure to the public.

#### 4.3 Penalties

Breach of insider trading laws may subject a person to:

- (a) criminal liability - penalties include heavy fines and imprisonment; and/or
- (b) civil liability - a person can be sued by another party or the Company for any loss suffered as a result of illegal trading activities.

Breach of the law, this Policy, or both, will also be regarded by the Company as serious misconduct which may lead to disciplinary action or dismissal.

#### 4.4 Employee incentive schemes

The prohibition on trading in the Company's Securities does not apply to acquisitions of shares or options by employees of the Company made under an employee share or option scheme or performance rights plan, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.

The prohibition does, however, apply to the sale of shares acquired under an employee share scheme or performance rights plan and also to the sale of shares acquired following the exercise of an option or performance right granted under an employee option scheme or performance rights plan.

## 5 No dealing outside Permitted Periods

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### 5.1 Permitted Periods

The Company has designated certain periods of the year when it is permissible for Designated Persons to deal in the Company's Securities. These periods are:

- (a) the four weeks starting on the open of trading the day after the Company's half year results are released via NZX;
- (b) the four weeks starting on the day after the Company's full year results are released via NZX;
- (c) the four weeks starting on the open of trading the day after the Company's AGM; and
- (d) any extension to any of the periods specified in (a) – (c), or any additional period as specified by the Board from time to time,

(Permitted Periods).

## **5.2 Permission to deal in Company Securities**

Subject to first obtaining an email clearance under clauses 5.5 and 5.6 of this Policy, Designated Persons may deal in the Company's Securities during Permitted Periods, provided that they do not possess any Material Information and otherwise comply with the terms of this Policy.

## **5.3 Approval of Chair for dealings during Prohibited Period**

Designated Persons may not deal in the Company's Securities outside Permitted Periods without the prior written approval of the Chair, or in the case of dealings by the Chair with the prior written approval of the Chair of the Audit & Risk Committee. Clearance must be sought and given in accordance with clauses 5.5 and 5.6 of this Policy.

## **5.4 Other Restricted periods**

The Company reserves the right to impose additional ad hoc restrictions on its Designated Persons from trading in Company Securities from time to time.

In determining when ad hoc restrictions should be imposed on its Designated Persons, the Company may have regard to any imminent announcements of market sensitive information it is proposing to make under NZX Listing Rule 3.1.

## **5.5 Prior notification**

If a Designated Person proposes to trade Company Securities they must first provide:

- (a) written email notice of their intention to the Company Secretary; and
- (b) written confirmation that they are not in possession of Material Information, in the form of the template in Part A to Annexure A.

The Company Secretary may appoint a delegate to act on his or her behalf in the case of temporary absence. The Company Secretary must respond to a notice of intention to deal as soon as reasonably practicable after receipt of the notice and in any event within two Business Days.

## **5.6 Clearance**

Before dealing in the Company's Securities, the Designated Person must receive an email clearance from the Company Secretary. Clearances for dealings by any Director must be approved by the Chair. Clearances for dealings by the Chair must be approved by the Chair of the Audit & Risk Committee.

A clearance expires five Business Days from its date, unless it specifies a different expiry date and may not be unreasonably withheld or delayed by the Company.

A clearance to trade confirms that the proposed dealing by the Designated Person is within the terms of this Policy but does not otherwise constitute approval or endorsement by the Company or the Company Secretary for the proposed dealing. Even if a clearance is granted, a Designated Person remains personally responsible for assessing whether the insider trading prohibitions apply to them.

A record of notifications and clearances is to be kept by the Company Secretary.

A clearance to trade can be withdrawn if new information comes to light or there is a change in circumstances.



If clearance to trade is refused, the person seeking clearance must keep the information relating to the refusal (including the refusal itself) confidential and not disclose it to anyone.

#### **5.7 Notification of dealing**

In addition to providing prior notification and seeking clearance under clauses 5.5 and 5.6, Designated Persons must confirm in writing to the Company Secretary, within two Business Days from when the dealing in the Company's Securities has occurred, the number of the Company's Securities affected and, for off-market trades, the relevant parties to the dealing.

#### **5.8 Securities of other entities**

The Board may extend this Policy by specifying that Designated Persons are also restricted from dealing in the securities of other specified entities with which the Company may have a close relationship.

#### **5.9 Associates**

This Policy also applies to Associates of Designated Persons. A Designated Person must communicate on behalf of their Associate with the Company Secretary for the purposes of this Policy.

An Associate of a Designated Person under this Policy includes each of the Designated Person's family members, trusts, companies, nominees and other persons over whom such Designated Person has, or may be expected to have, investment control or influence. If a person is in doubt as to whether he or she is an Associate, they should contact the Company Secretary who will make a determination on the issue.

### **6 Exceptional circumstances**

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6.1 A Designated Person may request, and the Company Secretary may give, prior confirmation for the Designated Person to:

- (a) deal in the Company's Securities during a Prohibited Period; or
- (b) dispose of the Company's Securities even if otherwise prohibited under clause 8,

if there are exceptional circumstances (except if this would breach the insider trading prohibitions - see clause 4 above).

6.2 **Exceptional circumstances may include:**

- (a) severe financial hardship, for example, a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant the Company's Securities;
- (b) requirements under a court order or court enforceable undertakings or other legal or regulatory requirements; or
- (c) other exceptional circumstances as determined by the Chair (or CEO where the Chair is involved).

If the Company Secretary has any doubt in making a determination of exceptional circumstances, they should exercise the discretion with caution.

## 7 Permitted dealings

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The following types of dealing are excluded from the operation of clause 5 of this Policy and may be undertaken at any time without requiring prior notification, approval or clearance or notification of dealing, subject to the insider trading prohibitions:

- (a) an acquisition of ordinary shares in the Company which results from conversion of securities which carry a right of conversion to ordinary shares;
- (b) an acquisition of the Company's Securities under a bonus issue made to all holders of securities of the same class;
- (c) an acquisition of the Company's Securities under a dividend reinvestment or top-up plan that is available to all holders of securities of the same class;
- (d) a transfer of the Company's Securities between a Designated Person and someone closely related to that Designated Person (such as a spouse, minor child, family company or family trust) or by a Designated Person to his or her superannuation fund, in respect of which prior written clearance has been provided in accordance with the procedures set out in this Policy;
- (e) transfers of the Company's Securities which are already held in a superannuation fund or other saving scheme in which the Designated Person is a beneficiary;
- (f) a disposal of securities arising from the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
- (g) a disposal of rights acquired under a pro rata issue;
- (h) an acquisition of securities under a pro rata issue;
- (i) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company's Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (j) where the Designated Person is a trustee, trading in the Company's Securities by that trust provided that the Designated 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 Designated Person;
- (k) an undertaking to accept, or the acceptance of, a takeover offer;
- (l) trading under an offer or invitation made to all or most of the Company's shareholders, 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 decisions relating to whether or not to take up the entitlements, the take-up by any underwriter under a renounceable or non-renounceable pro rata issue and the sale of entitlements required to provide for the take up of the balance of entitlement under a renounceable pro rata issue;
- (m) a disposal of the Company's Securities that is the result of a secured lender or financier exercising their rights under a margin lending or other secured financing arrangement permitted by this Policy;
- (n) an acquisition of securities under an employee incentive scheme;

- (o) where the Company has an employee incentive scheme with a Designated Person as a trustee of the scheme, an acquisition of securities by that Designated Person in his or her capacity as a trustee of the scheme;
- (p) an exercise (but not the sale of the Company's Securities following exercise) of an option or a right granted under a Company employee incentive plan, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Prohibited Period and the Company has been in an exceptionally long prohibited period or the Company has had a number of consecutive Prohibited Periods and the Designated Person could not reasonably have been expected to exercise it at the time when free to do so; or
- (q) trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where:
  - (i) the Designated Person did not enter into the plan or amend the plan during a Prohibited Period;
  - (ii) the plan does not permit the Designated Person to exercise any influence or discretion over how, when, or whether to trade; and
  - (iii) this Policy does not allow a Designated Person to cancel any such trading plan, or to cancel or otherwise vary the terms of his or her participation in the trading plan during a Prohibited Period other than in exceptional circumstances;
- (r) the obtaining by a Director of a share qualification; and
- (s) subscribing for the Company's Securities under a disclosure document.

In respect of any share or option plans adopted by the Company, it should be noted that it is not permissible to sell the shares acquired on the exercise of the options unless the sale of those shares occurs outside the Prohibited Periods. Were this to occur at a time when the person possessed Material Information, the sale of the Company's Securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the Material Information that the person possessed and the person may not have made a profit on the sale.

## **8 Further restrictions**

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### **8.1 Margin lending**

Designated Persons are not permitted to enter into margin lending arrangements in relation to the Company's Securities. This is on the grounds that the terms may require the Company's Securities to be sold during a Prohibited Period or when the Designated Person possesses Material Information.

This restriction does not extend to other funding arrangements where the Company's Securities may be included as security. Designated Persons should consult the Company Secretary if they are uncertain as to whether an arrangement should be classified as a margin lending arrangement.

### **8.2 No short term or speculative trading**

The Company encourages Designated Persons to be long term investors in the Company.

Designated Persons must not engage in short term or speculative trading in the Company's Securities. Short term means, in less than a 6 month period.

Designated Persons are not permitted to engage in short selling of the Company's Securities.

### 8.3 **No hedging**

Subject to the law, Designated Persons must not:

- (a) enter into transactions or arrangements with anyone which could have the effect of limiting their exposure to risk relating to an element of their remuneration that:
  - (i) has not vested; or
  - (ii) has vested but remains subject to a holding lock; or
- (b) deal at any time in financial products associated with the Company's Securities, except for the type of dealing permitted by law or a permitted dealing under this Policy.

### 8.4 **Derivatives**

Designated Persons must not trade in any derivative products issued by the Company.

Derivative products issued by the Company over its securities include warrants, options and contracts for difference.

## 9 **Requirements after trading**

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Following completion of any trade which is subject to this policy, Directors are required to promptly notify the Chair and Company Secretary of the number of the Company's Securities traded and the value of the trade. A Director must also comply with any disclosure obligations he or she has under the FMC Act and the FMC Regulations.

## 10 **Confidential Information**

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All persons must treat all Confidential Information as confidential and belonging to the Company. All persons must not disclose Confidential Information to others (including family members, relatives, business or social acquaintances) except as authorised or legally required. All persons must avoid inadvertent or indirect disclosure of Confidential Information.

Even within the Company, Confidential Information should only be distributed to or discussed with others on a need-to-know basis, and those people must be told that the information is confidential. Be careful that a person's conversations are not overheard in elevators, aeroplanes or other public places. Do not leave Confidential Information on conference tables, desks or otherwise unguarded.

Take whatever steps are reasonably necessary to keep Confidential Information from being disclosed, except as authorised or legally required.

## 11 **Compliance**

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Compliance with the rules set out in this Policy is mandatory and is a condition of the employment of each employee by the Company. Infringement of the insider trading provisions

can attract a substantial monetary penalty, imprisonment or both in addition to loss of employment or other disciplinary action.

Any person who does not comply with this Policy will be considered to have engaged in serious misconduct which may result in the termination of their engagement by the Company.

Ultimate discretion rests with the Chair in respect of granting a waiver to the requirements of this Policy to allow persons restricted by this Policy to trade in the Company's Securities, provided that to do so would not be illegal.

A waiver can be given or refused by the Chair in his or her absolute discretion. The Chair's decision to refuse a waiver is final and binding on the person seeking the waiver.

## 12 Review and publication of this Policy

The Board will review this Policy periodically to check that it is operating effectively and whether any changes are required to this Policy. This Policy may be amended by resolution of the Board.

|                           |  |
|---------------------------|--|
| <b>Policy Name</b>        | Securities Trading Policy  |
| <b>Policy Manager</b>     | Company Secretary  |
| <b>Policy Department</b>  | Corporate Services   |
| <b>Contact</b>            | Michael Gayst<br>Tel: 0414 513 449<br>Email: michael@locate.tech |
| <b>Approval Authority</b> | Board of Directors   |
| <b>Last Review Date</b>   | [●] September 2025   |
| <b>Review Date</b>        | Annually   |
| <b>Version History</b>    | Version 1: [●] September 2025                                    |
| <b>Where published</b>    | Company's Website<br>Internal share drive                        |

## Annexure A

### Notification to deal in the Company's Securities

Instructions:

This form is to be used in conjunction with the Company's securities trading policy (**Policy**) which is available on the Company's website. Terms defined in the Policy have the same meaning in this form. If you have any questions, please contact the Company Secretary.

If under the Policy you are required to notify us of a proposed transaction, please complete Part A and send it to the Company Secretary.

If you require Clearance to trade, you must receive Part B completed by the Company Secretary before you trade.

If required, you must send a notification of dealing and details of your trade to the Company Secretary in the time required.

#### 1 Part A - Notification by a Designated Person

|  |  |
|--|--|
| Name of Shareholder                                      |  |
| Number and Class Securities to be traded (eg, ORD, PRF)  |  |
| Nature of agreement/dealing (sale/purchase/subscription) |  |
| Proposed date of transaction (i.e. completion date)      |  |

I confirm that:

- (a) I am not in possession of any material information which a reasonable person would expect, if it were generally available to the market, to have a material effect on the price of the Company's Securities; and
- (b) the transaction in the Company's Securities described above does not contravene the Policy.

Signed: \_\_\_\_\_

Dated: \_\_\_\_\_

#### 2 Part B - Clearance by the Company Secretary

This clearance confirms that the proposed dealing by the Designated Person is within the terms of the Policy but does not otherwise constitute an approval or endorsement of the proposed dealing.

Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Dated: \_\_\_\_\_