



# Securities Trading Policy

## Summary

This policy sets out Mighty Kingdom's position on, and management of, securities trading.



## Authorisation

Adoption:	Board
Date:	8 March 2021
Version:	1.0

## Amendment History

VERSION	AMENDMENT	COMMENCING
1.0	Initial document	8 March 2021



## Contents

Summary .....	1
Authorisation .....	2
Amendment History.....	2
Contents .....	3
1. Purpose of this policy .....	4
2. Policy statement .....	4
3. Who this policy applies to .....	4
4. Meaning of securities.....	4
5. Prohibited trading.....	4
6. Price sensitive or inside information.....	5
7. Consequences of engaging in insider trading or breaching this policy.....	6
8. Mighty Kingdom blackout periods.....	6
9. “Trading Windows” – permitted periods for buying and selling securities ....	7
10. Steps to take when trading in Mighty Kingdom Securities.....	8
11. Written clearance requirement in exceptional circumstances.....	9
12. What trading is excluded from this policy .....	9
13. Employee option or share plans.....	10
14. Prohibition on hedging and speculative trading .....	10
15. Dealing in other companies’ securities.....	10
16. Other Information .....	10
17. Review .....	11



## 1. Purpose of this policy

This policy sets out Mighty Kingdom's position on, and management of, securities trading.

## 2. Policy statement

Mighty Kingdom Limited (Mighty Kingdom or the Company) is a public company whose shares are listed on the Australian Stock Exchange (ASX). To ensure that all participants in the stock market are treated equally and have access to the same level of information, "insider trading" laws exist to protect all participants and ensure integrity of the system. The policy provides an overview of the law relating to insider trading including when shares can be traded and is developed to assist with the compliance of these laws as part of Mighty Kingdom's commitment to good corporate governance.

## 3. Who this policy applies to

This policy applies to all directors, employees and entities (called you in this policy):

- Directors and employees of Mighty Kingdom and any subsidiaries;
- Consultants and contractors engaged by Mighty Kingdom; and
- A company or trust controlled by a Mighty Kingdom director or employee (the element of 'substance over form' will be the determining factor to determine 'control' by looking at how decisions are made at a practical level).

If you have any questions or unsure how this policy applies to you, then before trading any Mighty Kingdom securities, you must seek clarification by contacting the Company Secretary or delegated representative at [ksmith@adelaideequity.com.au](mailto:ksmith@adelaideequity.com.au)

## 4. Meaning of securities

Securities means shares and other instruments considered to be a security for the purposes of the Corporations Act. The definition of a Security is complex and includes not only ordinary shares but also derivative instruments, such as exchange traded options and warrants.

Within this policy, trade includes the buying and selling of Mighty Kingdom Securities, or agreeing to do so, either as principal or as agent.

## 5. Prohibited trading

If you have price sensitive information (or inside information) (explained below) you must not:



- Buy, sell or otherwise deal in Mighty Kingdom Securities;
- Advise, procure or encourage another person (including, but without limitation, a relative, friend, family company or trust) to deal in Mighty Kingdom Securities; or
- Pass on information to any other person if you know or reasonably ought to know that the person may use the information to deal (or procure another person to deal) in Mighty Kingdom Securities.

The prohibition applies regardless of how you learn of the inside information and apply irrespective of the reasons why you are trading.

The prohibition on insider trading applies to all listed securities of any company, not just Mighty Kingdom Securities. If you have any inside information or are aware of any price sensitive information about any listed company, then you must not trade in those securities.

It is the responsibility of each employee and director (not Mighty Kingdom) to ensure that they do not do any of the things prohibited by insider trading laws. The consequences for breach of this law can include both civil and criminal penalties.

## **6. Price sensitive or inside information**

Price sensitive information or inside information is information that is not generally available to the public and if it was publicly known then:

- it is likely to have an impact on the price or value of Mighty Kingdom Securities; or
- it would influence or potentially influence persons who commonly invest in securities in deciding whether to buy or sell Mighty Kingdom Securities.

Information is generally available to the public if it has been released as an ASX announcement or can be readily obtained by investors that commonly invest in Mighty Kingdom Securities (eg observation, using their expertise, purchasing information).

How you come to know inside information or price sensitive information is irrelevant, you must not trade or influence someone to trade in Mighty Kingdom Securities.

Examples of possible price-sensitive information include, but are not limited to:

- The financial performance of Mighty Kingdom;
- Entry into or termination of a material contract;
- A material acquisition or sale of assets by Mighty Kingdom;
- A change in Mighty Kingdom's strategic direction, or a fundamental change in Mighty Kingdom's product strategy;



- An actual or proposed takeover or merger;
- An actual or proposed change to the Mighty Kingdom's capital structure;
- A proposed dividend or a change in dividend policy; or
- A material claim against Mighty Kingdom or other unexpected liability.

Something can be inside information even if it is not definite such as rumour, likely or possible, or there is a level of uncertainty that determines that the information cannot be disclosed to the public.

## **7. Consequences of engaging in insider trading or breaching this policy**

The penalties for breaching the provisions of the Corporations Act may be either criminal (including imprisonment and financial penalties/fines), civil (being sued by someone for any loss suffered) or both. Breach of insider trading law or this Policy will also be regarded by the Company as serious misconduct which may lead to disciplinary action and/or dismissal.

This Policy is only a summary of complex legal provisions, and should therefore only be used as a guideline, not as legal advice.

It is the responsibility of each employee and director (not Mighty Kingdom) to ensure that they do not do any of the things prohibited by insider trading laws. The consequences for breach of this law can include both civil and criminal penalties.

## **8. Mighty Kingdom blackout periods**

Like all listed companies, Mighty Kingdom has **Blackout Periods** for trading securities. While the prohibitions on insider trading always apply, there are certain blackout periods when securities cannot be traded without written clearance from the company to do so. The Blackout periods help to manage your obligations during specific periods, such as when Mighty Kingdom's financial information is being finalised for release to the market.

During a blackout period, you, or any family member or associate over whom they have influence, are prohibited from dealing in Mighty Kingdom Securities for a 24-hour period before and after the release of Price Sensitive Information to the ASX.

A Blackout period is extended where it overlaps a weekend or other day where trading is not possible. In addition, the Board may at any time extend any Blackout Period, or may impose another Blackout Period, where it is considered that certain information is generally known within the Company but is not known to the market. If a blackout period is extended, then you will be advised of this by the Company Secretary.





The dates of current blackout periods are:

Circumstance surrounding the Blackout Period	Blackout Period
Release of half year financial results	The period from 1 January and the close of business on the day that the company results are released to the ASX
Release of full year financial results	The period from 1 July and the close of business on the day that the company results are released to the ASX

**Remember: If you have price sensitive information, you must not trade Mighty Kingdom Securities, regardless of whether it is during a blackout period.**

## 9. “Trading Windows” – permitted periods for buying and selling securities

Restricted Persons (defined below) can only trade the Company's securities during specific trading windows. All periods outside the specific trading windows are closed periods where Restricted Persons are prohibited from trading in the Company's securities unless in special circumstances (see below).

You are a Restricted Person for the purposes of Mighty Kingdom’s Security Trading Policy if you are:

- A director or the MD;
- A direct report to the MD; or
- A person who reports to a direct report of the MD (that is, your manager once removed is the MD).

Trading windows (when trading is allowed for Restricted Persons) are the 30 days from the first trading day after each of the following:

- the day quarterly results are announced;
- the day half year results are announced;
- the day full year results are announced;
- the day on which an investor presentation is released;
- the day on which a market update, including the words “market update” in the title, is released; and



- the day after the Annual General Meeting or any other General Meeting of Shareholders

The Trading Windows remain subject to the Insider Trading and Blackout prohibitions. A Restricted Person cannot trade during a Trading Window if the individual has Price Sensitive Information not disclosed to the market or the period coincides with a Blackout Period.

## **10. Steps to take when trading in Mighty Kingdom Securities**

A Restricted Person wishing to deal in Mighty Kingdom's Securities must advise the Company Secretary of their intention to do so before dealing in the Securities. This notification obligation always operates. Directors and employees must not deal in Mighty Kingdom's Securities until this notification has taken place.

### **Requirements before and after trading**

If you are a Restricted Person, as defined above, before you trade in Mighty Kingdom Securities you must seek written clearance by:

- Notifying Mighty Kingdom of your intention to trade by completing the "Request to trade application form" and submitting the completed form to [ksmith@adelaideequity.com.au](mailto:ksmith@adelaideequity.com.au)
- Confirm that you do not hold any price sensitive or inside information; and
- Confirm that you do not know of a reason that would prohibit your trade.

The person to consider your request for clearance will depend on your role:

- If you are the Chair, then the request will be assessed by the Chair of the Audit & Risk Committee and the Company Secretary;
- If you are a Director or the MD: the Chair and the Company Secretary;
- If you are the Company Secretary: the Chair and the MD
- If you are a direct report to the MD: the MD and the Company Secretary;
- If your manager reports to the MD: the MD and the Company Secretary;
- All other employees: the Company Secretary.

You cannot trade Mighty Kingdom Securities until the written clearance has been received and is only valid for up to 5 trading days after the notification date and only for (up to) the number of Mighty Kingdom securities you requested to trade. If you become



aware of any inside or price sensitive information during the trading period (5 days) then the clearance is automatically deemed to have been withdrawn.

If you are a Restricted Person, as defined above, then you must advise the Company Secretary immediately after completing a trade by emailing [ksmith@adelaideequity.com.au](mailto:ksmith@adelaideequity.com.au)

## **11. Written clearance requirement in exceptional circumstances**

In Exceptional Circumstances trading may be permitted in a Prohibited Trading Period with prior written clearance. Prior written clearance must be obtained from the Chair of the Board or if being sought by the Chair of the Board, written clearance must be obtained from the Chair of the Company's Audit Committee. The request for written clearance must also be provided to the Company Secretary of the Company to ensure they are aware of the request and able to communicate the request to the Board.

Examples of Exceptional Circumstances include severe financial hardship and a court order to dispose of securities. Whether the circumstances of an application constitute an Exceptional Circumstance will be determined on a case by case basis by a Company Officer designated by the Board.

## **12. What trading is excluded from this policy**

If you do not have inside information then you may trade at any time, including during any blackout period:

- transfers of Securities you already hold in a superannuation fund or other saving scheme in which you are a beneficiary;
- an investment in, or trading units of, a fund or other scheme (other than a scheme where Mighty Kingdom Securities are a significant portion) where the assets of the fund or other scheme are invested at the discretion of a third party (e.g. a listed investment company);
- undertaking to accept, or the acceptance of, a takeover offer;
- trading under an offer or invitation made to all or most of Mighty Kingdom's Security holders, such as a security purchase plan, dividend or distribution reinvestment plan or a rights issue where the plan determines the timing and structure of the offer and this has been approved by the Board.

If you are unsure of the application of this Policy then you must consult the Company Secretary or their delegate, to clarify specific circumstances, before trading is undertaken.



### **13. Employee option or share plans**

Insider trading does not apply to applications for or exercise of options under employee or executive share plans. However, insider trading rules and this policy do apply in relation to the subsequent disposal of any Securities acquired under an option. Where you exercise an option while in the possession of price sensitive information, you will have to fund the exercise of the options without the financial assistance of a simultaneous sale of some or all shares just acquired. If the options expire outside a trading window described above in this policy, then you may simultaneously exercise and sell any Securities subject always to compliance with insider trading laws.

### **14. Prohibition on hedging and speculative trading**

You must not engage in hedging or speculative arrangements (including, for example, the use of put and call options, contracts for difference or other derivative instruments).

### **15. Dealing in other companies' securities**

If you have price sensitive information relating to a company other than Mighty Kingdom which is not generally available, then the same insider trading rules outlined above apply to buying and selling Securities in that company. In the course of performing your duties as an employee of Mighty Kingdom, you may obtain price sensitive information relating to another company in a variety of circumstances.

Examples include, but are not limited to the following:

- Another company may provide price sensitive information about itself to Mighty Kingdom in the course of a proposed transaction;
- Another company with whom Mighty Kingdom is dealing may provide price sensitive information about a third company; or
- Information concerning Mighty Kingdom or actions which may be taken by Mighty Kingdom (i.e. a planned transaction or strategic change) could reasonably influence a third-party company.

Apart from the application of the insider trading rules to Securities in other companies, you are also bound by a duty of confidentiality in relation to information obtained in the course of your duties in respect of third parties.

### **16. Other Information**

This policy does not replace your legal obligations in relation to insider trading laws.

Mighty Kingdom may monitor your trading as part of the administration and compliance of this policy.



Compliance with this policy is a condition of employment and any breaches of this policy will be subject to disciplinary action which may include termination of employment.

**Remember: If you have price sensitive information, you must not trade Mighty Kingdom Securities, regardless of whether it is during a blackout period.**

If you are in any doubt, then you must seek clarification from the Company Secretary of their delegate.

Examples used in this policy are to aid the interpretation and are therefore not an exhaustive list.

## **17. Review**

This policy will be reviewed by the Board as required and at least annually.

