Share trading policy

Knosys Limited ABN 604 777 862 (**Company**)

Share trading policy

1. Introduction

1.1 The ordinary shares of the Company are listed on ASX.

1.2 This policy outlines:

(a) when Designated Officers and Employees may deal in Company Securities;

(b) when Designated Officers and Employees may deal in the securities of another entity;

(c) procedures to reduce the risk of insider or inappropriate trading of the shares of the Company; and

(d) when Designated Officers may hold office in or be actively involved or interested in any business or activity which is the same or similar to the business of the Company or which may adversely impact on the standing or reputation of the Group.

2. Defined terms

In this policy:

Approving Officer means:

(a) for a Designated Officer who is not a Director, the Managing Director of the Company from time to time);

(b) for a Director (except the Chairman), the Chairman from time to time; and

(c) for the Chairman, the Deputy chairman or chairman of the Audit and Risk Committee from time to time.

ASX means ASX Limited.

Blackout Period means each period between:

(a) 1 January and the date of the release of the Company's half year results to ASX;

(b) 1 July and the date of the announcement of the Company's full year results to ASX; and

(c) any other period designated by the Chairman or the Board to be a blackout period.

Board means the board of Directors of the Company.

Chairman means the chairman of the Board.

Company means Knosys Limited ACN 604 777 862.

Company Securities includes:

(a) shares in the Company or a Group member,

(b) options over the shares set out in paragraph (a),

(c) any other financial products of the Group traded on ASX; and

(d) any derivative or associated instruments the value of which is determined (in whole or in part) by any security listed in paragraph (a), (b) or (c)..

Designated Officer means a senior manager or other person engaged in the executive management of the Group (includes a Director), whether as a director or employee of the Group or as a consultant to the Group.

Director means a director of the Company.

Employee means an employee of the Company or any of its controlled entities.

Executive Trading Windows means each six week period after the date of:

(a) the release of the Company's half year results to ASX;

(b) the announcement of the Company's full year results to ASX; and

(c) the Company's annual general meeting.

Group means the Company and each of its controlled entities.

Managing Director means the managing director of the Company or, if there is no one appointed to that position or it is vacant for any reason, the chief executive officer of the Company.

3. Insider trading

3.1 If a person has information about securities and the person knows, or ought reasonably to know, that the information is inside information, it is likely to be illegal for the person to:

(a) deal in the securities;

(b) procure another person to deal in the securities; or

(c) give the information to another person who the person knows, or ought reasonably to know, is likely to:

(i) deal in the securities; or

(ii) procure someone else to deal in the securities.

3.2 Insider trading is a criminal offence. It is punishable by substantial fines or imprisonment or both. A company may also be liable if an employee or director engages in insider trading.

3.3 Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties for insider trading and order payment of compensation to persons who suffer loss or damage because of insider trading.

4. What is inside information?

4.1 Inside information is information that:

(a) is not generally available; and

(b) if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the relevant securities.

4.2 It is not a requirement of the law that only information of the Company can be inside information in respect of the Company Securities. Information of another company / entity will be inside information in respect of the Company Securities if it is information which, if generally available, would be expected to have a material effect on the price or value of the Company Securities.

4.3 Information is generally available if it:

(a) consists of readily observable matter;

(b) has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in securities of the kind whose price might be

affected by the information and a reasonable period for that information to be disseminated has elapsed since it was made known; or

(c) consists of deductions, conclusions or inferences made or drawn from information falling under clauses 4.3(a) or 4.3(b).

5. What is dealing in securities?

5.1 Dealing in securities includes:

(a) applying for, acquiring or disposing of, securities through an on-market or off-market transaction;

(b) entering into an agreement to apply for, acquire or dispose of, securities; and

(c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities

(d) granting, acquiring or disposing of a beneficial interest in Company shares, such as through a trust that holds Company shares;

(e) applying for, acquiring or exercising options or rights over Company shares;

(f) accepting an offer under a takeover bid for Company shares;

(g) entering into a Derivative; and

(h) agreeing to do any of the above things.

5.2 The following do not constitute dealing in Company Securities:

(a) a decision to join, or subscribe for shares under, any share purchase plan or dividend reinvestment plan;

(b) a decision to participate in, or subscribe for shares under, any corporate action open to all shareholders;

(c) acquiring shares (or an interest in shares) under any employee share plan operated by the Company; and

(d) exercise of an option or other right to subscribe for Company Securities.

6. When Employees may deal

Subject to paragraph 7 below, an Employee (who is not a Designated Officer) may deal in Company Securities or the listed securities of another entity if he or she does **not** have information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or the securities of the other entity.

7. When Employees may not deal

An Employee (who is not a Designated Officer) must not deal or procure another person to deal in Company Securities or the listed securities of another entity if:

(a) he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or the securities of the other entity; or

(b) the Chairman has by notice to the Employees under paragraph 11 temporarily halted or restricted dealing in Company Securities.

It is to be noted that an Employee who:

(c) has information concerning the Group is precluded from dealing in the securities of another entity if that information would be inside information in respect of the securities of the other entity; and

(d) has information concerning another entity is precluded from dealing in the Company Securities if that information would be inside information in respect of the Company Securities.

8. When a Designated Officer may deal

8.1 Subject to paragraph 9, a Designated Officer may deal in Company Securities:

(a) during the Executive Trading Windows provided he or she immediately notifies the Approving Officer of the dealing; or

(b) outside the Executive Trading Windows provided he or she has complied with paragraph 10 prior to the dealing.

8.2 A Designated Officer may deal in the listed securities of another entity if he or she does **not** have information that he or she knows, or ought reasonably to know, is inside information in relation to those securities.

8.3 While not seeking to limit the right of a Designated Officer to deal in Company Securities outside the Executive Trading Windows, the preference of the Company is, and Designated Officers are encouraged, that, as a general rule, dealings in Company Securities should take place in the Executive Trading Windows.

9. When a Designated Officer may not deal

9.1 A Designated Officer may not deal or procure another person to deal in Company Securities:

(a) if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities;

(b) during a Blackout Period;

(c) at any time that the Chairman has by notice given under paragraph 11 to the Designated Officers and / or Employees temporarily halted or restricted dealing in Company Securities; or

(d) outside the Executive Trading Windows if he or she has not complied fully with paragraph 10 prior to the dealing.

9.2 Nothing in clause 9.1 is intended to prevent a Designated Officer or his/her Associates from dealing that involves or results directly from any of the following:

(a) dealing in Company Securities under an offer or invitation made by the Company to all or most Company ordinary shareholders – such as an offer or invitation under a rights issue, bonus issue, share purchase plan, dividend reinvestment plan, an equal access buy-back or in lieu of a cash dividend (and including, without limitation, decisions relating to whether or not to take up entitlements, and the sale of entitlements required to provide for the take up of the balance of entitlements, under a renounceable rights issue) – or under an equal reduction of capital undertaken by the Company;

(b) undertaking to accept, or accepting, an offer for Company Securities made under a takeover bid or disposing of Company Securities under a court-approved compromise or arrangement under Part 5.1 of the Corporations Act;

(c) dealing in units of or interests in, a fund or other scheme (other than a scheme investing primarily in Company Securities) where the assets of that fund or scheme are invested at a third party's discretion;

(d) where the Designated Officer or his/her Associate is the trustee of a trust and the dealing in Company Securities by that trust is undertaken independently of the Designated Officer or his/her Associate and neither the Designated Officer nor any Associate is a beneficiary of the trust;

(e) disposal of Company Securities effected by a change in the trustee of a trust;

(f) accepting an offer to acquire Company Securities, or acquiring Company Securities, under any employee share plan that the Board from time to time determines is a plan to which this clause applies;

(g) the exercise (but not the sale of Company Securities following exercise) of an option or right under an employee share plan, or the conversion of a convertible security, where the final date for exercise or conversion falls during a prohibited period;

(h) the forfeiture, lapse, cancellation or surrender of Company Securities under a employee share plan;

(i) an off-market transaction involving the transfer or other disposal of Company Securities between a Designated Officer or Associate and any of the following:

(i) an Associate of the relevant Designated Officer (or, in the case of an Associate, the Designated Officer);

(ii) a company, trust or other entity over which the relevant Designated Officer or Associate of that Designated Officer has control or significant influence (whether alone or jointly with any of their Close Associates); or

(iii) a superannuation fund or other pension or saving scheme in which the relevant Designated Officer or an Associate of that Designated Officer is a beneficiary

9.3 A Designated Officer may not deal or procure another person to deal in the listed securities of another entity if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to those securities.

10. Clearance from the Approving Officer

10.1 Before dealing in Company Securities under paragraph 8.1(b), a Designated Officer must first inform (in writing) and obtain a clearance (in writing) from the Approving Officer.

10.2 The Approving Officer must give a clearance unless:

(a) there is a matter about which there is inside information relevant to the Group or Company Securities (whether the Designated Officer knows about the matter / information or otherwise) when the Designated Officer requests clearance or proposes to deal in Company Securities; or

(b) the Approving Officer believes that the proposed dealing breaches this policy or any other corporate governance standard of the Company; or

(c) the Approving Officer believes that the proposed dealing, if undertaken, may adversely impact on the reputation and standing of the Company.

10.3 The Approving Officer must:

(a) keep a written record of:

(i) any information received from a Designated Officer in connection with this policy; and

(ii) any clearance given under this policy; and

(b) send a copy of the written record to the Company secretary for safe keeping.

10.4 The Company Secretary must keep a file of any written record referred to in clause 10.3.

11. Temporary halts on dealings

11.1 Where the Chairman, acting in good faith and reasonably, believes that the circumstances warrant a temporary halt or restriction on dealing in Company Securities, he or she may:

(a) revoke any earlier clearance given under clause 10 for a Designated Officer to deal in Company Securities; or

(b) for such period as determined by the Chairman, declare that no dealings in Company Securities by an Employee or a Designated Officer are to take place.

11.2 The Chairman may decide (in his / her absolute discretion) if circumstances are sufficiently exceptional to warrant a temporary halt or restriction on dealing in Company Securities under clause 11.1 and, if so, the duration of that temporary halt or restriction on dealing in Company Securities.

11.3 For clarity, the Chairman is not limited in the exercise of his / her absolute discretion to impose a temporary halt or restriction on dealing in Company Securities to only those circumstances where there is inside information in relation to the Group or the Company Securities.

12. Exceptional circumstances

12.1 The Approving Officer may give clearance for a Designated Officer to sell (but not buy) Company Securities in exceptional circumstances where the Designated Officer would otherwise not be able to do so under this policy. For example, if the Designated Officer has a pressing financial commitment that cannot otherwise be satisfied. For clarity, a tax liability will not generally constitute a pressing financial commitment unless it cannot otherwise be satisfied and all reasonable alternatives have been investigated.

12.2 The Approving Officer must refuse to give clearance under the exception in paragraph 12.1 if there is a matter about which there is inside information in relation to Company Securities (whether or not the Designated Officer knows about the matter) when the Designated Officer requests clearance or proposes to deal in Company Securities.

12.3 The Approving Officer will decide if circumstances are exceptional.

13. Dealings by associated persons

13.1 If a Designated Officer is not permitted to deal in the Company Securities, he or she must prohibit any dealing in the Company Securities by any associated person (including family or nominee companies, private investment funds and family trusts).

13.2 For the purposes of clause 13.1, and subject to clause 13.3, a Designated Officer must:

(a) inform any associated person of the periods during which the Designated Officer may and may not deal in Company Securities; and

(b) request any associated person to inform the Designated Officer immediately after they have dealt in Company Securities.

13.3 A Designated Officer does not have to comply with clauses 13.1 and 13.2 to the extent that to do so would breach their obligations of confidence to the Group.

14. Communicating inside information

14.1 If an Employee / Designated Officer has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or the listed securities of another entity, the Employee / Designated Officer must not directly or indirectly communicate that information to another person if he or she knows, or ought reasonably to know, that the other person would or would be likely to:

(a) deal in Company Securities or those securities of the other entity; or

(b) procure another person to deal in Company Securities or the securities of the other entity.

14.2 An Employee / Designated Officer must not inform colleagues (except the Approving Officer) about inside information or its details.

15. Notice of change in director's interest

15.1 If a Designated Officer is a director, they must ensure that an Appendix 3Y Change of Directors' Interest Notice is completed and provided to the Company Secretary within 2 business days after the completion of any dealing in Company Securities or the securities of a related body corporate.

15.2 The Company Secretary must provide the Appendix 3Y notice to ASX within 5 business days after the transaction's completion.

16. Financing of dealings

16.1 It is expected that a Designated Officer will not seek to finance a dealing in Company Securities by means of a margin facility, share lending facility, hedging or other arrangement that involves the use of Company Securities as security or collateral for the funding used to acquire Company Securities or the shares or other securities of another entity (collectively referred to in this clause as '**Scrip Finance Facility**').

16.2 If a Designated Officer wishes to use a Scrip Finance Facility to assist in the acquisition of Company Securities or the shares or other securities of another entity, he or she must first inform (in writing) and obtain a clearance (in writing) from the Approving Officer.

17. Speculative dealing

A Designated Officer must not deal at any time in Company Securities on considerations of a short term or speculative nature.

18. Derivatives

18.1 The Company may grant shares, options or performance rights to its employees as part of their remuneration entitlements. These grants will usually be subject to the satisfaction of performance hurdles before they vest in the Employee or Designated Officer. The use of Derivatives over unvested Company Securities may allow value to be realised from those Securities even if performance hurdles have not been met. This would break the intended connection between staff performance and shareholder best interests.

18.2 Employees and Designated Officers are not permitted to use Derivatives in relation to any unvested Company Securities in a way which would have the effect of providing greater benefit

than would otherwise have been realised by the Employee or Designated Officer in respect of the unvested Company Securities.

18.3 If an Employee or Designated Officer wishes to use a Derivative in relation to any unvested Company Securities, he or she must first inform (in writing) and obtain a clearance (in writing) from the Approving Officer.

19. Conflicts of interest

19.1 Subject to clause 19.2, a Designated Officer must not hold office or shares or other securities in, or deal in the shares or other securities of, another entity if:

(a) the other entity is engaged or concerned or interested in any business or activity which is the same or similar to the business (or a material part of it) of the Company; or

(b) the other entity may, in the ordinary course of its business or activities, engage or be concerned or interested in any business or activity that may adversely affect, on any reasonable and objective basis, the business standing or reputation of the Company; or

(c) the participation of the Designated Officer as a shareholder, officer or in any other capacity in the other entity would, or would be likely in the future to, result in that Designated Officer's participation in the management of the Company being materially and adversely affected; or

(d) in the case of dealing in the shares or other securities of an other entity, he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to those securities. (It is to be noted that a Designated Officer who has information concerning the Company is precluded from dealing in the securities of another entity if that information would be inside information in respect of the securities of the other entity.)

19.2 Nothing in clauses 19.1(a) to 19.1(c) (inclusive) will prevent a Designated Officer from holding shares or other securities in another entity if both of the following apply:

(a) the holding is immaterial in the context of that other entity (for listed companies, the holding must be less than 5% and for unlisted companies, the maximum holding is to be determined on a case by case basis); and

(b) the holding is not material in the context of the financial and personal circumstances of the Designated Officer.

20. Breach of policy

A breach of this policy by an Employee / Designated Officer is serious and may lead to disciplinary action, including dismissal in more serious cases. It may also be a breach of the law.

21. Assistance and additional information

Employees / Designated Officers who are unsure:

(a) about any information they may have in their possession and whether, knowing that information, they can deal in securities; or

(b) if a holding of shares or other securities in another entity or a dealing in Company Securities or the shares or other securities of another entity is permitted under this Policy,

should contact the Approving Officer or the Managing Director.

22. Amendment

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

22.2 Amendments to this policy that relate to:

(a) Blackout Periods; or

(b) exclusions from its operation; or

(c) exceptional circumstances in which trading may be permitted during a prohibited period

must be given to ASX by the Company Secretary for release to the market.

23. Approved and adopted

23.1 This policy has been approved and adopted by the Board.

KNOSYS LIMITED
30 June 2026