SECURITIES TRADING POLICY

WELLNEX LIFE LIMITED ACN 150 759 363 ("Company")

Introduction

Purpose

- 1. This securities trading policy ("**Policy**") sets out the Company's policy regarding its directors, officers, employees, consultants and contractors (irrespective of location) who Deal or may Deal in Company Securities and should be read in its entirety.
- 2. The Company's shares are:
 - 2.1 admitted to trading in Australia on the ASX; and
 - 2.2 admitted to the AIM market of the London Stock Exchange (the "Exchange").
- 3. The purpose of this Policy is to:
 - 3.1 provide a summary of the law on insider trading in Australia and the United Kingdom;
 - 3.2 outline the prohibitions on Dealing in Company Securities to prevent the misuse of unpublished information which could materially affect the value of such securities;
 - 3.3 ensure that the reputation of the Company, its directors, officers, employees, consultants and contractors is not adversely impacted by perceptions of Dealing in securities at inappropriate times;
 - 3.4 comply with AIM Rule 21, which states that an AIM company must have in place, from admission, a reasonable and effective dealing policy setting out the requirements and procedures for PDMR dealings in any of its AIM securities; and
 - achieve high standards of corporate conduct and support market confidence in the integrity of Dealing in Company Securities.

Source of Legal Obligations

- 4. The sources of legal obligations underpinning this Policy include:
 - 4.1 the Corporations Act 2001 (Cth) ("**Corporations Act**"), which, among other things, prohibits insider trading by anyone (regardless of geographical location);
 - 4.2 the ASX Listing Rules, ASX Guidance Note 27 (Trading Policies) and the ASX Corporate Governance Principles and Recommendations, which set out requirements for responsible trading in listed company shares;
 - 4.3 the EU Market Abuse Regulation (EU/596/2014) as it forms part of UK domestic law by virtue of the European (Withdrawal) Act 2018 (as amended) ("UK MAR");
 - 4.4 the UK's Criminal Justice Act 1993 (as amended) ("CJA");
 - 4.5 AIM Rules for Companies published by the London Stock Exchange ("AIM Rules"); and

PDMRs and PCAs

- 5. Under UK MAR, specific rules apply in relation to 'Persons Discharging Managerial Responsibility' ("PDMRs") and 'Persons Closely Associated' with them ("PCAs"). There are particular restrictions and reporting requirements in relation to PDMRs and PCAs in addition to the general prohibition on insider dealing, PDMRs may not Deal during certain prescribed Black-out Periods; and Deals by PDMRs or their PCAs must be reported to the Company and the FCA and publicly announced by the Company.
- 6. PDMRs are members of the administrative, management or supervisory body of the Company (being the Company's directors), and senior executives who have regular access to Inside Information relating directly or indirectly to the Company; or its group and have the power to make managerial decisions affecting the Company's future developments and business prospects. The Company must identify its PDMRs and must notify each PDMR of the restrictions and notification obligations when Dealing in the Company's Securities, and keep a copy of any such notifications.
- 7. PCAs in relation to a PDMR are either that PDMR's spouse or civil partner, child under the age of 18 who is unmarried and does not have a civil partner, relative who has shared the same household as the PDMR for at least a year from the date of relevant Dealing, or a company, trust or partnership whose managerial roles are discharged by the PDMR or which is controlled by the PDMR. Each PDMR must provide a list of their PCAs to the Company and notify the Company in writing of any changes to that list. Each PDMR must also notify their PCAs of their obligations to notify when Dealing in the Company's Securities and keep a copy of such notification

Insider trading prohibition - the law

- 8. It is an offence under the Corporations Act to (among other things) Deal using Inside Information, procure or encourage (when in possession of Inside Information) another person to deal in Company Securities or communicate Inside Information to others who will, or are likely to, Deal on the Inside Information (or procure another person to Deal on the Inside Information).
- 9. Under UK law, insider dealing is covered by two overlapping pieces of legislation Part V of the CJA, and Article 14 of the UK MAR. Largely, these are similar in scope to the restrictions under the Corporations Act.
 - 9.1 Under Part V of the CJA, insider dealing is a criminal offence punishable on conviction by imprisonment of up to seven years, or a fine, or both. An offence is committed if:
 - an insider Deals in price—affected securities when in possession of Inside Information;
 - an insider encourages another to Deal in price-affected securities when in possession of Inside Information; or
 - an insider discloses Inside Information otherwise than in the proper performance of his employment, office or profession.

An 'insider' is an individual who knowingly has Inside Information from an inside source if:

- they have the information through being a director, employee or shareholder
 of an issuer of securities (not necessarily of the same issuer to which the
 information relates);
- they have it through having access to the information by virtue of their employment, office or profession (for example, because they work for an adviser of the Company); or
- the direct or indirect source of their information is a person falling within one of the above (for example, a spouse of a director who acquires Inside

Information from that director).

- 9.2 In addition to the criminal regime under the CJA, UK MAR imposes a civil penalty for committing 'market abuse', which includes insider dealing and unlawful disclosure of Inside Information.
 - 'Insider dealing' arises where a person possesses Inside Information and uses that information by acquiring or disposing of (for their own account or for the account of a third party), directly or indirectly, financial instruments to which that information relates. This includes recommending that another person engage in insider dealing, or inducing another person to engage in insider dealing on the basis of that Inside Information.
 - 'Unlawful disclosure of Inside Information' arises where a person possesses
 Inside Information and discloses that information to any other person, except
 where the disclosure is made in the normal exercise of an employment, a
 profession or duties.
- 10. These restrictions apply to any person not just Company personnel.

Dealing in Company Securities

When a Designated Person MAY Deal

11. A Designated Person may Deal in Company Securities unless restricted from doing so under clause 12 or clause 13 (*When a Designated Person May Not Deal*) or under applicable laws (for example, as outlined in clauses 8 to 10 above).

When a Designated Person MAY NOT Deal

- 12. Subject to clauses 17 to 24 (*Exceptions*), a Designated Person (which includes PDMRs and their PCAs) may not Deal in Company Securities during the following designated Black-out Periods:
 - the period 30 days prior to, and 24 hours after the release of the Company's quarterly results;
 - the period 30 days prior to, and 24 hours after the release of the Company's half-year results;
 - the period 30 days prior to, and 24 hours after the release of the Company's full-year results;
 - the 21 calendar days up to and including the date of the annual general meeting of the Company; and
 - any other period determined by the Chair in consultation with the Company Secretary to be a Black-out Period from time to time.
- 13. It should be noted that, whilst the PCA of a PDMR is not restricted by law from Dealing during a Blackout Period, it is the Company's policy that all PCAs should be subject to the same restrictions from Dealing during Black-out Periods.
- 14. In addition to the restrictions in clauses 8 10, a Designated Person may not Deal in Company Securities at any time if he or she has:
 - information that he or she knows, or ought reasonably to know, is Inside Information;

14.2 not complied with clauses 25 to 30 (Approval and notification requirements).

When employees, consultants or contractors (other than a Designated Person) MAY Deal

15. An employee, consultant or contractor (who is not a Designated Person or a PDMR) may, at any time, Deal in Company Securities if he or she does not have information that he or she knows, or ought reasonably to know, is Inside Information and provided such Dealing otherwise complies with applicable laws.

When employees, consultants or contractors (other than a Designated Person) MAY NOT Deal

- 16. An employee, consultant or contractor (who is not a Designated Person) who has information that he or she knows, or ought reasonably to know, is Inside Information may not:
 - 16.1 Deal in Company Securities;
 - 16.2 advise, procure or encourage another person to deal in Company Securities; or
 - pass on information to any person if they know, or ought reasonably to know, that the person may use the information to Deal in (or procure another person to Deal in) Company Securities.

Exceptions

Permitted Dealings

- 17. Subject to not being in the possession of Inside Information and subject to complying with all applicable laws, a Designated Person may at any time:
 - 17.1 transfer Company Securities already held into a superannuation fund or other saving scheme in which the Designated Person is a beneficiary and so that the beneficial interest in the relevant Company Securities does not change;
 - hold units of a fund or other scheme (other than a scheme only investing in Company Securities) where the assets of the fund or scheme are invested wholly at the discretion of a thirdparty so that the Designated Person is not themselves conducting any transaction in relation to Company Securities;
 - 17.3 undertake to accept, or accept, a takeover offer;
 - 17.4 acquire Company Securities under a bonus issue made to all holders of securities of the same class where the Designated Person has not themselves made any decision in relation to the declaration of such bonus issue; or
 - 17.5 acquire Company Securities under a dividend reinvestment, or top-up plan that is available to all holders of securities of the same class where the Designated Person has not themselves made any decision in relation to the declaration of any such dividend.

Approval to dispose or transfer Company Securities in exceptional circumstances

18. Subject to compliance with applicable laws, in exceptional circumstances, a Designated Person may seek written approval from the Chair (**Approval Officer**) to dispose of or transfer (but not acquire or otherwise Deal with) Company Securities during a Black-out Period (**Disposal Consent**). Where the Chair is seeking Disposal Consent or is otherwise not independent in respect of a particular clearance application or is unavailable, the Approval Office is the Board).

- 19. The Approval Officer will act with caution in determining whether there are exceptional circumstances, which may include, but will not be limited to, where:
 - 19.1 the Designated Person is in severe financial hardship and a pressing financial commitment cannot be satisfied otherwise than by disposing of Company Securities, and which therefore requires the immediate sale of Company Securities by such Designated Person; or
 - the Designated Person is required by a court order, or there are court enforceability undertakings, to transfer or dispose of Company Securities or there is some other overriding legal regulatory requirement for them to do so.
- 20. A Designated Person seeking Disposal Consent based on clause 19.1 must provide the Approval Officer with:
 - 20.1 a written application stating all of the facts; and
 - 20.2 copies of relevant supporting documentation, including contact details of the Designated Person's accountant, bank and other such independent institutions (where applicable).
- 21. A Designated Person seeking Disposal Consent based on clause 19.2 must provide the Approval Officer with a written application accompanied by relevant court and/or supporting legal documentation (where applicable).
- 22. The Approval Officer may grant Disposal Consent to a Designated Person:
 - 22.1 only if that Designated Person is not in possession of Inside Information; and
 - 22.2 on such terms and conditions (including the duration of the right to dispose or transfer) as considered reasonable in the circumstances by the Approval Officer.
- 23. The Approval Officer will notify the Board of any Disposal Consent proposed to be granted to a Designated Person, and the Approval Officer and the Board shall take legal and other relevant professional advice as necessary prior to granting any Disposal Consent.
- 24. A Disposal Consent, if granted, will be issued in writing to the Designated Person and will contain a specified time period during which the disposal or transfer can be made.

Approval and notification requirements

Approval requirements

- 25. Any Designated Person (other than the Chair) wishing to Deal in Company Securities must obtain the prior written approval of the Chair or the Board (as the case may be) before doing so. It should be noted that 'Designated Persons' includes certain persons connected with certain directors, employees and management see the definition of "Designated Persons" in clause 46 below.
- 26. If the Chair wishes to Deal in Company Securities, the Chair must obtain the prior approval of the Board before doing so.

Approvals to Deal

- 27. All requests to Deal in Company Securities must include the intended volume of securities to be Dealt in and an estimated time frame for the Dealing and should be submitted to the Company Secretary using the form set out in Annex B. The Company Secretary will share this form with the Approval Officer.
- 28. Written approval(s) from the Approval Officer must be forwarded to the Company Secretary prior to the approved Dealing.
- 29. By submitting requests to Deal in Company Securities, the Designated Person will be deemed to have confirmed and agreed that:
 - 29.1 the information included in such submission is accurate and complete;
 - the Designated Person is not in possession of Inside Information relating to the Company or any Company Securities;
 - 29.3 if the Designated Person is given clearance to Deal in Company Securities and they still wish to Deal in Company Securities, they will do so as soon as possible; and
 - 29.4 if the Designated Person becomes aware that they are in possession of Inside Information before they Deal in Company Securities, you will inform the Company Secretary and Approval Officer and refrain from Dealing in Company Securities.

Notification

- 30. Subsequent to approval obtained in accordance with clauses 25 and 26:
 - any Designated Person who Deals in Company Securities must notify the Company Secretary in writing of the details of the transaction within five business days of the Dealing occurring, unless they fall within clauses 30.2 and/or 30.3 below;
 - any PDMR or PCA must also notify the Company and the FCA in writing of each Dealing as soon as practicable, but no later than two days following the transaction date, providing the information in Annexure B (this is to enable the Company to satisfy its announcement obligations to inform the public promptly and in any event no later than two business days from receipt of the notification under UK MAR); and
 - where any Dealing results in a person's interest in the Company's shares passing through any of the thresholds prescribed by the UK's DTR5 (namely at 5%, 10%, 15%, 20%, 25%, 30%, 50% and 75%) they must notify the Company and the FCA using the prescribed Form TR-1 within two trading days.
- 31. The notification obligation in clause 30 operates at all times, but the obligation under clause 30.1 does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee share scheme.

Other restrictions

Incomplete Buy or Sell Orders

- 32. Buy or sell orders for Company Securities which are placed but not completed outside of a Blackout Period are subject to the following restrictions once the Black-out Period commences:
 - 32.1 the order must be completed within five trading days otherwise it will lapse; and
 - 32.2 the order cannot be varied.

33. Any order subject to this procedure should be notified in writing to the Company Secretary within 24 hours of the Black-out Period commencing.

Derivatives

- 34. The Company prohibits the use of Derivatives in relation to unvested equity instruments, including performance share rights, and vested Company Securities that are subject to disposal restrictions (such as a 'HoldingLock').
- 35. Derivatives may, subject to the approval of the Chair (or in relation to the Chair, subject to approval of the Board) and subject to compliance with the law and the other provisions of this Policy, be used in relation to vested positions which are not subject to disposal restrictions.

Prohibition on Margin Loan Arrangements

- 36. Designated Persons may not:
 - 36.1 enter into a Margin Loan or similar funding arrangement to acquire any Company Securities; or
 - 36.2 use Company Securities as security for a Margin Loan or similar funding arrangement.

Prohibition on short-term or speculative trading

- 37. Speculating in short-term fluctuations in the Company's Securities does not promote shareholder or market confidence. It is the Company's policy that you must not engage, directly or indirectly, in short-term or speculative dealing (including short-selling) in the Company's Securities.
 - 37.1 It is the Company's policy that you must not engage, directly or indirectly, in short-term or speculative dealing (including short-selling) in the Company's Securities.
 - 37.2 If you acquire Company Securities you must not normally dispose of those securities, or enter into arrangements (such as Margin Loans) which could result in those securities being disposed of, within 3 months of acquisition. Sale of securities acquired under the Company's employee share and equity incentive plans is not considered to be a short term or speculative dealing.

Securities of other Companies

38. The prohibitions in the Corporations Act, CJA and UK MAR against insider trading applies equally to where Inside Information is being held by a person about another company or entity. This may occur, for example, where the Company is negotiating a transaction with another company or where, in the course of negotiating a transaction with the Company, another entity provides confidential information about itself or another entity. Accordingly, if a person possesses Inside Information in relation to the securities of another entity, they must not Deal in those securities.

Penalties

- 39. Insider trading is a criminal offence. A person who commits a breach of the insider trading provisions could be subject to both civil and criminal penalties for the individual and for the Company.
- 40. In addition, the insider trader, and any other persons involved in the contravention, may also be

liable to compensate third parties for any resulting loss.

Policy compliance

- 41. During the year, the Company may require confirmation from Designated Persons that they have complied with this Policy. The Company may also require confirmation (or declarations) of holdings in Company Securities. All such requested information must be supplied within five business days of the request being received.
- 42. The Company may also require PDMRs to confirm and/or update their list of PCAs.
- 43. A breach of this Policy will be regarded very seriously and may lead to disciplinary action being taken (including termination of employment). If the Company becomes aware of any breach of this Policy, then the Company may report such breach to the Australian Securities and Investments Commission.

Who to contact

44. If an individual is in any doubt regarding their proposed Dealing in Company Securities, they should contact the Company Secretary.

Publication

45. This Policy will be made available from the Company website https://www.wellnexlife.com.au/

Review

46. This Policy shall be reviewed annually by the Board to ensure that it is operating effectively and ascertain whether changes are required to the policy.

Definitions

47. In this Policy, the following definitions apply:

AIM Rules for Companies published by the London Stock

Exchange.

Applicable Employees As defined in the AIM Rules.

Company Securities includes shares, options, warrants, derivatives and interests in

shares (including vested options and vested performance share rights) linked in any way to the underlying price of shares in the

Company.

Black-out Periods (also known as a 'closed period') means a relevant period

as defined by the Company when Designated Persons may not Deal in Company Securities, such periods to be no less than the minimum required under all applicable

laws.

Company Secretary

Kobe Li, contactable at: kobe.l@wellnexlife.com.au

Deal or **Dealing**

has a very broad meaning in the relevant legislation, and includes:

- (a) applying for, acquiring or disposing of Company Securities;
- (b) entering into an agreement to apply for, acquire or dispose of, Company Securities; and
- (c) granting, accepting, acquiring, disposing, exercising or discharging an option, warrant or other right or obligation to acquire or dispose of Company Securities.

Derivatives

include:

- (a) derivatives within the meaning given in section 761D of the Corporations Act (such as options, forward contracts, swaps, futures, warrants, caps and collars); and
- (b) any other transaction in financial products or hedging arrangement or other arrangement which operates to limit (in any way) the economic risk associated with holding the relevant securities.

Designated Persons

means each of:

- (a) the Directors of the Company;
- (b) any PDMR;
- (c) any person who by their role or otherwise, becomes aware of Inside Information by having access to confidential material which may contain potentially price sensitive information including the Company board papers, periodic disclosure materials or any other relevant document; and
- in relation to those persons identified in paragraphs (a) and
 above, the following people are also deemed to be
 Designated Persons:
 - (i) their PCAs;
 - (ii) their spouse or any of their children (including step children) under the age of 18 years;
 - (iii) a trust which they, any members of their family, or family-controlled company are a trustee or beneficiary; and
 - (iv) a company which they or their family control.
- (e) "Applicable Employees" as defined in the AIM Rules.

Inside Information

means information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of securities. Annexure A provides further details about what constitutes Inside Information.

UK MAR

means the EU Market Abuse Regulation (EU/596/2014) as it forms part of UK domestic law by virtue of the European (Withdrawal) Act 2018 (as amended)

Margin Loan

means any lending or similar arrangement allowing a person to borrow money to invest in securities and/or using existing investments or Company Securities as security.

PCA

in relation to a PDMR are:

- (i) the PDMR's spouse or civil partner;
- (ii) the PDMR's children under the age of 18 who are unmarried and do not have a civil partner;
- (iii) any relative of the PDMR who has shared the same household as the PDMR for at least a year from the date of relevant Dealing; and
- (iv) a company, trust or partnership whose managerial roles are discharged by the PDMR or which is controlled by the PDMR.

PDMR

each of:

- (i) a director of the Company;
- (ii) a member of the administrative, management or supervisory body of the Company; and
- (iii) any senior executive who has regular access to inside information relating directly or indirectly to the Company or its group and has the power to make managerial decisions affecting the Company's future developments and business prospects.

ANNEXURE A: Inside Information

Inside information

- 'Inside information' under the applicable Australian and UK legislation has broadly the same meaning. In Australia, it means information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of securities. In the UK, it means information of a precise nature, which has not been made public, relating, directly or indirectly, to the Company (or its subsidiaries) or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments.
- 2 Information is considered to be generally available if:
 - 2.1 it consists of readily observable matter; or
 - it has been made known in a manner likely to bring it to the attention of investors in securities and a reasonable period for dissemination of that information has elapsed; or
 - 2.3 it may be deduced, inferred or concluded from the above.
- Information will be generally available if it has been released to the ASX and via an RIS, (including if published in an annual report or prospectus).
- For the purposes of the insider trading provisions of the Corporations Act, information is defined broadly and includes matters of supposition and other matters which are insufficiently definite to warrant being made known to the public. It also includes matters relating to the intentions of a person.
- 5 Information is 'precise' if it:
 - 5.1 indicates a set of circumstances that exist or may reasonably be expected to come into existence or an event that has occurred or may reasonably be expected to occur; and
 - 5.2 is specific enough to enable a conclusion to be drawn as to the possible effect on those set of circumstances or that event on the prices of the financial instruments or the related derivative financial instruments.

Material Effect on the Price of Securities

- Information is considered by the Corporations Act to be likely to have a material effect on the price or value of securities of a company if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell those securities.
- Similarly, under the UK legislation, an assessment must be made as to whether the information would be likely to be used by a reasonable investor as part of the basis of investment decisions and would therefore be likely to have a significant effect on the price of the Company's financial instruments. Information likely to be relevant to investment decisions includes that which affects the assets and liabilities of the Company, the performance of its business (or expectations as to such performance), its financial condition, the course of its business, major new developments and information previously disclosed to the market. This is not an exhaustive list.

- It is not possible to list all of information that may be material, however, the following types of information would each be likely to be considered to have a material effect on the Company's share price:
 - 8.1 information regarding a material increase or decrease in the Company's financial performance from previous results or forecasts, such as changes to profit results;
 - 8.2 a proposed material business or asset acquisition or sale;
 - 8.3 a large contract win;
 - 8.4 the damage or destruction of a material operation of the Group;
 - 8.5 proposed material legal proceedings to be initiated by or against the Company;
 - 8.6 regulatory action or investigations undertaken by a Government authority;
 - 8.7 the launch of a new business or material new product; or
 - 8.8 a proposal to undertake a new issue of securities or major change in financing.

ANNEXURE B: Clearance application template

| 1. | Applicant | |
|-----|--------------------------------------|--|
| (a) | Name | |
| (b) | Contact details | [For executive directors and other employees, please include email address and extension number.] |
| | | [For non-executive directors, please include email address and telephone number.] |
| 2. | Proposed dealing | |
| (a) | Description of the securities | [eg a share, a debt instrument, a derivative or a financial instrument linked to a share or debt instrument.] |
| (b) | Number of securities | [If actual number is not known, provide a maximum amount (eg 'up to 100 shares' or 'up to £1,000 of shares').] |
| (c) | Nature of the dealing | [Description of the transaction type (eg acquisition; disposal; subscription; option exercise; settling a contract for difference; entry into, or amendment or cancellation of, an investment programme or trading plan).] |
| (d) | Estimated time frame for the dealing | |
| (e) | Other details | [Please include all other relevant details which might reasonably assist the person considering your application for clearance (eg transfer will be for no consideration).] |
| | | [If you are applying for clearance to enter into, amend or cancel an investment programme or trading plan, please provide full details of the relevant programme or plan or attach a copy of its terms.] |

ANNEXURE C: PDMR and PCA Notification

| 1. | Details of PDMR / person closely associated with them ('PCA') | |
|-----|---|---|
| (a) | Name | [Include first name(s) and last name(s).] [If the PCA is a legal person, state its full name including legal form as provided for in the register where it is incorporated, if applicable.] |

| (b) | Position / status | [For PDMRs, state job title e.g. CEO, CFO.] [For PCAs, state that the notification concerns a PCA and the name and position of the relevant PDMR.] | |
|-----|---|--|--|
| (c) | Initial notification / amendment | [Please indicate if this is an initial notification or an amendment to a prior notification. If this is an amendment, please explain the previous error which this amendment has corrected.] | |
| 2. | Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted | | |
| (a) | Description of the financial instrument | [State the nature of the instrument e.g. a share, a debt instrument, a derivative or a financial instrument linked to a share or debt instrument.] | |
| (b) | Nature of the transaction | [Description of the transaction type e.g. acquisition, disposal, subscription, contract for difference, etc.] [Please indicate whether the transaction is linked to the exercise of a share option programme.] [If the transaction was conducted pursuant to an Investment Programme or a Trading Plan, please indicate that fact and provide the date on which the relevant Investment Programme or Trading Plan was entered into.] | |
| (c) | Price(s) and volume(s) | [Where more than one transaction of the same nature (purchase, disposal, etc.) of the same financial instrument are executed on the same day and at the same place of transaction, prices and volumes of these transactions should be separately identified in the table above, using as many lines as needed. Do not aggregate or net off transactions.] [In each case, please specify the currency and the metric for quantity.] | |