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# **Securities Trading Policy**

Ansell Limited ACN 004 085 330

Adopted by the Board on 19 June 2023

## 1. Scope

This policy applies to all directors, senior executives and employees (and their associates), sets out the manner in which they can Deal in Ansell Securities and explains the type of conduct in relation to Dealings in Securities of Ansell Limited (**Ansell** or the **Company**) or other companies that Ansell deals with that is prohibited under the Corporations Act.

The Company expects directors, senior executives and employees to comply with the letter and the spirit of the insider trading provisions of the Corporations Act at all times.

## 2. Purpose

To ensure compliance with the insider trading laws under the *Corporations Act 2001 (Cth)* (**Corporations Act**), protect Ansell's reputation in relation to Dealing in Securities by its directors, senior executives and employees, and prohibit specific types of transactions by Designated Persons which are not in accordance with market expectations or may otherwise give rise to reputational risk.

## 3. Insider trading laws

### 3.1 General rule

The Corporations Act prohibits 'insider trading'. Where directors, senior executives and employees have Inside Information in relation to Ansell or any other entity, they are prohibited:

- (a) from Dealing in those Securities;
- (b) advising, procuring or encouraging another person to Deal, or enter into an agreement to Deal, in those Securities; and
- (c) directly or indirectly communicating the information to another person who they believe are likely to Deal in, or procure another person to Deal in, those Securities.

Additional restrictions and obligations referred to in clause 4 apply to those specified as Designated Persons.

### 3.2 What is Inside Information?

'Inside Information' is information that is:

- (a) not generally known by the public or not generally available; and
- (b) if it was known or generally available, a reasonable person would expect it to have a material effect on the price or value of a listed entity's Securities.

#### (Inside Information)

In simple terms, this means confidential information which might influence someone to decide whether or not to buy or sell the Securities.

### 3.3 What are some examples of Inside Information?

Examples of Inside Information may include:

- (a) information regarding a material increase or decrease in financial performance from previous results, from market guidance or from the market's reasonable expectations;
- (b) a proposed takeover or merger;
- (c) a proposed material business or asset acquisition or sale;
- (d) a proposed change to the capital structure of a company;
- (e) a significant change in the operations or direction of the business or a major change in financing;
- (f) proposed material legal proceedings to be initiated by or against a company; or
- (g) regulatory action or investigations undertaken by a Government authority.

### 3.4 What is Generally Available Information?

The prohibition on insider trading does not apply where information is generally available. Information is generally available if it is:

- (a) available in the public domain;
- (b) made known in a manner that would, or would be likely to, bring it to the attention of people who commonly invest in Ansell Securities or Securities of a kind similar to Ansell Securities, and a reasonable period has elapsed to allow the information to be disseminated; or
- (c) able to be deduced, concluded or inferred from the information referred to above.

### 3.5 Market perception and reputation

It is important that public confidence in the Ansell Group is maintained. It would be damaging to the Group's reputation if the market or the general public perceived that directors or employees might be taking advantage of their position in the Group to make financial gains by dealing in securities based on inside information. As a guiding principle, an employee should consider the 'front page' test, that is:

*"If the market was aware of all the current circumstances, could the proposed Dealing be perceived by the market as taking advantage of my position in an inappropriate way? How would it look if the Dealing was reported on the front page of the newspaper?"*

If any employee is unsure, they should consult the Company Secretary. Where any approval under this Policy is required for a Dealing, approval will not be granted where the dealing would not satisfy the 'front page' test.

### 3.6 Securities of other companies

You must not Deal in Securities of any other listed entity or procure or communicate with others in relation to those other Securities, if it would breach any insider trading rules or law (globally). This includes but is not limited to situations where you come into possession of Inside Information about another listed entity during the course of your role at Ansell (e.g through commercial negotiations with suppliers, customers or business partners). You should seek guidance from the Company Secretary if you are uncertain whether or not you should Deal in another listed entity's Securities.

## 4. Additional Restrictions on Dealing for Designated Persons

### 4.1 Who are Designated Persons

For the purpose of this policy "**Designated Persons**" are:

- (a) all directors of Ansell (**Directors**);
- (b) senior management which includes all members of the executive leadership team (**ELT Members**) and all employees with Vice President designation, and
- (c) any employee with access to the monthly consolidated financial information and any other employees who are likely to receive price sensitive or Inside Information in the course of their positions of employment who are notified as such by the Company Secretary (**Designated Employees**).

### 4.2 Trading windows – Designated Persons

Subject to approval and notification requirements set out in clause 4.3 below, Designated Persons and their Closely Related Parties may, unless the Company advises otherwise, Deal in Ansell Securities during the 30-day period beginning on at the commencement of trading on the Australian Securities Exchange (**ASX**) on the second trading day after:

- (a) the release of the Company's half-yearly results to the ASX;
- (b) the release of the Company's annual results to the ASX; or
- (c) the holding of the Annual General Meeting;

(**Trading Windows**), subject to the general restriction on Dealing when in possession of Inside Information.

The Company Secretary will notify the Designated Persons of the precise opening and closing date of each Trading Window.

For the avoidance of doubt, subject to clause 4.4 and clause 4.5, Designated Persons may not Deal in Ansell Securities outside the Trading Windows.

### 4.3 Approval and notification

- (a) Prior to Dealing in the Company's securities when a Trading Window is open, Designated Persons must:
- (i) obtain approval for their proposed dealing from the relevant Authorising Officer in clause 4.3(d) (a **Clearance**); and
  - (ii) confirm that they are not in possession of any inside information.
- (b) If a Clearance is given to Deal, the clearance will be confirmed in writing and will be valid for a period of five trading days (inclusive of the approval date) unless otherwise stated.
- (c) No Dealing by a Designated Person may be executed beyond the five day period referred to in paragraph (b) without having sought and received further Clearance.
- (d) The following Designated Persons may only deal in Ansell securities during a Trading Window if it has been approved by the person specified below:

Designated Person requiring approval to deal	Authorising Officer
<i>Chair of the Board (and their Closely Related Parties)</i>	The Chair of Audit and Risk Committee
<i>Directors (and their Closely Related Parties)</i>	Chairman of the Board
<i>Managing Director/CEO (and their Closely Related Parties)</i>	Chairman of the Board
<i>ELT Members and Company Secretary (and their Closely Related Parties)</i>	Managing Director/CEO
<i>Vice Presidents (and their Closely Related Parties)</i>	Company Secretary
<i>Designated Employees (and their Closely Related Parties)</i>	Company Secretary

- (e) Designated Persons must take all reasonable steps to ensure that their Closely Related Parties are aware of, and comply with, this Policy. Where this Policy requires a Closely Related Party to do an act (for example provide a notification or obtain a Clearance), you must do that act on behalf of your Closely Related Party.

### 4.4 Excluded Dealing

- (a) Subject to applicable laws (including the insider trading provisions in the Corporations Act), Designated Persons may at any time, without seeking Clearance:
- (i) Deal in the Company's Securities where the Dealing does not result in a change of beneficial interest in the Securities;
  - (ii) acquire Securities under any director or employee security plan or performance rights plan including the exercise of options or performance rights under an option or performance rights plan (noting that this exception does not extend to selling Securities acquired under such a plan);
  - (iii) undertake to accept, or accept, a takeover offer;
  - (iv) invest in, or Deal in units of, a fund or other scheme (other than a scheme only investing in the Securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party; or
  - (v) dispose of Ansell Securities that are the result of a secured lender exercising their rights under a loan or security agreement;
  - (vi) Deal under an offer or invitation made to all or most of the security holders, such as a rights issue, a security purchase plan, a dividend or distribution reinvestment plan, bonus issue or an equal access buy-back; or
  - (vii) transfer Company Securities already held into a self-managed superannuation fund or other saving scheme in which the Designated Person is a beneficiary;
- (b) If a Designated Person undertakes any of the actions described in paragraph (a), that Designated Person must advise the relevant Authorising Officer (as set out in clause 4.3(d)).

#### **4.5 Exceptional circumstances**

- (a) In exceptional circumstances the Authorising Officers listed in clause 4.3(d) have discretion to approve Dealings by the respective Designated Person in Ansell Securities outside a Trading Window, or to approve Dealings in Ansell Securities that would otherwise be prohibited by this policy.
- (b) What constitutes “exceptional circumstances” will be assessed on a case-by-case basis by the Authorising Officer.
- (c) Any decision by the Authorising Officer under this clause 4.5 to grant or refuse to grant clearance to any Designated Person to Deal in Ansell Securities:
  - (i) may be made in the Authorising Officer’s absolute discretion without giving any reasons;
  - (ii) can be withdrawn (if clearance has been given) if new information comes to light or there is a change in circumstances;
  - (iii) must be kept strictly confidential by the Designated Person.
- (d) If a Designated Person comes into possession of Inside Information after receiving a clearance to Deal, they must not Deal despite having received the clearance.

#### **4.6 No short-term Dealing in Ansell Securities**

Speculation in short-term fluctuations in Ansell Securities does not promote market or shareholder confidence in the integrity of company or Ansell directors and senior management.

No Designated Person should Deal in Ansell Securities on a short-term trading basis, including trading in Ansell Securities within a 3 month period of receiving the Securities, except in limited circumstances (such as severe financial hardship, Dealings of long term incentive Securities upon vesting, or where there is a legal obligation to sell or transfer the Securities) and with the approval of the Company Secretary and in compliance with the law.

#### **4.7 ASX notification by directors**

Directors must notify the Company if there is a change in their security interests as soon as possible to enable the Company to comply with relevant timeframes under the Listing Rules in relation to notification of changes to directors’ relevant interests. Any director requiring assistance in this regard should contact the Company Secretary.

#### **4.8 No margin loan arrangements**

No Designated Person should enter into a margin loan or similar funding arrangement in respect to Securities in the Company.

#### **4.9 Ad-hoc restrictions**

The Company, in its sole and absolute discretion, may impose additional restrictions on Dealing in Ansell Securities by all or any Designated Persons the Company considers appropriate. For the avoidance of doubt, the Company may impose ad-hoc restrictions under this clause 4.9 even where the proposed Dealing would otherwise take place when a Trading Window is open. Any restriction communicated by the Company to all or any Designated Persons under this clause 4.9 must be kept strictly confidential.

### **5. Director, Executive and Employee Share and Equity Plans**

#### **5.1 Standing instructions**

- (a) Where a relevant share or equity plan provides for regular share purchases to be made pursuant to a standing instruction, directors, executives or employees should only make an election to participate at a time that they do not possess any Inside Information relating to the Company.
- (b) If a director, executive or an employee expects to hold Inside Information at a time a standing instruction is to be executed, he or she must discuss such matter with the Company Secretary in advance of the execution of the purchase and may need to withdraw or suspend such standing instruction.

## 5.2 Sale by Designated Persons

- (a) Any sale of Ansell shares acquired by a Designated Person under any Ansell share or equity plan (at the end of applicable vesting or restriction periods or upon exercise of options) must only occur:
- (i) during a Trading Window as set out in clause 4, provided the Designated Person is not in possession of Inside Information; and
  - (ii) with Clearance obtained under clause 4.5.

## 5.3 Prohibition on hedging

All participants in an approved share or equity plan of the Company are prohibited from engaging in any conduct that seeks to secure the economic value attaching to a security granted under the relevant plan and remove the element of price risk inherent in the value of those Securities, while the Securities remain unvested.

Prohibited conduct includes, but is not limited to, writing put or call options over the underlying Securities, Dealing in derivative products or entering into other arrangements intended to hedge a 'profit' in those Securities.

## 6. Penalties

Ansell is committed to ensuring compliance with the letter and spirit of all applicable laws, including securities laws. Directors, senior executives and employees of the Company are, and will be held, responsible for the observance of these Guidelines. Any non-compliance will be regarded as serious misconduct which may entitle the Company to take corrective disciplinary action.

A breach of the insider trading prohibition may attract both criminal and civil penalties under the Corporations Act. It may also have a serious impact on the Company's reputation.

In addition, a person who is involved in a contravention of these provisions may be liable to compensate any person who suffers loss or damage because of the conduct.

## 7. Definitions

- Closely Related Party**
- (a) Spouse, partner or dependent child (including adult children and step-children);
  - (b) relative residing with the Designated Person;
  - (c) other family member who the Designated Person may be expected to influence, or be influenced by, in relation to Dealings in Ansell Securities; and
  - (d) companies, trusts, partnerships and other entities that the Designated Person, or any of the above-mentioned persons, control or significantly influence.

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**Securities** The definition of securities in the Corporations Act is very broad, and includes shares, options, debentures, convertible notes and any other financial product able to be traded on a financial market.

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**Dealing and Deal** Dealing in Securities is a broad concept and covers more than simply buying or selling Securities. It extends to subscribing for the Company's Securities, forward contracts, granting options and hedging Securities. It also extends to entering into an agreement to do any of the above.

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