

Trading Policy

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| Version: | 6.0 |
| Approval date | 28/10/2025 |
| Effective date | 28/10/2025 |

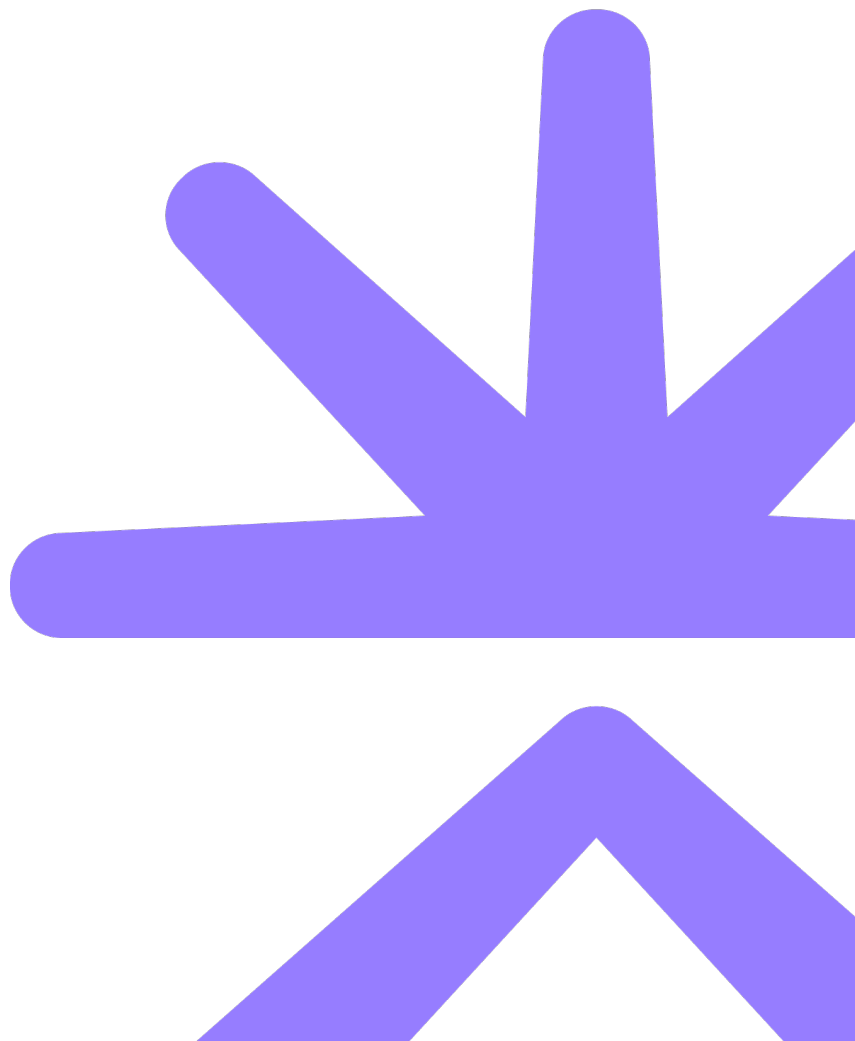


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References within this document

Within this document, a reference to Helia refers to Helia Group Limited and its subsidiary companies.

References to the Board are to the Boards of Directors of Helia and its subsidiary companies unless a specific Board is specified. All References to amounts are in Australian Dollars (AUD).

1. Introduction

This document sets out Helia's policy on dealing in:

- Helia's Securities; and
- Securities of other entities (as referenced in this Policy),

by:

- (a) its employees, officers and directors of Helia and any of its subsidiaries, and each of their respective Associates; and
- (b) any consultant, independent contractor, adviser or any other individual person working directly for Helia or any of its subsidiaries under a contract other than a contract of employment,

together (**Helia Employees**).

Insider trading includes trading in, encouraging others to trade in, or in some cases communicating information about, shares or other Securities while in possession of price sensitive information that is not generally available to the public (**Insider Trading**). The Corporations Act prohibits people in possession of price sensitive information that is not generally available to the public from Dealing in Securities (as defined below in Section 3) or passing on information to others who may Deal in Securities. This prohibition applies regardless of how the information has been obtained. Such action may result in individual prosecution and a lack of confidence in the market for Helia Securities, harming both Helia and its shareholders. Helia has established this Trading Policy (the **Policy**), among other things, to assist it and Helia Employees to be aware of their obligations and comply with the prohibitions against Insider Trading.

This Policy outlines a general framework to assist Helia Employees to ensure that any Dealing in Securities occurs without actual or perceived breach of applicable Insider Trading laws. Helia Employees have the ultimate responsibility for complying with applicable Insider Trading laws and should obtain additional guidance, including independent legal advice, as may be appropriate for their own circumstances.

2. Scope

2.1 Persons that are subject to this Policy

All Helia Employees are required to comply with this Policy as it applies to them and must ensure that their Associates also comply with the Policy.

Additional restrictions (set out in section 4.1) apply to Prescribed Persons. Prescribed Persons are defined in Section 4.1.

2.2 Trades that are subject to this Policy

Under this Policy, all references to trading or dealing in Securities in Helia includes:

- (a) **Dealing** – applying for, acquiring, disposing of, or entering into an agreement to apply for, acquire or dispose of, Helia Securities (including pursuant to any Helia employee share benefit plan or arrangement); and

- (b) **Other transactions** – any derivatives-based or other transaction or arrangement, including in relation to debentures, options to subscribe for new shares and options over existing shares and warrant contracts relating to Helia.

3. Insider Trading Laws

3.1 Prohibition

If a Helia Employee has any 'inside information' about Helia or any related company to Helia (or another entity, such as a company with which Helia is considering a transaction) which is not publicly known, it is an offence to:

- (a) Deal in Helia Securities (or Securities of the other entity);
- (b) advise or procure another person to Deal in Helia Securities (or Securities of the other entity); or
- (c) pass on inside information to someone else (such as colleagues, family or friends) knowing (or where it should have reasonably been known) that the other person will, or is likely to, use that information to Deal in, or procure someone else to Deal in, Helia Securities (or Securities of the other entity).

3.2 Inside Information

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 Helia Securities or Securities of another entity.

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

- financial performance against budget;
- a possible acquisition or sale of assets by Helia (or another entity);
- a possible change in Helia's capital structure;
- a proposed dividend;
- changes in Senior Management;
- entry into or termination of customer contracts; or
- a possible claim by or against Helia or other unexpected liability.

3.3 Dealing in Securities

Dealing in Securities includes applying for, acquiring, disposing of, or entering into an agreement to apply for, acquire or dispose of, Helia Securities or Securities of another entity.

3.4 Consequences of Insider Trading

Penalties for Insider Trading can include:

- (a) criminal liability including large fines or imprisonment;
- (b) civil penalties;
- (c) civil liability, which may include being sued by another party or Helia, for any loss suffered as a result of illegal trading; and
- (d) termination of employment.

4. Restrictions on Trading

4.1 Trading Pre-Clearance

To assist Prescribed Persons avoid Dealing in Helia Securities in contravention of (or being perceived to be in contravention of) applicable Insider Trading laws, all Prescribed Persons are required to make certain declarations to Helia and seek approval of any proposed Dealing of Helia Securities before entering into the Dealing.

Prescribed Persons are any of the following:

- (a) a Director of the Company or any of its subsidiaries;
- (b) Senior Management of the Company or any of its subsidiaries;
- (c) Helia Employees who report directly to a member of Senior Management of the Company or any of its subsidiaries;
- (d) an individual that has been notified in writing by the Company Secretary or Senior Management that the individual's trades in Securities of the Company will be subject to pre-clearance in accordance with this Policy;
- (e) a family member, spouse or other person living in the household or a dependent child of any of the foregoing individuals; and
- (f) any Helia Employee who is in possession of Inside Information.

Such notification shall be made by filing a Trade Notice in the form of Schedule A to this Policy with the Company Secretary or such other method prescribed by Helia from time to time (**Pre-Trade Request**). Such filing must be made by sending an e-mail to the Company Secretary or by delivering the notice in person to the Company Secretary or such other method prescribed by Helia from time to time.

As soon as reasonably practicable, the Company Secretary (or permitted alternate or delegate) will direct the Pre-Trade Request to the relevant approver (as set out in Table 1 below) and, following approval or rejection, notify any individual that has submitted a Pre-Trade Request in accordance with this Policy whether the proposed Dealing is approved.

Table 1 - Pre-Trade Requests Approver

| Person seeking approval | Approver |
|------------------------------------------------------|------------------------------|
| Chair and their Associates | Chair of the Audit Committee |
| Chief Executive Officer and their Associates | Chair of the Board |
| Directors (excluding the Chair) and their Associates | Chair of the Board |
| General Counsel and their Associates | Chair of the Board |
| Company Secretary and their Associates | Chair of the Board |
| All other Prescribed Persons | Company Secretary |

Any Pre-Trade Requests submitted during a Trading Window, which in aggregate exceed a threshold set by the Audit Committee must also be approved by the Audit Committee in addition to the Approver set out in Table 1.

If Helia has any reason to believe the Prescribed Person (a) has Inside Information or otherwise anticipates that the proposed Dealing will contravene applicable Insider Trading laws or this Policy or (b) the Dealing is likely to have an

adverse impact on the market in Helia Securities or on Helia's reputation, the Pre-Trade Request will be rejected and the Dealing will be prohibited. Pre-Trade Requests may also be rejected by Helia for other reasons, but reasons are not required to be provided for any approval or rejection of any Pre-Trade Request.

A Prescribed Person must not proceed to Dealing unless the Dealing has been approved. If the Prescribed Person receives clearance from the Company Secretary, then the individual may proceed with the Dealing on the basis that they may only do so in accordance with applicable Insider Trading laws, this Policy and any conditions imposed on the clearance.

Directors and certain Senior Management must also comply with Helia's Minimum Shareholding Policy and are not permitted to Deal in Helia Securities if such Dealing will cause them to breach their minimum shareholding requirement. Any Pre-Trade Request in relation to a Dealing which, if executed, will cause the Director or Senior Management personnel or their respective Associates to breach their minimum shareholding requirement will be rejected.

The Company Secretary will maintain a register of all Trade Notices and provide periodic updates to the Board of Pre-Trade Requests received, clearances provided and trades made in accordance with Pre-Trade Requests.

4.2 Trading Windows

All Helia Employees may only Deal in Helia Securities during the following periods (each a **Trading Window**):

- (a) the period of 4 weeks commencing at the beginning of trade on the second trading day following:
 - (i) the announcement on ASX of Helia's half year results; and
 - (ii) the announcement on ASX of Helia's full year results;
- (b) the period of 2 weeks commencing on the second trading day following Helia's Annual General Meeting; and
- (c) the duration of any offer period for an offer of Securities by Helia made pursuant to a prospectus, product disclosure statement, cleansing notice or other disclosure document (as applicable).

Each Trading Window will only open if the Board resolves that the Trading Window will open. If the Board does not determine that a particular Trading Window will open, it may direct the Company Secretary to inform individuals to whom this Policy applies of that fact. The fact that a Trading Window has not opened is confidential, and any person who is informed of the fact that a Trading Window has not opened must keep that information confidential and not disclose it to anyone.

The Company Secretary may declare at any time that a Trading Window has closed and notify Prescribed Persons that have filed a Pre-Trade Request accordingly. The fact that the Trading Window has closed and that there is a restriction on Dealing may itself constitute Inside Information or information that may lead to rumours and must be kept confidential.

4.3 No speculative short-term trading or short selling

Helia Employees must not Deal in Helia Securities on a short-term basis or for speculative trading gain and must not engage in 'short selling' any Helia Securities.

Generally, short term trading is Dealing that has the intention or the effect (or may be perceived to have the intention or the effect) of realising a gain due to particular information or circumstances and not an investment based on long term fundamentals. Short selling generally involves borrowing a security and selling it in the hope that it can be bought back at a lower price at some point in the future and the short position closed out at a profit.

Helia Employees should take a conservative view about what might constitute short term trading or short selling, given particular circumstances and context. A Helia Employee who requires guidance should not Deal in Helia Securities pending receipt of that guidance and should contact the Company Secretary.

4.4 Hedging, margin lending and other secured financing arrangements

Helia Employees must not, without the prior written consent of the Approvers set out in Table 1 above, enter into or agree to enter into:

- (a) any hedging arrangements in relation to any Helia Securities (including any arrangement (with anyone) that has the effect of limiting the exposure of the Helia Employee to risk relating to Helia Securities); or
- (b) any margin lending or other secured financing arrangements in connection with any Helia Securities.

Any request of the Company Secretary for consent to the above arrangements should include full details of the proposed arrangements and provide reasons why giving consent is appropriate. The applicant must not enter into or agree to enter into such arrangements until he or she has received the specific written consent (which may include e-mail) from the Company Secretary.

4.5 Exemptions

(a) Excluded trading

The following Dealings are not subject to pre-clearance under section 4.1 or the requirement to trade only during Trading Windows under section 4.2:

- (i) a disposal of Helia Securities arising from the acceptance of a takeover offer, scheme of arrangement or equal access buy-back or capital reduction;
- (ii) an acquisition of Helia Securities under a pro-rata issue, or a disposal of rights acquired under a pro-rata offer;
- (iii) an acquisition of any Helia Securities under a Helia employee incentive plan, including the acquisition of Helia Securities upon exercise of options or in satisfaction of rights to acquire shares, but excluding any trading in those Helia Securities after their acquisition;
- (iv) an acquisition of Helia Securities under any dividend reinvestment plan or security purchase plan (provided that the Helia Employee or their Associate did not commence or amend their participation in the dividend reinvestment plan outside of a Trading Window);
- (v) public offerings of Helia Securities to Helia Employees; and
- (vi) indirect and incidental trading that occurs as a consequence of a Helia Employee trading securities issued by a management investment scheme, listed investment company, exchange-traded fund or similar investment vehicle that is managed by a third party and that happens to hold as part of its portfolio Helia Securities.

(b) Trading in exceptional circumstances

Helia Employees who wish to Deal in Helia Securities outside of a Trading Window may apply for an exemption in exceptional circumstances. Any such request should describe the nature of the proposed Dealing and reasons why granting the exemption is appropriate. Exceptional circumstances may include:

- (i) severe financial hardship where the sale of Helia Securities is the only practical method to meet a pressing or urgent financial commitment;

- (ii) a requirement to Deal in Helia Securities pursuant to a court order or a court enforceable undertaking; or
- (iii) an overriding legal or regulatory requirement to transfer, or accept a transfer of, Helia Securities.

Not all exceptional circumstances can be specified in advance. The relevant Approver set out in Table 1 will consider such requests and the Company Secretary will inform the applicant whether or not the proposed Dealing may be made. The applicant must not enter into any such Dealing until he or she has received specific written confirmation from the Company Secretary.

4.6 General Principles

The following general principles apply to any Dealing pre-clearance, consent or exemption under this Policy (unless otherwise stated in this Policy or in any such trading pre-clearance, consent or exemption):

- (a) such Dealing pre-clearance, consent or exemption will be valid for a period of five trading days from the date it is given, or, if given within five trading days before a Trading Window closes, until that Trading Window closes;
- (b) Helia may give or refuse any trading pre-clearance, consent or exemption under this Policy in its absolute discretion and without giving reasons;
- (c) any trading pre-clearance, consent or exemption under this Policy can be withdrawn if new information comes to light or there is a change in circumstances; and
- (d) if any trading pre-clearance, consent or exemption under this Policy is refused (or not given), the person seeking that pre-clearance, consent or exemption must keep that information confidential and not disclose it to anyone.

Irrespective of the trading pre-clearance, consent, or an exemption under this Policy being granted, nothing in such pre-clearance, consent or exemption, or in this Policy, shall relieve or purport to relieve an individual from their obligations to comply with applicable Insider Trading laws or with the other sections of this Policy (to the extent applicable). This is the case whether an exemption under this Policy was granted in exceptional circumstances or otherwise.

5. Securities of Other Companies

In the course of Helia's business, a Helia Employee may obtain information about another publicly traded company that has not been generally disclosed. Insider Trading laws prohibit such Helia Employees from Dealing in Securities of that other company while in possession of such information or communicating such information to another person. The restrictions on Insider Trading apply to all Helia Employees with respect to both Dealing in the Securities of another company while in possession of such information and communicating such information.

6. Reporting

The Directors of Helia must notify the Company Secretary if their interest in Helia's Securities changes, as soon as possible after such change occurs and otherwise in accordance with their agreement with Helia under ASX Listing Rule 3.19B.

7. Consequences for non-compliance

This Policy will be made available to all Helia Employees. It is a condition of their appointment, employment or engagement that each of these persons at all times abide by the standards, requirements and procedures set out in this Policy. Any such person who breaches this Policy may face disciplinary action up to and including termination of his or her employment. The breach of this Policy may also breach certain Insider Trading laws. If it appears that Helia Employees or their Associates may have breached such Insider Trading laws, Helia may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

8. Review of this Policy

This Policy shall be reviewed by the Board once every three years, or more frequently if required.

9. Definitions

Associates means a spouse, de facto partner, domestic partner, civil union partner, or any dependent under the age of 18, of any Helia Employee, any other relative living in the same household as any Helia Employee (unless financially independent from the Helia Employee) or any other person whose investment decisions a Helia Employee may have any influence on.

Board means the board of directors of Helia.

Corporations Act means the *Corporations Act 2001*(Cth).

Company Secretary means the Company Secretary appointed by Helia or a delegate authorised by the Chief Executive Officer or to act in his or her place in accordance with the requirements of this Policy.

Helia means Helia Group Limited ACN 154 890 730 and includes its subsidiaries and entities it controls.

Helia Securities includes Helia shares, debentures, options to subscribe for new shares and options over existing shares, warrant contracts, contracts for difference and other derivatives relating to Helia shares.

Securities means shares, debentures, options to subscribe for new shares and options over existing shares, warrant contracts, contracts for difference and other derivatives relating to shares.

Senior Management means those persons having authority and responsibility for planning, directing and controlling the activities of Helia, directly or indirectly, including personnel:

- who make, or participate in making, decisions that affect the whole, or a substantial part, of the business of Helia (including for the avoidance of doubt, the Chief Executive Officer and Chief Financial Officer); and
- who report to the Chief Executive Officer.

Version history

| Version | Approved date |
|---------|---------------|
| 4.0 | 20/07/2021 |
| 5.0 | 31/07/2024 |
| 6.0 | 28/10/2025 |

Schedule A

Pre-Trade Request

To: Company Secretary

From: _____ (Director's/Employee's Name)

Re: Helia Group Limited – Trading Policy

I or a family member, spouse or other person living in my household or a dependent child propose to _____ (buy/sell) Securities of Helia Group Limited (**Helia**) in the amount of up to _____ (number and type of Securities).

In accordance with Helia's Trading Policy (the **Policy**), I hereby certify that:

1. I have read and understand the Policy.
2. I do not have (and in the case of a trade by a family member, spouse or other person living in my household or a dependent child, such family member, spouse, other person or child does not have) knowledge of Inside Information (as defined in the Policy).
3. I have considered the impact of the proposed trade and believe it is not likely to have an adverse impact on the market in Helia Securities or on Helia's reputation.
4. I understand that I may buy and sell Securities of Helia only during a Trading Window (as defined in the Policy) unless an exemption is granted in accordance with the Policy.
5. The trade referred to in this Notice will not be entered into unless I am notified by Helia's Company Secretary under the Policy that the trade may be entered into. If such approval is given, I understand that I may only proceed with the trade on the basis that I am complying with all applicable Insider Trading laws and the terms of the Policy
6. I understand that the Trading Window may be closed at any time at which it is determined to be inappropriate for Helia Employees to be trading. I understand that the fact that the Trading Window has been closed may itself be Inside Information that should not be disclosed to or discussed with anyone.

| | |
|-------|--|
| Date: | |
| Name: | |
| Title | |