

**23 May 2022**  
**ASX Market Announcements**

### **Revised Securities Trading Policy**

In accordance with the ASX Listing Rule 12.10, WCM Global Growth Limited (**ASX : WQG**) attaches a copy of the revised Securities Trading Policy.

A copy of the Securities Trading Policy is also available on the corporate governance section of the WQG website: <https://contango.com.au/funds/wqg/corporate-governance/>

This announcement has been authorised by the Board of WQG.

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## **WCM Global Growth Limited Securities Trading Policy**

<b>Classification</b>	<b>Public</b>
Effective Date	23 May 2022
Owner	Company Secretary
Version	1
Status	Final
Approved by	Board of WQG
Last Reviewed	May 2022
Next Review	May 2023

## 1 Purpose and Scope

This Securities Trading Policy applies to Key Management Personnel with regard to Dealing in WQG Securities. Key Management Personnel are encouraged to be long-term holders of WQG Securities, however they must also be mindful that:

- (a) they may be in possession of, or perceived to be in possession of, potential Inside Information;
- (b) their personal interests may be, or perceived to be, in conflict with the interests of the Company; and
- (c) they have legal obligations not to engage in insider trading or other market misconduct.

The purpose of this policy is to:

- (a) explain the insider trading and market misconduct provisions under the Corporations Act; and
- (b) set out the procedures which must be followed by Key Management Personnel when dealing in WQG Securities, including to address any potential conflict of interest that may arise relating to such activity.

This policy is issued in accordance with ASX Listing Rule 12.9 and ASX Guidance Note 27.

## 2 Insider Trading and Market Misconduct

### 2.1. Insider Trading

Insider trading occurs where a person who is aware of Inside Information in relation to a company's securities:

- (a) trades in those securities;
- (b) procures someone else to trade in those securities (including nominees, agents or associates such as family members, family companies or trusts); or
- (c) passes the information to a third party in circumstances where the person knows (or ought reasonably know) that the third party would be likely to trade in the securities, or procure someone else to trade in the securities.

Examples of Inside Information include:

- (a) the entry into, variation or termination of a material contract;
- (b) the company considering a major acquisition or disposal of assets;
- (c) the company's financial results materially exceeding (or falling short of) the market's expectations;
- (d) a significant new business proposal;
- (e) the appointment or resignation of the company's CEO or Chair, or other senior employees;
- (f) the issue of new shares or dividends; and
- (g) the threat of major litigation against the company.

A breach of the insider trading provisions carries significant civil and criminal penalties, including a jail term of up to 10 years. In addition, a director who engages in insider trading may be subject to civil and/or criminal penalties for breaching their duties as a director, including disqualification from being a director of a company.

### 2.2. Other market misconduct

The Corporations Act also contains 'market misconduct' provisions which prohibit certain trading behaviour and activity, including:

- (a) market manipulation (trading in securities to create an artificial price for those securities);
- (b) false trading and market rigging; and
- (c) disseminating false or misleading statements (also known as rumourtrage).

Examples include a director trading in a company's securities or disseminating information to manipulate the securities' market price in order to increase a performance bonus.

Breaches of these provisions also attract civil and criminal penalties including fines, jail terms and disqualification from being a director of a company.

## 3 Trading in WQG Securities

### 3.1. General Requirements

Key Management Personnel are permitted to trade in WQG Securities, provided:

- (a) they have obtained pre-trade approval in accordance with clause 4 of this policy;
- (b) they are not in possession of Inside Information in relation to WQG Securities;
- (c) the transaction occurs during a Trading Window; and
- (d) they are otherwise acting in accordance with this Policy.

### 3.2. Transactions excluded from approval process

The following transactions are outside the scope of this Policy and do not require approval to trade:

- (a) transactions pursuant to a dividend or distribution reinvestment plan, rights issue, security purchase plan, bonus issue or other security offer or corporate action in respect of WQG Securities and which does not require any discretion by the holder;
- (b) transactions pursuant to any WQG share or incentive plan (although the sale of WQG Securities granted/vested under such plan does require approval); or
- (c) investments in or trading in units of, a fund or scheme where a member of Key Management Personnel is not in the position to influence the trading activities of that fund or scheme;
- (d) off-market transfers of WQG Securities where there is no change in underlying beneficial ownership;
- (e) transactions resulting from the acceptance of a takeover offer in relation to WQG Securities; and
- (f) compulsory acquisition.

### 3.3. Short term trading

Key Management Personnel must not engage in short-term trading in WQG Securities in any Relevant Account. For this purpose, the sale of WQG Securities within 6 months of their purchase in a Relevant Account is not permitted, nor is the purchase of WQG Securities within 6 months of having sold such WQG Securities. This, however, does not prevent the sale of WQG Securities immediately after they have been acquired via the exercise of options (providing the sale occurs during a permitted Trading Window).

### 3.4. Prohibited transactions

Key Management Personnel are prohibited from entering into any of the following transactions in any Relevant Account:

- (a) margin lending over any WQG Securities;
- (b) any arrangement that has the effect of limiting their exposure to risk relating to a holding of WQG Securities in a Relevant Account (including unvested options); and
- (c) any short sale of WQG Securities or other transaction that enables profit to be made from a decrease in the market price of WQG Securities.

### 3.5. Trading Windows

Other than transactions excluded by virtue of clause 3.4, any trading in WQG Securities may only be done during the following periods as applies to the relevant WQG Securities:

- (a) the period commencing on the second Trading Day after the release to ASX of the half-year results by WQG and ending 4 weeks later;
- (b) the period commencing on the second Trading Day after the release to ASX of the full-year results by WQG and ending 4 weeks later;
- (c) the period commencing on the second Trading Day after an Annual General Meeting or Extraordinary General Meeting of WQG and ending 4 weeks later;
- (d) the period commencing on the Trading Day following the release of the weekly Net Tangible Asset announcement to the ASX platform and ending 1 day later; and
- (e) any additional period designated by the WQG board.

## 4 Approval Process

### 4.1. Request for Approval to Trade

Key Management Personnel must ensure they have received the requisite approval from the Company Secretary or Contango Group CFO before they conduct any trading in WQG Securities. They must not seek approval if they are in possession of Inside Information.

Confirmation of the trade should also be provided to the Company Secretary so that any relevant registers can be updated (see also, Paragraph 5 below).

### 4.2. Exceptional Circumstances

The WQG board acknowledges there are Exceptional Circumstances which may warrant Key Management Personnel Dealing in WQG Securities outside a Trading Window. Accordingly, a request to Deal in Exceptional Circumstances may be made to the Company Secretary or Contango Group CFO in writing via email, including:

- (a) the particulars of the transaction (eg. the number of WQG Securities to be sold and the timeframe by which the trade(s) are to be executed, if applicable);
- (b) why the particular situation is an Exceptional Circumstance; and
- (c) any supporting documentation, where available.

The request will be considered by the Chair and Company Secretary or Contango Group CFO as soon as practicable.

### 4.3. Execution of Approved Trades and Approval Expiry

Approved trades must be placed within 1 business day of receiving the approval pursuant to clause 4.1 or 4.2 and within the prescribed Trading Window.

Re-approval must be sought if:

- (a) the approved trade has not been completed within 7 days; or
- (b) there is any change to the any of the details of the trade provided in the request to trade (including as to the total number or value of securities or any limits on the order).

Upon execution of the pre-approved trade, Key Management Personnel must provide the Company Secretary with a copy of the trade confirmation statement issued by the broker for the trade.

## 5 Lodgement of ASX Notices

In addition to the requirements set out throughout this policy, each WQG director is responsible for complying with the following provisions, as applicable:

### 5.1. Changes in Directors' Relevant interests

Pursuant to ASX Listing Rule 3.19A, WQG must notify the ASX (via an Appendix 3Y announcement) of any changes that occur in a director's Relevant Interest in WQG Securities within 5 business days of such Dealing taking place.<sup>1</sup> A person has a Relevant Interest in a security if they are the registered holder of the security or if they have the power to control voting or disposal in respect of the security, irrespective of how remote the interest is. A Relevant Interest may arise if the securities are jointly held by a director and another person (eg spouse or family member), or held in the director's family trust or superannuation fund.

Accordingly, as soon as practicable after Dealing in WQG Securities, directors of WQG must notify the Company Secretary of the trade and provide a copy of the trade confirmation, so that the Company

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<sup>1</sup> An Appendix 3Y lodged by WQG pursuant to ASX Listing Rule 3.19A satisfies the director's personal obligation to notify the ASX about its change in interest, pursuant to s205G of the Corporations Act.

Secretary may lodge the requisite ASX notices and update the Register of Directors' Interests, in order for the Register to be tabled and minuted at the next WQG board meeting.

## **5.2. Substantial shareholdings**

The Corporations Act requires persons (including Key Management Personnel) to give a notice to both WQG and the ASX if they (together with any Associates) begin to have, or cease to have, a Substantial Holding in WQG or if they have a Substantial Holding and there is a movement of at least 1% in their holding.

It is the responsibility of Key Management Personnel to lodge the applicable forms (with assistance from the Company Secretary) where their Relevant Interest in WQG meets the Substantial Holding thresholds.

**Date Adopted by the Board: 23 May 2022**

## 6 Definitions

**Associate** has the meaning given in s12(2)(b) and (c) of the Corporations Act.

**ASX** means the Australian Securities Exchange Limited.

**WQG** means WCM Global Growth Limited ACN 617 281 268 (ASX:WQG)

**Contango Group** means Contango Asset Management Limited ACN 080 277 998 (ASX:CGA) and its related bodies corporate.

**WQG Securities** means any share, debenture, option, unit, interest or other financial products issued by WQG, including any security specific derivatives, options, Contracts for Difference (CFDs) and warrants that may be issued by third parties where the underlying or referenced security is issued by WQG.

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

**Deal or Dealing** means either directly or indirectly acquiring or disposing of securities (both on and off market), or entering into an agreement to buy or sell securities, or exercising options, rights or awards to acquire securities.

**Exceptional Circumstances** mean:

- (a) a pressing financial commitment that cannot be satisfied otherwise than by selling the WQG Securities;
- (b) a court order, court enforceable undertaking, or other legal or regulatory requirement requiring the sale of WQG Securities; or
- (c) another circumstance which the Chair and Company Secretary may collectively determine, using their discretion sparingly and with caution, having regard to ASX Guidance Note 27.

**Inside Information** means Information that is not generally available and if it were generally available a reasonable person would expect it to have a material effect on the price or value of the Financial Product.

**Key Management Personnel** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**LIC** means an ASX Listed Investment Company.

**Relevant Interest** has the meaning given in s608 of the Corporations Act.

**Relevant Account** means all accounts:

- (a) in which a Key Management Personnel has any form of ownership interest (including with other entities);
- (b) that a Key Management Personnel has the power, directly or indirectly, to effect or influence decisions regarding transactions in the account.

**Substantial Holding** has the meaning given in s9 of the Corporations Act, being a Relevant Interest of 5% or more (of the voting power of those shares) under the control of a shareholder and/or their Associates.

**Trading Day** means a day on which shares are traded on ASX.

**Trading Window** in respect of trading in WQG Securities, means the periods specified in clause 3.5.