



POLICY FOR TRADING IN COMPANY

SECURITIES WEEBIT NANO LTD

**(“WEEBIT” OR THE
"COMPANY")**

The board of directors of the Company has adopted this policy to regulate trading in the Company’s securities by directors, officers, certain employees and certain strategic contractors (**Designated Persons**).

Table of contents

- 1. WHAT ARE THE OBJECTIVES OF THIS POLICY?2
- 2. WHAT SECURITIES DOES THIS POLICY APPLY TO?2
- 3. WHO DOES THIS POLICY APPLY TO?2
- 4. WHAT IS THE “INSIDER TRADING PROHIBITION” AT LAW?3
- 5. WHAT IS WEEBIT’S SECURITIES TRADING POLICY?6
 - 5.1 Confidential Information.....6
 - 5.2 Prohibited Periods6
 - 5.2.1 Blackout Periods.....6
 - 5.2.2 Additional Prohibited Periods7
 - 5.3 Notice and checking7
 - 5.4 Exceptional Circumstances when trading may be permitted subject to prior written clearance7
- 6. OTHER RESTRICTIONS8
- 7. PROCEDURE FOR OBTAINING CLEARANCE PRIOR TO TRADING8
 - 7.1 Approver for directors and KMP8
 - 7.2 Approver for other Designated Persons9
 - 7.3 Application form.....9
 - 7.4 Approval9
 - 7.5 Post-dealing notification10
- 8. TRADING WHICH IS NOT SUBJECT TO THIS POLICY10

1. WHAT ARE THE OBJECTIVES OF THIS POLICY?

The objectives of this policy are to:

- (a) satisfy rule 12.9 of the ASX Listing Rules and to ensure that the Company continues to adhere to high standards of corporate conduct and governance (Corporate Governance Principles and Recommendations);
- (b) facilitate compliance with the insider trading prohibitions contained in Part 7.10 of the *Corporations Act 2001 (Cth)* by explaining the type of securities trading conduct that is prohibited;
- (c) establish when and under what circumstances Designated Persons may deal in the Company Securities, and to otherwise establish best practice procedures for dealing in Company Securities that provides protection to the Company and Designated Persons against inadvertently breaching the law; and
- (d) manage reputational risk associated with insider trading.

2. WHAT SECURITIES DOES THIS POLICY APPLY TO?

This policy covers trading in any securities in the Company, including the following (collectively referred to as '**Company Securities**');

- Ordinary or preference shares (including shares allocated or issued under any employee or executive incentive plans of Weebit);
- Options, performance rights, restricted stock units or other share rights;
- convertible notes, bonds and other debentures;
- any hedging arrangement, financial instrument or derivative of Weebit ordinary shares; and
- and other securities issued by the Company which are convertible into shares.

3. WHO DOES THIS POLICY APPLY TO?

This policy applies to:

Who?	Which parts?
Everyone – Designated Persons and all other employees and strategic contractors of the Company or its subsidiaries, their family and associates.	Insider Trading Prohibition and Confidential Information
Designated Persons include: <ul style="list-style-type: none">• all directors and officers of the Company or its subsidiaries;	The whole Trading Policy (no trading during Prohibited Periods without approval, Insider Trading Prohibition and Confidential Information)

<ul style="list-style-type: none"> • key management personnel¹ (“KMP”) of the Company or its subsidiaries; • the Israel office manager, all IT staff of Weebit; • each strategic contractor of the Company or its subsidiaries who has specifically agreed to be subject to these restrictions in relation to Inside Information; and • any other person designated by the Board of Directors. 	
<p>Connected Persons²</p>	<p>Designated Persons must take reasonable steps, including notifying their Connected Persons of Blackout Periods, to prevent any Connected Persons from trading in Company Securities in any way that is prohibited under this policy</p>

4. WHAT IS THE “INSIDER TRADING PROHIBITION” AT LAW?

Insider trading is the practice of dealing/trading in a company's securities by a person in possession of information not generally available, but if it were generally available would, or would be likely to influence a person's decision to transact in the company's securities. It may also include the passing on of this information to another or procuring another person to deal in the securities. Under the Corporations Act, if a person has Inside Information (as defined below) relating to a company it is illegal to:

- deal in (that is, apply for, acquire or dispose of) the company's securities or enter into an agreement to do so – **no dealing**; or
- procure another person to apply for, acquire or dispose of the company's securities or enter into an agreement to do so– **no procuring**; or
- directly or indirectly communicate, or cause to be communicated, that information to any other person if you know, or ought reasonably to know, that the person would or would be likely to use the information to engage in the activities specified in paragraphs 1 or 2 above – **no tipping**.

¹ “Key management personnel has the meaning given in AASB Standard 124 Related Party Disclosure, being those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the entity.

² "Connected Persons" means a spouse or partner, child or step- child under 18 years, an unlisted body corporate which the Designated Person controls, a trust of which the Designated Person is a trustee and of which he or she or any of the persons referred to above is a beneficiary or any other person over whom the Designated Person has significant influence or control.

Options are included

It is also illegal to apply for, grant, exercise or transfer an option over an entity's securities **if** you have Inside Information about that entity.

If a Designated Person has Inside Information and a Prohibited Period applies to them, the legal prohibitions and this Trading Policy still prevent the Designated Person from exercising options or rights granted under an employee incentive scheme inside a Prohibited Period.

Other organisations' securities

It is also illegal to trade in the securities of other entities **if** you have inside information about those entities. This includes the securities of suppliers, contractors and customers of Weebit.

Any capacity

It does not matter how or in what capacity you become aware of the Inside Information. It does not have to be obtained from the Company to constitute Inside Information.

No giving "tips"

You cannot avoid the Insider Trading Prohibition by arranging for a family member or friend to deal in securities, nor may you give "tips" concerning Inside Information to others.

WARNING: The Insider Trading Prohibition applies to everyone (not just Designated Persons and their Connected Persons) and applies at all times.

"No dealing" is very broad

Dealing in securities is a broad concept and covers taking part in any transaction associated with buying, selling, acquiring, disposing of, converting or agreeing to do any of these things. For example:

- an off-market transfer of securities;
- an exercise of options or performance rights over shares;
- entering into a put option arrangement over shares;
- accepting an offer or invitation to acquire shares, options or rights under a share purchase plan or employee share ownership plan; or
- making an election to participate, or to cease participation, in a dividend reinvestment plan.

What is Inside Information?

"Inside Information" is information relating to a company which is ***not generally available*** but, if the information were generally available, would be likely to have a material effect on the price or value of that company's securities. Inside Information can include matters of speculation or supposition and matters relating to intentions or likely intentions of a person.

Information is regarded as being likely to have a material effect if it would, or would be likely to, influence persons who commonly invest in securities or other traded financial products in deciding whether or not to deal in those securities.

Examples of Inside Information could be:

- (a) the financial performance of a company against its budget;
- (b) changes in the company's actual or anticipated financial condition or business performance;
- (c) changes in the capital structure of the company, including proposals to raise additional equity or increase debt;
- (d) proposed changes in the nature of the business of the company;
- (e) changes to the board of directors or significant changes in key management personnel;
- (f) an undisclosed significant change in the company's market share;
- (g) likely or actual entry into, or loss of, a material contract;
- (h) material acquisitions or sales of assets by the company;
- (i) a proposed dividend or other distribution or a change in dividend policy; or
- (j) a material claim against the company or other unexpected liability.

Information will be 'generally available' if it has been released to ASX, published in an annual report or a prospectus, included in meeting materials despatched to shareholders or otherwise made known in a manner likely to bring it to the attention of investors, and since it was made known a reasonable period for the information to be disseminated among investors, has elapsed. Information will also be generally available if it consists of deductions, conclusions or inferences made or drawn from 'generally available' information.

Consequences of insider trading

As well as reputational damage for both you and the Company, a breach of the Insider Trading Prohibition, may subject you to serious legal consequences, including:

- (a) **criminal penalties** for a conviction include heavy fines and imprisonment;
- (b) **civil liability** – you can be sued by another party or the Company for loss they suffer as a result of your illegal trading;
- (c) **civil penalty provisions** – the Australian Securities and Investments Commission ("ASIC") may seek civil penalties against you and may even seek a court order that you be disqualified from managing a corporation; and
- (d) **disciplinary action including dismissal** – if you breach the law, this policy, or both, we will regard it as serious misconduct which may lead to disciplinary action including your dismissal.

5. WHAT IS WEEBIT'S SECURITIES TRADING POLICY?

5.1 *Confidential Information*

A person must treat all sensitive, non-public information ("**Confidential Information**") about the Company or its subsidiaries as confidential and belonging to the Company. While Confidential Information is not always Inside Information, you should still take whatever steps are reasonably necessary to keep Confidential Information from being disclosed (except as authorised or legally required). This means:

- (a) you must avoid inadvertent or indirect disclosure of Confidential Information;
- (b) you must be careful that your conversations are not overheard in elevators, aeroplanes or other public places;
- (c) even within the Company, Confidential Information should be distributed to or discussed with others only on a need-to-know basis, and those people must be told that the information is confidential;
- (d) you must not disclose Confidential Information to others (including family members, relatives, business or social acquaintances) except as authorised by the Company or legally required; and
- (e) you must not leave Confidential Information on conference tables, desks or otherwise unguarded.

5.2 *Prohibited Periods*

Weebit has two types of Prohibited Periods: routine Blackout Periods and ad hoc Additional Prohibited Periods. The Blackout Periods and the Additional Prohibited Periods are together referred to as a "**Prohibited Period**" in this policy.

5.2.1 *Blackout Periods*

There are certain fixed periods when information about the financial position or performance of the Company is being finalised for release to ASX, during which dealing in Company Securities by the Designated Persons will generally be prohibited.

The following **Blackout Periods** apply for the purposes of this policy:

- (a) from 1 July (each year) until one (1) business day after the release of the Company's Annual Financial Report;
- (b) from 1 January (each year) until one (1) business day after the release of the Consolidated Interim Financial Report of the Company;
- (c) from 1 April (each year) until one (1) business day after the release of the Company's Q3 quarterly report and from 1 October until one (1) business day after the release of the Company's Q1 quarterly report; and
- (d) from 2 (two) weeks (each year) before, until the next business day after the holding of any general meeting of shareholders.

5.2.2 Additional Prohibited Periods

In addition to the Blackout Periods and the prohibitions on insider trading set out in the Corporations Act, the Company requires that the Designated Persons must not trade in the Company Securities within any period imposed by the Company from time to time, because the Company is considering matters that would require disclosure to the market but for Listing Rule 3.1A (usually because the matter is incomplete and confidential) ("**Additional Prohibited Period**").

Please note that even if it is outside of a Prohibited Period, the Designated Persons must not trade in the Company Securities if they are in possession of Inside Information. No approval from the Company can protect you from the law where you deal, procure or tip while you actually have Inside Information.

5.3 Notice and checking

The Blackout Periods and any Additional Prohibited Periods will be notified by the Company via email to the Designated Persons. Designated Persons should also check with their manager, the Chief Executive Officer, the Chief Financial Officer or the Company Secretary, to confirm that dealing/trading in Company Securities is permissible before contemplating trading in securities. The trading windows will generally be open other than the Blackout Periods but you need to check in case an Additional Prohibited Period applies.

Notwithstanding anything to the contrary in this document, each director and KMP is required to obtain prior written clearance by the Board of Directors in accordance with the procedure described below before dealing or trading in the Company Securities, even if the proposed transaction is outside of a Prohibited Period.

5.4 Exceptional Circumstances when trading may be permitted subject to prior written clearance

A Designated Person may trade in the Company Securities inside a Prohibited Period, subject to obtaining prior written clearance in accordance with the procedure described in section 7 below, in the following exceptional circumstances:

- (a) if the person granting the prior written clearance in accordance with this policy is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company and the person seeking clearance is in severe financial hardship;
- (b) if the person granting the prior written clearance in accordance with this policy is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company and there are other circumstances deemed to be exceptional by the person granting the prior written clearance; or
- (c) where trading is required for compliance with a court order or court enforceable undertakings or for some other legal or regulatory requirement.

6. OTHER RESTRICTIONS

(a) *no margin lending or other secured financing arrangements*

Designated Persons are not permitted to enter into margin lending or other secured financing arrangements in relation to Company Securities. The grounds for this include that the terms may require Company Securities to be sold during a Prohibited Period or when the Designated Person possesses Inside Information.

Designated Persons should consult with the Chief Executive Officer if they are uncertain as to whether an arrangement is prohibited under this policy.

(b) *no short term or speculative trading*

Designated Persons must not engage in short term or speculative trading in Company Securities or in derivative or other financial products issued over or in respect of Company Securities. Short term means in less than a 6 month period. This does not apply to selling shares shortly after exercising options or rights issued to the Designated Person by the Company.

(c) *no short selling or misleading trading*

Designated Persons must not engage in short selling (being the selling by a Designated Person of financial products they do not own with a view to repurchasing them later at a lower price) of Company Securities.

In addition to the Insider Trading Prohibition, the Corporations Act contains prohibitions against any persons taking part in any trading that is likely to create or maintain an artificial price for securities or create a false or misleading appearance of active trading.

(d) *no hedging*

Subject to the law, Designated Persons and their closely related parties (as defined in the Corporations Act) must not:

- (i) enter into transactions or arrangements with anyone which could have the effect of limiting the exposure of the member to risk relating to an element of the member's remuneration that:
 - has not vested in the member; or
 - has vested in the member but remains subject to a holding lock; or
- (ii) deal in financial products over or in respect of Company Securities, except for the type of dealing permitted by law or under this policy.

7. PROCEDURE FOR OBTAINING CLEARANCE PRIOR TO TRADING

7.1 *Approver for directors and KMP*

Any director or KMP must not trade in the Company Securities, including in the exceptional circumstances referred to above unless the director or KMP obtains prior written approval from the Chair of the Board of Directors of the Company or in the case of the Chair of the

Board of Directors of the Company (“**Chair**”), the Chair of the Finance, Audit & Risk Committee (“**FARC**”). This is the case even if the proposed transaction is outside of a Prohibited Period. The usual rules of the Board of Directors for recusal by directors from matters in which they have a material personal interest apply.

7.2 Approver for other Designated Persons

A Designated Person who is not a director or KMP does not need approval to trade in Company Securities outside of Prohibited Periods. A Designated Person, other than a director or KMP, must not trade in the Company Securities during a Prohibited Period, including in the exceptional circumstances referred to above, unless the other Designated Person obtains prior written clearance from the Chief Executive Officer or in his absence, the Chief Financial Officer or Company Secretary (each, an “**Approving Officer**”).

The Approving Officer should be in a position to know if Weebit is:

- (a) about to release a periodic financial report or other financial data that might come as a surprise to the market;
- (b) about to make an announcement of market sensitive information under Listing Rule 3.1; or
- (c) considering a matter subject to Listing Rule 3.1A;

and have a good understanding of the laws governing insider trading or be able to seek advice on that matter.

7.3 Application form

A request for prior clearance under this policy should be made in writing using the form attached to this policy entitled ‘Request for Prior Written Clearance to Trade in Company Securities’ and given to the Board/Approving Officer. The request may be submitted by email.

7.4 Approval

Any clearance granted under this policy may not be unreasonably withheld or delayed by the Company and will be valid for the period of not longer than 10 business days from the time which it is given or such other period as may be determined by the Approving Officer or the Chair in the case of a director or KMP or the Chair of the FARC in the case of the Chair. The expiry time of the clearance will be stated in the clearance granted. Written clearance under this policy may be given by email. Should the intended dealing in Weebit’s securities not take effect within the clearance period then the permission to trade must be refreshed.

Any clearance to trade can be granted or refused by Weebit in its discretion, without giving any reasons. A written clearance to trade can be withdrawn if new information comes to light or there is a change in circumstances. If a written clearance to trade is refused, the person seeking the clearance must keep that information confidential and not disclose it to anyone.

Weebit’s decision to refuse a written clearance is final and binding on the person seeking the clearance.

7.5 Post-dealing notification

In addition to receiving written clearance, a Designated Person must confirm in writing to the relevant Approving Officer or the Chair in the case of a director or KMP or the Chair of the FARC in the case of the Chair, within 1 business day from when the dealing in Company Securities has occurred, the number of Company Securities affected and the relevant parties to the dealing.

8. TRADING WHICH IS NOT SUBJECT TO THIS POLICY

The following trading by the Designated Persons is excluded from this Policy:

- (a) transfers of securities already held into a superannuation fund or other saving scheme in which the Designated Person is a beneficiary;
- (b) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) where the Designated Person is a trustee, trading in the Company Securities by that trust provided the Designated Person is not a beneficiary of the trust and any decision to trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of the Designated Person;
- (d) undertakings to accept, or the acceptance of, a takeover offer;
- (e) trading 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 and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- (f) a disposal of securities that is the result of a secured lender exercising their rights, for example, however, this does not extend to disposal under a margin lending agreement if the agreement is prohibited by this policy;
- (g) the exercise (but not the sale of securities following exercise) of an option or right under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Prohibited Period and the Company has been in an exceptionally long Prohibited Period or the Company has had a number of consecutive Prohibited Periods and the Designated Person could not reasonably have been expected to exercise it at a time when free to do so.

Please note that even if that trading is excluded from this Policy, Designated Persons must not trade in the Company Securities if they are in possession of Inside Information because the Insider Trading Prohibitions may apply.

Notification

Appendix 3Y disclosures

The form of notification of a change in a director's interests that must be given to ASX under Listing Rule 3.19A.2 (Appendix 3Y) requires the following information to be included:

- whether the interests the subject of the notification were traded during a Blackout Period where prior written clearance under the trading policy was required;
- if so, whether prior written clearance was obtained; and
- if prior written clearance was obtained, the date on which it was provided.

It should be noted that the obligation to include this information in an Appendix 3Y applies only to trading that occurs during a Blackout Period and not to trading during any Additional Prohibited Period that an entity has imposed on an ad hoc basis because it is considering a matter subject to Listing Rule 3.1A. This is so that an entity does not have to disclose to the market that it has imposed such a prohibition, which would signal the fact that it is considering a potentially market sensitive matter.

Directors must disclose details of changes in securities of the Company they hold (directly or indirectly) to the Company Secretary as soon as reasonably possible after the date of the contract to buy and sell the securities ("**Contract Date**") but in any event:

1. no later than 1 business day after the Contract Date; or
2. if they begin to have or cease to have a substantial shareholding or there is a change in their substantial holding, the business day after the Contract Date.

Directors are referred to the Company's Director's Disclosure Obligations document and Director's Declaration of Interest Form. The Company Secretary is to maintain a register of notifications and clearances given in relation to trading in the Company Securities.

The Director must notify the Company no later than 1 business day after any change in their director's interest and are reminded that it is their obligation under section 205G of the Corporations Act to notify the market operator within 14 days after any change in a director's interest.

This policy does not contain an exhaustive analysis of the restrictions imposed on, and the very serious legal ramifications of, insider trading. Any Designated Person who wishes to obtain further advice in this matter, is encouraged to contact the Company Secretary.

This policy also applies to the Company's related entities.

ASX Listing Rule Requirements

It is a requirement for admission to the official list of ASX, and an on-going requirement for listing, that the Company has a policy for trading in company securities.

The Company will give a copy of this policy to ASX for release to the market. The Company will also give any amended version of this policy to ASX when it makes a change to: the periods within which the Designated Persons are prohibited from trading in the Company Securities; the trading

that is excluded from the operation of the policy; or the exceptional circumstances in which the Designated Persons may be permitted to trade during a Prohibited Period, within **five** business days of the amendments taking effect (under ASX Listing Rule 12.10). The Company will also give this policy to ASX immediately on request by ASX.

Disclosure on Company’s website

The Company will provide a copy of the Securities Trading Policy to investors via its website.

REVIEW AND AMENDMENT OF POLICY

The policy will be reviewed at least annually or as required to ensure that it continues to be compliant with the Corporations Act and ASX Listing Rules. This policy cannot be amended without the approval of the Board of Weebit Nano Limited. The Board may amend this policy at any time and in any manner, subject to complying with any requirements of the Corporations Act and the ASX Listing Rules which may apply in relation to the amendment. If any Designated Person is in doubt regarding proposed dealing in Securities and whether any potential transaction is contrary to the law, the rules and regulations of the ASX, or the Securities Trading Policy, should contact the Company Secretary or the Chief Executive Officer.

Document version control:

Custodian	Company Secretary
Date(s) approved by the Board	29 April 2025
	8 October 2024
	23 March 2022
Date of next scheduled review	April 2026

**REQUEST FOR PRIOR WRITTEN CLEARANCE TO TRADE IN
COMPANY SECURITIES**

**WEEBIT NANO LIMITED ("WEEBIT" OR THE
"COMPANY")**

I, a director / an officer / an employee / a strategic contractor / [specify other Designated Persons] (*delete as appropriate*) of the Company, request prior written clearance to trade in securities of the Company in accordance with the terms of the Company's *Policy for Trading in Company Securities* and provide the following information:

1. Details of securities

Nature of dealing: _____
Number of securities: _____
Class of securities: _____
Number of registered holder: _____

2. Reason for request

Request to trade in exceptional circumstances

Please provide complete details of the circumstances which you wish to be considered as exceptional

I confirm that I have read and understood the Company's *Policy for Trading in Company Securities* and that the proposed dealing does not breach that policy or any legal obligations referred to in it, and in particular, that I am not in possession of any Inside Information in relation to the Company

I acknowledge that in accordance with the Company's *Policy for Trading in Company Securities*, I cannot trade in the Company's Securities until clearance is given and I understand that any clearance given will be valid only for the period stated in the clearance.

Signed:

Name: Date:

OFFICE USE – Clearance to be completed by Approving Officer/Board of Directors

Clearance given by:

.....
Name of Approving Officer/ Board of Directors	Signature of Approving Officer/Chairperson of the board (another director where the applicant is the chairperson)	Date

Clearance valid for:

- 10 business days from the date of clearance (default period)
- _____ business days for the date of clearance

Reason for clearance being denied:

Clearance declined by:

.....
Name of Approving Officer/ Board of Directors	Signature of Approving Officer/Chairperson/other	Date