

SECURITIES TRADING POLICY

Audinate Group Limited ("Company")

1. Scope

This policy sets out the Company's policy on dealing by Directors and employees in:

- Securities of the Company (the Company Securities); and
- Securities of other entities.

If you do not understand any part of this policy or how it applies to you, you should raise the matter with the Company Secretary before dealing with any Securities covered by this policy.

2. Purpose

Under Australian legislation, the insider trading laws operate to prohibit people in possession of non – public price sensitive information from dealing in Securities or passing on the information to other people who may deal in Securities.

This policy imposes additional restrictions (described below) on:

- all Directors and officers of the Company including the CEO;
- all employees and contractors of the Company;
- their spouse or partner or any of their financially dependent children including step children ("family");
- a trust of which they, any members of their family, or a family-controlled company are a trustee or beneficiary, including a self-managed super fund;
- a company which they or their family control;
- any of those people's other associated entities (as defined in the Corporations Act); and
- other persons designated by the Company from time to time ("Restricted Persons").

3. Meaning of Securities

For the purposes of this policy Securities means shares, debentures, options to subscribe for new shares and options over existing shares, warrant contracts and other derivatives relating to the shares.

4. Insider Trading

4.1 The laws against insider trading

The following is a high-level summary of the legal prohibition against insider trading. This policy, and

this section in particular, is not intended to be a comprehensive explanation of the relevant laws and is not and should not be taken to be a substitute for obtaining legal advice if necessary.

Complying with the laws against insider trading is compulsory. The laws against insider trading are not simply for guidance.

The principle legislative prohibition against insider trading is set out in the Corporations Act. In summary, it states that, if you have any inside information about the Company (discussed below in section 4.3) which is not publicly known, it is a criminal offence for you to:

- trade in Company Securities (or Securities of the other relevant entity);
- advise or procure another person to trade in the Company Securities (or Securities of the other relevant entity); or
- pass on (directly or indirectly) inside information (discussed below in section 4.3) to someone else (including colleagues, family or friends) knowing (or where you should have reasonably known) that the other person will, or is likely to, use that information to trade in, or procure someone else to trade in, Company Securities (or Securities of the other relevant entity).

4.2 Consequences of insider trading

This offence, called "insider trading", can subject you to:

- criminal liability including large fines and/or imprisonment;
- a civil penalty; and
- civil liability, which may include being sued for any loss suffered as a result of illegal trading.

4.3 What is inside information?

"Inside information" is 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 Securities or on a decision to buy or sell Securities.

Information is "generally available" if:

- (a) it consists of publicly available, readily observable matter; or
- (b) it has been made known to the market and enough time has passed for it to become disseminated; or
- (c) it consists of deductions, conclusions or inferences made or drawn from information referred to in (a) or (b).

Some things which might constitute inside information about the Company include (this is not an exhaustive list):

- information about the financial performance or circumstances of the Company;
- entry into or termination of a material contract;
- a material acquisition or asset sale by the Company;
- an actual or proposed takeover or merger;
- a significant event affecting the Company's production;
- a material legal claim against the Company or one of its subsidiaries;
- an actual or proposed change to the Company's capital structure, including a proposed capital raising; or
- information that has the potential to significantly impact the Company's reputation.

The financial impact of the information is important, but strategic and other implications can be equally important in determining whether information is inside information. The definition of information is broad enough to include rumours, matters of supposition, intentions of a person (including the Company) and information which is insufficiently definite to warrant disclosure to the public.

Importantly, you need not be an "insider" to come across inside information. That is, it does not matter how you come to know the inside information (for example, you could learn it in the course of carrying out your responsibilities or in passing in the corridor or in a lift or at a dinner party).

4.4 The Company's prohibition against insider trading

If you possess inside information, you must not buy, sell or otherwise deal in the Company Securities, advise or get others to do so or pass on the inside information to others. This prohibition applies regardless of how you learn the information.

The prohibition on insider trading applies not only to information concerning the Company Securities. If a person has inside information in relation to Securities of another company, that person must not deal in those Securities.

The insider trading prohibitions apply even when a trade falls within an exclusion to the restrictions on trading set out in this policy, as listed in section 6.8, if it is undertaken by, or procured by, someone in possession of inside information at the time of the trade.

5. Confidential Information

Related to the above, Directors and employees also have a duty of confidentiality to the Company. You must not reveal any confidential information concerning the Company, use that information in any way which may injure or cause loss to the Company or use that confidential information to gain an advantage for yourself.

6. Trading restrictions imposed by this policy

6.1 Additional restrictions

Additional restrictions (described below) on trading the Company Securities apply to all Restricted Persons (as defined above). The additional restrictions in this policy do not prohibit Restricted Persons from acquiring Company Securities in respect of the events listed under section 6.8.

It is important to note that although the additional restrictions do not apply to a Restricted Person's participation in a dividend reinvestment plan or an employee equity plan, a Restricted Person must not make an election to participate or cease participation in a dividend reinvestment plan or employee share plan if they are in possession of "inside information" – refer to section 4.3 of this policy.

6.2 Reasons for additional restrictions

Restricted Persons are in positions where it may be assumed that they may come into possession of inside information and, as a result, any trading by Restricted Persons may embarrass or reflect badly on them or on the Company (even if a Restricted Person has no actual inside information at the time). This policy is designed to avoid the possibility that misconceptions, misunderstandings or suspicions might arise due to trading by a Restricted Person in Securities.

6.3 Blackout periods

A Restricted Person must not deal in the Company's Securities during any of the following blackout periods:

- the period each year from the close of trading on the day that is two weeks before the end of the full financial year until 10.00am on the next trading day following the announcement to the ASX of the preliminary final statement or full year results;
- the period each year from the close of trading on the day that is two weeks before the end of the financial half year until 10.00am on the next trading day following the announcement of half-yearly results;
- the period that is 14 days before the Company's Annual General Meeting and until 10.00am on the next trading day after the relevant Annual General Meeting; and
- any other period that the Board specifies from time to time.

6.4 No speculative short-term trading

A Restricted Person should not trade in the Company's Securities on a short-term basis or for speculative trading gain. This includes short-selling, stock lending and forward contracts.

Selling shares received on vesting of entitlements under a Company equity plan even if within a short time of the vesting date is not a breach of this rule. A Restricted Person must still comply with other provisions of this policy including requirements to obtain approval to trade and not to deal in the Company's securities during blackout periods.

6.5 Exceptional circumstances

If a Restricted Person needs to deal in the Company's Securities due to exceptional circumstances but such dealing would breach this policy, the Restricted Person must apply to the person specified in rule 7 for a waiver from compliance with the provisions in rules 6.3 or 6.4.

Exceptional circumstances include severe financial hardship, compulsion by a court order or any other circumstances that are deemed exceptional by the person described in rule 7.

The Restricted Person seeking a waiver under this rule must apply in writing to the person specified in rule 7 setting out the circumstances of the proposed dealing (including an explanation as to the severe financial hardship or circumstances that are otherwise exceptional) and the reason the waiver is requested. A waiver will only be granted if the Restricted Person's application is accompanied by sufficient evidence (in the opinion of the person specified in rule 7) that the dealing of the relevant Securities is the most reasonable course of action available in the circumstances.

Applications for a waiver under this rule (including the fact of the application and the outcome) must be treated as confidential by both the person making the application and the Company with the exception that, if the person making the application is a director of the Company, any grant of waiver may be disclosed where required by the Listing Rules.

If a waiver is granted, the Restricted Person will be notified in writing (which may include notification via email) and in each circumstance the duration of the waiver to deal in Securities will be 5 trading days.

Unless otherwise specified in the notice, any dealing permitted under this rule must comply with the other sections of this policy (to the extent applicable). The laws against insider trading and the prohibitions in this policy apply even when a trade falls within this rule 6.5 if it is undertaken by, or procured by, someone in possession of inside information at the time of the trade.

6.6 Permitted dealings and Approval Procedures

Where rules 4.1, 6.3 or 6.4 do not apply, Restricted Persons are permitted to trade the Company Securities subject to the notification and approval requirements set out below.

Restricted Persons must notify the Company in advance of any proposed dealing in Company Securities. The notification must be made to the person in rule 7 and confirm that they do not hold any inside information and must be in the form attached as Annexure A. The proposed dealing must not be entered into until written approval has been given by the person nominated in rule 7.

Any approval to trade can be given, withdrawn or refused by the Company in its discretion without giving any reasons. A decision to refuse approval is final and binding on the person seeking the approval. If approval to trade Company Securities is refused, the person seeking the approval must keep that information confidential and not disclose it to anyone. Any approval to trade under this

policy is not an endorsement from the Company and the person doing the trade is individually responsible for their investment decisions.

If granted, trading approval is only valid for a period of 2 trading days after notification of approval. Trading approval is automatically deemed to be withdrawn if the person becomes aware of inside information prior to trading.

Approval to trade under this rule does not exempt Restricted Persons from compliance with the laws against insider trading or the prohibitions against insider trading outlined in this policy. If doing so would contravene either, you must not trade even if you have received approval to do so.

6.7 Requirements after trading

Once a Restricted Person has completed a trade in the Company Securities, the relevant person described in rule 7 and in all cases the Company Secretary, must be:

- advised that the trade has been completed; and
- in the case of Directors, provided with sufficient information to enable the Company to comply with its ASX reporting obligations (including date, price, volume and whether the change occurred during a blackout period and if so, whether written approval was provided) within three business days of the trade. This information must be provided to ASX as soon as reasonably practicable and in any event no later than five business days after the date of the change.

6.8 Dealings excluded from this Policy

Certain types of dealing are excluded from the operation of this policy and may be undertaken at any time (subject to complying with the laws against insider trading and the prohibitions against insider trading outlined in this policy), including the following (and any other permitted dealings as approved by the Board from time to time and notified to Restricted Persons):

- **employee incentive schemes** – the additional restrictions in this policy do not prohibit Restricted Persons from acquiring Company Securities or exercising an option or right under a Company employee incentive scheme subject to the terms of the relevant employee incentive scheme (however, the additional restrictions will apply to any subsequent trading of the Company Securities acquired under an employee incentive scheme and the Restricted Person must make an election to participate or cease participation in an employee incentive scheme when they are not in possession of inside information);
- **dividend reinvestment plan** – the additional restrictions in this policy do not prohibit Restricted Persons from acquiring Company Securities under a Company dividend reinvestment plan (however, the additional restrictions will apply to any subsequent trading of the Company Securities acquired under a dividend reinvestment plan and the Restricted Person must make an election to participate or cease participation in a dividend reinvestment plan when they are not in possession of inside information);
- **rights offers, share purchase plans and buy-backs** – trading under an offer or invitation made to all or most of the security holders, such as a rights issue, a security plan purchase and

an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Company's 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; and

- **third party discretion** – 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.

6.9 No hedging

A Restricted Person must not, without prior written approval by the relevant person specified in rule 7, engage in hedging arrangements, margin lending, deal in derivatives or enter into other arrangements which vary economic risk related to the Company's Securities including, for example, dealing in warrants, equity swaps, put and call options, contracts for difference and other contracts intended to secure a profit or avoid a loss based on fluctuations in the price of the Company's Securities. This provision includes engaging in hedging or other arrangements that would have the effect of limiting the economic risk in connection with Company Securities including Securities which are unvested, subject to a holding lock or issued pursuant to an equity-based remuneration scheme.

6.10 Margin Lending

Restricted persons are not permitted to take out margin loans over their holdings in Company Securities.

6.11 Responsibility for family members and associated entities

Directors, officers, employees and contractors must take appropriate and reasonable steps to ensure that their family members and any associated entities subject to this policy only deal in Securities in compliance with this policy. For example, by obtaining approval in accordance with this policy in respect of the family member's or associated entity's dealings.

7. Consents and Notifications

Where this policy requires a notification to occur, or consent, or waiver to be obtained (unless the context requires otherwise) the table below sets out whom each Restricted Person must notify or seek approval from.

Restricted Person	Person to notify and obtain consent
Chair of the Board	The Board
Other Directors (including CEO)	Chair of the Board
Executive Leadership Team	CEO
Other Employees	CEO or Company Secretary

8. Breaches of this policy

Strict compliance with this policy is a condition of employment or engagement by the Company. Breaches of this policy will be regarded as serious misconduct and may lead to disciplinary action, which may include termination of employment or engagement by the Company.

9. Further Information

For more information about this policy, contact the Company Secretary.

Annexure A - Notification of proposed dealing**NOTICE – PROPOSED TRADING OF COMPANY SECURITIES**

In accordance with rule 6.6 of Audinate Group Limited's (Company) Securities Trading Policy, I give notice to you that I am proposing to deal with securities in the Company (Securities) and request written approval to such dealing. For this purpose, I provide the following information:

Name of Registered Holder:

Number of Securities:

Class of Securities:

Nature of agreement/dealing:

(sale/purchase/subscription/other):

Proposed date of transaction:

I confirm that:

- I have read and understood the Company's Securities Trading Policy;
- I have no insider information at the time of providing this notice and will comply with the Company's Securities Trading Policy in relation to my dealing in Securities; and
- I agree to notify the relevant person in accordance with rule 6.7 of the Company's Securities Trading Policy once I have completed my proposed dealing in Securities.

Name _____ Signature _____

Title/Capacity _____ Date _____