



**ASX Announcement
8 February 2024**

Revised Securities Trading Policy

In accordance with ASX Listing Rule 12.10, REA Group Ltd (ASX:REA) advises that it has amended its Security Trading Policy with effect from 7 February 2024. A copy of the revised policy is attached and is also available on the corporate governance section of REA's website at <https://www.rea-group.com/investor-centre/corporate-governance/>.

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The release of this announcement was authorised by the Board.

About REA Group Ltd (www.rea-group.com): REA Group Ltd ACN 068 349 066 (ASX:REA) ("REA Group") is a multinational digital advertising business specialising in property. REA Group operates Australia's leading residential and commercial property websites – realestate.com.au and realcommercial.com.au – as well as the leading website dedicated to share property, Flatmates.com.au and property research website, property.com.au. REA Group owns Mortgage Choice Pty Ltd, an Australian mortgage broking franchise group, PropTrack Pty Ltd, a leading provider of property data services and Campaign Agent Pty Ltd, Australia's leading provider in vendor paid advertising and home preparation finance solutions for the Australian real estate market. In Australia, REA Group holds strategic investments in Simpology Pty Ltd, a leading provider of mortgage application and e-lodgement solutions for the broking and lending industries; Realtair Pty Ltd, a digital platform providing end-to-end technology solutions for the real estate transaction process, and Arealytics, a provider of commercial real estate information and technology in Australia. Internationally, REA Group holds a controlling interest in REA India Pte. Ltd. operator of established brands Housing.com and PropTiger.com. REA Group also holds a significant minority shareholding in Move, Inc., operator of realtor.com in the US, the PropertyGuru Group, operator of leading property sites in Malaysia, Singapore, Thailand and Vietnam and Easiloan, a technology platform for end-to-end digital processing of home loans in India.



Securities Trading Policy

1. What is this policy and to whom does it apply?

In Australia, as well as in many other countries, 'insider trading' laws exist to ensure people do not profit on the stock market from information which is not publicly available. REA Group Ltd (**REA**) shares are publicly traded on the Australian Securities Exchange (ASX), and therefore these insider trading laws apply to everybody that may trade REA shares.

The purpose of this policy is to help REA directors, employees and contractors comply with their legal obligations, promote REA's commitment to good governance and to protect REA and its reputation.

Who does this policy apply to?

This policy applies to the following people and entities (referred to as **you** in this policy):

- (a) directors, employees and contractors of REA or any of its subsidiaries in any part of the world – this includes all permanent employees as well as all contractors, consultants, secondees and casual employees; and
- (b) all 'Connected Parties' of a person mentioned in paragraph (a) above. This includes any person who you may be expected to influence, or be influenced by, in relation to any decision to trade REA Securities, and includes:
 - (i) your spouse and children;
 - (ii) any family company or family trust that you or your close family members may control or have an interest in; or
 - (iii) any company, trust or partnership which you control or in which you are a director, trustee or partner.

What else should I be aware of?

Some key terms used in this policy mean:

- (a) **Trade** or **trading** has a wide meaning and includes buying, selling or applying for securities, or agreeing to do any of those things, either on your own behalf (which includes directing another person like a broker to execute a trade) or on behalf of someone else.
- (b) **REA Securities** includes:
 - (i) all REA ordinary shares (which are quoted on the ASX); and
 - (ii) any other share or security of REA or any of its subsidiaries, including all options, performance rights, notes or debentures and financial products issued or created over or in respect of securities issued by REA or its subsidiaries (such as warrants or swaps).

2. Who do I contact if I have any questions?

If you have any questions, are unsure if this policy applies to you, or are unsure if any trading you are thinking of undertaking is allowed under this policy, contact the Company Secretary immediately (and definitely before trading any REA Securities).

3. What does insider trading prohibit?

3.1 The insider trading prohibition

If you have Inside Information (defined below), you must not:

- (a) trade REA Securities;
- (b) procure, advise, induce, incite or encourage any other person to trade REA Securities; or
- (c) communicate or pass on that Inside Information to any person if you know, or ought to reasonably know, that the recipient will (or is likely to) trade REA Securities or procure or encourage another person to trade REA Securities.

You should know that you may be liable for any insider trading if your Connected Party trades REA Securities while you are aware of any Inside Information.

Take note: Trading on Inside Information is *illegal*. If you trade on Inside Information, you will not only breach this policy, but you may also commit a criminal offence under the *Corporations Act 2001* (Cth).

3.2 Do I have any Inside Information?

Inside Information refers to information which:

- (a) is not generally available to the public; and
- (b) if it were generally available, a reasonable person would expect that information to have a material effect (upwards or downwards) on the price or value of securities.

If you are not sure if any information might be considered to be Inside Information, contact the Company Secretary.

It does not matter how you come to know Inside Information. You may become aware of Inside Information while working at REA, from family members, friends or colleagues or by overhearing the information in passing.

3.3 Examples of Inside Information

Examples of Inside Information may include (but are not limited to):

- (a) REA's financial performance;
- (b) a change in REA's strategic direction, a material change in product strategy, or the launch of a new material product;

- (c) a major acquisition by REA, or the sale by REA of assets or a business;
- (d) a new material contract, or terminating an existing material contract;
- (e) changes of the CEO, CFO or other senior executives;
- (f) an issue of shares or other change of capital structure;
- (g) a change in dividend policy; or
- (h) a material litigation or legal claim involving REA.

Information may still be Inside Information if it is an incomplete or indefinite proposal. For example, discussions, negotiations, proposals or rumours to do with any of the above, or uncertain information, can still be Inside Information.

3.4 What if the information relates to a company other than REA?

This policy is designed specifically with REA in mind, but the insider trading laws are much broader. If you have Inside Information about any other company, the insider trading prohibition means you cannot trade the securities of that company as well.

By working at REA, you may become aware of information which could have a material effect on the price of another company's securities. For example:

- (a) a supplier or customer which REA is dealing with, proposing to start dealing with, or proposing to cease dealing with; or
- (b) another company which may be affected by an action REA may undertake (e.g. an acquisition by REA or a change in REA's strategic direction).

4. Blackout Periods

4.1 What are our Blackout Periods?

Even though the insider trading prohibitions apply at all times, there are certain periods of the year when you are not allowed to trade any REA Securities at all (even if you think you don't have any Inside Information). These periods are known as our **Blackout Periods**, and they generally occur when REA's financial information is being finalised but has not yet been made available to the public. We do this because of the sensitive nature of the information which you might have access to during this period.

You must not trade any REA Securities during a Blackout Period.

You must also ensure that none of your Connected Parties trade any REA Securities during a Blackout Period.

The Blackout Periods are:

- (a) from the close of trading on 31 March until 10:00am on the trading day after REA announces its "Q3" quarterly results to the ASX (usually early May);
- (b) from the close of trading on 30 June until 10:00am on the trading day after REA announces its full year or annual results to the ASX (usually early August);

- (c) from the close of trading on 30 September until 10:00am on the trading day after REA announces its “Q1” quarterly results to the ASX;
- (d) from the close of trading on 31 December until 10:00am on the trading day after REA announces its half year results (usually early February); and
- (e) any other period the REA Board (or the Chairman of the Board) determines.

A ‘trading day’ is a day where the ASX is open for trading. If the last day of a quarter is not a trading day, then the Blackout Period will start at the end of the last trading day for that quarter. For example, if 30 June is a Saturday, then the Blackout Period will start at the close of trading on the Friday.

Take note: Blackout Periods are in addition to the general prohibition on insider trading, and do not replace it. You cannot trade securities if you have Inside Information, even outside of a Blackout Period.

4.2 Trading during Blackout Periods in exceptional circumstances

If you need to trade in REA Securities during a Blackout Period due to exceptional circumstances, then you may only do so if you are not in possession of any Inside Information and have first received written clearance to do that trade (see section 8 below).

Clearance will only be granted if exceptional circumstances apply to you. Exceptional circumstances are rare, but may include severe financial hardship or where the trade is required to comply with a court order.

4.3 What if I leave REA during a Blackout Period?

If you leave REA during a Blackout Period and wanted to trade REA Securities before the end of that Blackout Period, you would need to carefully consider whether you are at risk of trading on Inside Information which you gained whilst employed at REA. In these circumstances we recommend you seek your own legal advice.

5. Other types of speculative trading which this policy does not allow

5.1 No short-term trading or short-selling

Short-term trading occurs when you buy and sell securities within a 3-month period. Short-selling is a type of trading a person undertakes where they think a company’s share price will go down. Both are forms of speculative trading.

Where short-term trading or short-selling by someone connected with REA occurs, it could be perceived that that person’s long-term interests are not aligned with REA’s. It could also create a perception of possible insider trading. For these reasons you must not:

- (a) trade REA Securities on a short-term basis, except with prior written clearance; or
- (b) short-sell any REA Securities.

Exception to the no short-term trading rule for employee share and incentive plans

If you acquire REA Securities under an employee share or equity incentive plan (by becoming entitled to those securities or exercising a performance right), you may sell those securities within 3 months so long as you do not have Inside Information and it is not a Blackout Period.

This exception does not apply to Restricted Persons who still require a written clearance for all types of trading.

Take note that this is not a blanket exemption to trade any other REA Securities you may own or buy over a short-term period - it only applies to those securities you become entitled to under an employee share or equity incentive plan.

5.2 No hedging or other derivatives

Hedges and derivatives are used to limit the economic risk associated with securities and include OTC products, contracts for difference, options, forward contracts, futures, warrants, swaps, caps and collars.

The following restrictions apply in relation to hedging transactions or arrangements:

- (a) Directors, members of the Executive Leadership Team and their Connected Parties must not hedge their exposure to REA Securities;
- (b) all other personnel are prohibited from hedging arrangements over:
 - (i) vested REA Securities, unless you have received prior written clearance;
 - (ii) REA Securities acquired under an employee share or equity incentive plan operated by the Company, prior to vesting; and
 - (iii) REA Securities that are subject to a holding lock or restriction on dealing under the terms of an employee share or equity incentive plan operated by the Company.

Take note: If you are a member of the 'key management personnel' of REA, entering into a hedge or derivative over any 'unvested' or 'vested but subject to a holding lock' REA Securities is also an offence under the *Corporations Act 2001* (Cth). REA's annual report will contain a list of those employees and directors who are considered 'key management personnel'.

5.3 No granting of security or entering into any margin loans

Directors and members of the Executive Leadership Team and their Connected Parties must not enter into a margin loan using REA Securities as security, or enter into secured financing arrangements in respect of REA Securities. This prohibition

does not apply to arrangements which were duly approved under earlier versions of this policy.

For all other personnel, unless you have prior written clearance, you must not:

- (a) grant any security or any other rights over REA Securities, including over any 'unvested' REA Securities; or
- (b) enter into any margin loan, margin lending or other secured lending arrangement in respect of REA Securities – this includes not: (i) entering into any new arrangement; (ii) transferring any REA Securities into an existing margin loan account; or (iii) selling REA Securities to satisfy any margin loan call.

6. Restricted Person - additional approval requirements

Additional trading restrictions (set out in section 8 below) apply to:

- (a) Directors, including the CEO;
- (b) Members of the Executive Leadership Team;
- (c) Direct reports of the Executive Leadership Team, including Executive Assistants;
- (d) Members of the following teams:
 - (i) Legal and Company Secretary
 - (ii) Strategy
 - (iii) Corporate Development
 - (iv) Core Finance
 - (v) Corporate Communications
- (e) any other employee of REA who from time to time, for a specified duration, may be nominated by any one of the CEO, Company Secretary or CFO.

collectively defined as “**Restricted Persons**” in this policy.

If you are a Restricted Person, you must seek prior written clearance (see section 8 below) before you trade in any REA Securities. This clearance process applies at all times, even outside Blackout Periods.

7. Exceptions to Blackout Periods and clearance requirements

Providing you meet one of the following categories, and as long as you are not otherwise trading Inside Information, you may trade REA Securities at any time (including during a Blackout Period) and without any clearance under section 8, if the trade is:

- (a) accepting or acquiring REA Securities under an employee share or equity incentive plan operated by REA. However, where REA Securities granted under such a plan cease to be held under the terms of that plan, any dealings

in those securities must occur only in accordance with this Policy. Also, performance rights must not be exercised during a Blackout Period;

- (b) a purchase of REA Securities through an offer or invitation available to all REA shareholders, such as a share purchase plan, a dividend reinvestment plan or a rights issue;
- (c) a disposal of REA Securities through the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
- (d) a transfer where there is no effective change to the beneficial interest in the REA Securities (for example, transfers of REA Securities you already own into a superannuation fund or trust where you are a beneficiary);
- (e) as result of trading which occurs under a pre-determined investment or trading plan which meets all of the following conditions: (i) you did not enter into the plan or amend the plan during a Blackout Period; (ii) you have no influence or discretion over how, when or whether trading occurs under the plan; and (iii) the plan cannot be cancelled during a Blackout Period, other than in exceptional circumstances;
- (f) a disposal of REA Securities that occurs when a secured lender exercises their rights over those securities); and
- (g) indirect and incidental trading where you deal in units or shares of a managed investment scheme, listed investment company, exchange-traded fund or similar investment vehicle that is managed by a third party and that happens to hold REA Securities as part of its portfolio.

8. Clearance process

8.1 How do you seek clearance?

If you need clearance under this policy to trade any REA Securities, please complete the "Securities Trading Request Form" attached in Schedule 1 (and also available on the REA Group intranet), or provide the information set out in that form. The Company Secretary is responsible for managing the approval process in accordance with section 8.3.

Any request for clearance will be answered as soon as is practicable. Where clearance is granted, it will last for five business days - if you do not complete the trade within this period you will need to apply for a new clearance.

For Directors: If clearance is given, you must advise the Company Secretary within two business days of executing the trade, to assist REA to comply with its disclosure obligations under the ASX Listing Rules.

8.2 Conditions of any approval or refusal

Any clearance to trade:

- (a) can be given or refused in the approver's discretion without giving any reasons;

- (b) can be withdrawn at any time before you deal if new information becomes available or there is a change in circumstances; and
- (c) is final and binding on you (regardless of whether it was sought on your own behalf or on behalf of a Connected Party).

If clearance to trade is refused, you must keep that information confidential and not disclose it to anyone.

8.3 Who approves any request for trading clearance?

Any request for clearance will be considered by:

- (a) if you are the Chair of the Board - the Chair of the Audit, Risk and Compliance Committee (ARCC) and either the CEO or the Company Secretary;
- (b) if you are any other director or the CEO - the Chair of the Board and either the CEO (except in the case of a request for clearance by the CEO) or the Company Secretary;
- (c) if you report directly to the CEO - the CEO;
- (d) for all other REA employees – the Company Secretary, except where you are seeking clearance to trade during a Blackout Period, in which case the request will be considered by the CEO.

Take note: Any clearance given by REA is only given based on the information you provide and does not relieve you of your individual responsibility to comply with the law, including the prohibition on insider trading.

Any clearance given is not an endorsement of the dealing. You are responsible for your own investment decisions and compliance with the law.

We will consider any clearance we give to have been automatically withdrawn, and of no effect, if you did not tell us of Inside Information you knew when seeking the clearance, or if you subsequently become aware of Inside Information before you trade.

9. Monitoring of trading

REA may monitor trading of REA Securities as part of the administration of this policy and may, where appropriate, seek to block trades which we consider to be in breach of this policy.

REA may also apply blocks or restrictions on any REA Securities held under an employee share scheme which are held or controlled by the scheme administrator to prevent trading which would breach this policy.

10. Breaches of this policy

Any breach of this policy will be regarded as serious misconduct and may lead to corrective disciplinary action being taken, which may include termination of employment or engagement in serious cases.

Policy Effective: 7 February 2024

Schedule 1 – Securities Trading Request Form

Name	
Team	
Nature of agreement/dealing (sale/purchase/subscription)	
Proposed number of securities to be traded	
Proposed date of transaction	
Other relevant information (i.e. reason if request relates to trading during a blackout window)	

I confirm that:

- (a) I am not in possession of any non-public information which, if generally available, might materially affect the price or value of REA Group Securities; and
- (b) The transaction in REA Group Securities described above does not contravene the Securities Trading Policy of REA Group.

Signed:

Dated: