

Securities trading policy

This policy applies to all directors, officers and employees of Vector Limited and its wholly owned subsidiaries who intend to trade in Vector's quoted securities.

In addition to this Policy, further more specific and stringent rules also apply to trading in Vector's securities, by Directors and certain employees (see [additional trading restrictions for restricted persons](#)).

1. Introduction and purpose

Vector is committed to complying with all legal and statutory requirements. New Zealand legal requirements make it unlawful to trade in Vector's restricted securities while in the possession of material information.

In this policy:

- “material 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 securities; and
 - relates to Vector's restricted securities or Vector rather than to securities, or listed companies, generally.

Information is generally available if it is:

- readily obtainable; or
- made known to people who commonly invest in the securities (such as by an NZX announcement) and since it was made known, a reasonable period for it to be disseminated among such persons has elapsed.

- “restricted securities” means and Vector shares, options, derivatives and debt securities.

Vector's restricted securities” include:

- Vector Ordinary Shares;
- Vector Debt Securities (ie Capital Bonds);
- any other quoted securities of Vector Limited or its subsidiaries, and any derivatives in respect of Vector quoted securities, from time to time.

- “trade” includes buying or selling quoted securities, or agreeing to do so, whether as principal or agent.

The requirements imposed by this policy are separate from, and in addition to, the legal prohibitions on insider trading in New Zealand and any other country where those securities may be quoted.

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 trading with any securities covered by this policy.

2. Fundamental rule – insider trading is prohibited at all times

If you possess “material information”, then **whether or not** you are a Restricted Person, it is illegal for you to, and you must not:

- trade Vector’s restricted securities;
- procure, advise or encourage another person to trade or hold Vector’s restricted securities;
- procure, advise or encourage a person to procure, advise or encourage another person to trade or hold Vector’s quoted securities; or
- directly or indirectly communicate, or pass on the material information to anyone else – including colleagues, family, friends, partners, and trusts or companies you control – knowing (or where you ought to have known or believed) that the other person will or is likely to use that information to trade, continue to hold, or advise or encourage someone else to trade, or hold, Vector’s quoted securities.

This offence, called “insider trading”, can subject you to criminal liability including large fines and/or imprisonment, and civil liability, which may include being sued by another party or Vector, for any loss suffered as a result of illegal trading.

The prohibitions apply regardless of how you learn of the information (including whether you learn it in the course of carrying out your responsibilities, or in passing in the corridor, or in a lift, or at a social function), and regardless of why you are trading. Information includes rumours, matters of supposition, intentions of a persona and information which is insufficiently definite to warrant disclosure to the public.

It is important to note that the prohibition on insider trading applies not only to information concerning Vector’s securities. If you have material information in relation to quoted securities of another issuer (including derivatives over quoted securities), then you must not trade in those securities.

2.1 What are some examples of material information?

The following list is illustrative only. Material information could include information concerning:

- the financial performance of Vector;
- an unannounced upcoming performance announcement, especially if it contains unexpected results;
- a possible change in the strategic direction of Vector;
- the introduction of an important new product or service;
- a possible acquisition or sale of any material assets or company by Vector;
- entry into or the likely entry into or termination or likely termination of material contracts or other business arrangements which are not publicly known;
- a possible change in Vector's capital structure;
- a change in the historical pattern of dividends;
- senior management changes;
- major new regulation of Vector or any of its businesses;
- a material legal claim by or against Vector; or
- any other material and unexpected liability,

which has not been released to the market.

2.2 Confidential information

In addition to the above, you also have a duty of confidentiality to Vector. You must not use confidential information in any way which may injure or cause loss to Vector, or use confidential information to gain an advantage for yourself.

Material information about Vector should only be disclosed on a "need to know" basis. Material information should not be freely discussed by employees, other than for work purposes.

You should only disclose confidential information, particularly material information, to third parties who have a written, or implied, duty to keep that information confidential and you have been authorised to disclose such information. Implied duties of confidentiality arise for example with respect to disclosure to legal advisers for the purposes of obtaining legal advice. Written duties arise where confidentiality agreements or other contractual arrangements are entered into which cover the disclosure of confidential information.

2.3 Exceptions

This policy does not apply to:

- acquisitions and disposals by gift or inheritance;
- acquisitions through an issue of new securities, such as an issue of new debt securities or shares on the exercise of options, under a rights issue, or a dividend reinvestment plan.

2.4 Short term trading discouraged

You should not engage in short term trading, unless there are exceptional circumstances discussed with and approved by the company secretary. Short term trading is buying and selling Vector's restricted securities over a very short term period (within a 3 month period).

Short term trading can be a key indicator of insider trading, particularly if undertaken on a regular basis, in large amounts, or around important events which affect the price of the Vector's restricted securities. These events may not be known to you, but if they occur your short term trading may be viewed adversely with the benefit of hindsight. Therefore, to reduce the risk of an allegation of insider trading, do not trade Vector's restricted securities on a short-term basis.

2.5 If in doubt, don't

The rules contained in this policy do not replace your legal obligations. The boundary between what is (and is not) in breach of the law is not always clear. Sometimes behaviour that you consider to be ethical actually may be insider trading. If in doubt, don't!

2.6 Trading periods

There are no "safe" periods for trading in Vector's restricted securities. You may **never** trade Vector's restricted securities if you have material information.

2.7 Breaches of policy

Strict compliance with this policy is a condition of employment. Breaches of this policy will be subject to disciplinary action, which may include termination of employment.

2.8 Monitoring of trading

Vector may monitor the trading of directors and employees as part of the administration of this policy.

2.9 Application of policy

Vector's board has approved this policy. The board may approve updates, amendments to and exemptions to this policy from time to time, which may be implemented by written posting on Vector's intranet.

To the extent of any inconsistency with any previous policy or rules relating to this subject matter, this policy prevails over them.

3. Vector Limited – additional trading restrictions for restricted persons

3.1 Persons covered by restricted securities trading restrictions

The additional trading restrictions set out below apply to:

- all directors;
- the group chief executive and all senior officers (all group chief executive direct reports and those directly reporting to them);
- during the period of any share buyback by Vector, others directly involved in or having knowledge of the details of the share buyback (ie treasury staff);
- trusts and companies controlled by such persons; and
- anyone else notified by the company secretary from time to time.

Persons covered by these additional restrictions are called “**Restricted Persons**”. Employees and directors will be considered responsible for the actions of trusts and companies controlled by them. In this respect, “control” is not to be construed in a technical way but by looking at how decisions are made in practice.

3.2 Additional trading restrictions for Restricted Persons (black-out period)

Restricted Persons are prohibited from trading in any restricted securities during the following specific “black-out” periods:

- the period commencing 1 day prior to Vector’s half year balance date until the first trading day after the announcement to NZX of Vector’s half-year financial results; and
- the period commencing 1 day prior to Vector’s full year balance date until the first trading day after the announcement to NZX of Vector’s full year financial results.

In addition, the Company Secretary may notify Restricted Persons of additional “black-out” periods from time to time (without the need for explanation to those affected).

Restricted Persons are not permitted to trade any restricted securities during a black-out period unless Vector’s board provides a specific exemption. Any such exemptions shall be in the board’s absolute discretion.

Please note that if you hold material information you must not trade restricted securities at any time – regardless of these periods.

3.3 Requirements before trading

Before trading in restricted securities, at any time, Restricted Persons must, in writing:

- notify Vector's [company secretary](#) of their intention to trade in securities and seek consent to do so (using this form: [request for consent to trade in quoted securities](#));
- confirm that they do not hold material information; and
- confirm that there is no known reason to prohibit trading in any restricted securities.

In the case of proposed trading by a director, the trade must be approved by the chair of the board and the consent form must be signed by 2 other directors (one of whom may also be the chair of the board).

A consent is only valid for a period of 10 trading days after notification. A consent is automatically deemed to be withdrawn if the person becomes aware of material information prior to trading.

3.4 Requirements after trading

A Restricted Person must advise the [company secretary](#) promptly following completion of any trade, and the Restricted Person must comply with any disclosure obligations it has under the Financial Markets Conduct Act 2013.

Dated: March 2023