

Share Dealing and Preventing Insider Trading

Part 1/3

We do not trade or encourage others to trade securities when in possession of any inside information.

Inside Information is non-public information which would be likely to impact share price if it were to be made public. If I have access to TMICC Inside Information, I will be added to an Insider List and notified. If I am not sure whether information I have is Inside Information, I must behave like it is and / or check with the person who gave me the information.

Why is it important?

Using Inside Information to trade, or sharing it improperly, is a serious disciplinary matter and a criminal offense in many countries, leading to fines, imprisonment and reputational harm. These restrictions apply to Inside Information I learn about TMICC or another publicly traded company with whom TMICC is doing business.

Offenses can occur in many ways, including:

- **Unlawful disclosure** of Inside Information: disclosing Inside Information to any other person, except in the normal exercise of employment.
- **Insider dealing**: using Inside Information to acquire or dispose of (whether for my account or someone else's), directly or indirectly, financial instruments to which the information relates.
- **Market manipulation**: doing anything that gives, or is likely to give, false or misleading signals as to the supply of, demand for, or price of, a financial instrument, including entering into a transaction or trade, giving information to the media, or sharing false or misleading information.



As a Director or Senior Manager, I must:

- Take reasonable steps to prevent any dealings in TMICC securities by or on behalf of Close Personal Contact (CPC) with me;
- Advise my CPC that this Policy applies to them;
- Advise my CPCs of the Closed Periods during which they should not deal in TMICC securities; and
- Advise my CPCs that I must get clearance before dealing in TMICC securities.



Share Dealing and Preventing Insider Trading

Part 2/3

Inside Information **Examples:**

- Business results or forecasts.
- Reserves for company debt.
- Major launches and new inventions.
- Significant threatened or potential litigation or claims.
- Cybersecurity incidents.
- M&A, tender offers, JVs, restructuring or divestments.
- Revisions in dividend policy.
- Expansion or reduction of operations.
- Gain or loss of significant customers or suppliers.
- Changes in auditors, Executive Directors or company control.
- Product or Brand defect claims.

What must I do?



- **Understand** what is considered Inside Information. It may include information that relates to future, speculative or contingent events not publicly available. Information is not necessarily public merely because it has been discussed in the press or on social media. I should presume that information is non-public, unless I can point to its official release by TMICC, such as by a public filing or press release.
- **Do not buy or sell** TMICC securities (including shares, ADRs and related derivatives and spread bets) for my own account or on anyone else's behalf, or recommend third parties to do so, while I am in possession of Inside Information.
- **Refrain** from sharing Inside Information with anyone not authorised to have it, including other TMICC employees.

- **Disclose** immediately if I suspect or know Inside Information (1) has been shared with anyone not authorised to have it or (2) is being misused.
- **Disclose** transactions that may trigger this Policy using these forms

I do not need to disclose transactions when Investing in:

- A unit or share in a collective investment undertaking (CIU) in which the exposure to TMICC securities does not exceed 20% of the assets held by the CIU;
- A **financial instrument** which provides exposure to a portfolio of assets in which the exposure to TMICC securities does not exceed 20%;

- If I do not know, and could not know, the investment composition or exposure of such CIU or portfolio of assets in relation to TMICC securities and there is no reason to believe that such exposure is greater than 20%;
- Transactions in TMICC securities executed by managers of a CIU who operate with full discretion and do not need to notify me when executing a transaction.

Share Dealing and Preventing Insider Trading

Part 3/3

What must I do?

- If I am in any doubt about whether I need to seek clearance to deal, I must notify and ask the Company Corporate Secretary for guidance.
- Contact the Corporate Secretary for more information, including obligations for persons included in TMICC's Insider List.
- The Insider Lists name all employees and external advisors who have authorised access to TMICC's Inside Information. People on these lists must also comply with the requirements in TMICC's Share Dealing and Disclosure Manuals, available at the Corporate Secretaries' Department.

- **Refrain** from engaging in activities that involve manipulation of publicly listed companies' price or spread of false information.
- **Use** TMICC's information only for legitimate business purposes or as required by law.
- **Report** any concerns about the use of TMICC restricted or Inside Information by any person, including business partners, to my Line Manager or Business Integrity Officer.

What is permitted?

Number of shares which may be sold:

Equity Securities: a WL4 or higher may sell in a three-month period the greater of:

- 1% of the outstanding TMICC securities; or
- The average weekly reported trading volume in the four calendar weeks preceding the transactions.

Debt Securities: a WL4 or higher may sell in a three-month period the greater of:

- The average weekly reported trading volume in the four calendar weeks preceding the sale; or
- 10% of the principal amount of the tranche of debt securities (or 10% of the class of non participatory preferred stock).

Any restricted securities must be held for six months prior to reselling such securities.

