

This Policy applies to all Synlait Milk Limited (**Synlait**) sites.

## Introduction

This Policy applies to all Directors, officers and employees of Synlait and its subsidiaries who intend to trade in Synlait's shares and other listed securities, including shares of Synlait's customers and suppliers. In this Policy 'trade' includes buying or selling listed securities, or agreeing to do so, whether as principal or agent.

In addition to this Policy, further specific and stringent rules also apply to trading in Synlait's securities by its Directors and certain senior employees, or employees performing certain functions (see below under **Additional Trading Restrictions for Restricted Persons**). At the end of this policy is the consent form that must be filled out to seek consent to trade in Listed Securities.

## Purpose

This Policy details Synlait's Policy on, and rules for dealing in the listed securities including the following securities ('**Restricted Securities**');

- Synlait's ordinary Shares; and
- listed debt securities issued by Synlait; and
- shares of Synlait's customers and suppliers.

Synlait is committed to complying with all legal and statutory requirements relating to insider trading. New Zealand legal requirements make it unlawful to trade in Restricted Securities while in possession of Inside Information, as defined below.

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 listed.

**If you do not understand any part of this Policy, or how it applies to you, you should raise the matter with Synlait's Legal Team, before dealing with any securities covered by this Policy. Insider trading is serious and can result in criminal penalties.**

## Fundamental rule – Insider trading is prohibited at all times

If you possess **material information**, you must **not**:

- trade Restricted Securities;
- advise or encourage others to trade, or hold any Restricted Securities; or
- pass on material information to others.

These prohibitions apply regardless of how you learn of the material information, and regardless of why you are trading.

The prohibition on insider trading applies not only to information concerning Synlait securities, but also if you have material information in relation to listed securities of other companies including Synlait's customers and suppliers, then you must not trade in those securities either.

For the purposes of this Policy, "Restricted Persons" includes all Directors, officers, employees, contractors, consultants, and any other individuals or entities who have access to material information about Synlait or its subsidiaries, whether through employment, engagement, or information systems. This also includes family members, household members, and entities controlled by any such person, where material information has been received or shares are held jointly.

## Insider trading laws

If you have any **material information**, it is illegal for you to:

- trade Synlait listed securities;
- advise or encourage another person to trade or hold Synlait listed securities;
- advise or encourage a person to advise or encourage another person to trade or hold Synlait listed securities; or
- pass on the material information to anyone else - including colleagues, family or friends - knowing (or where you ought to have known) that the other person will use that information to trade, continue to hold, or advise or encourage someone else to trade, or hold, Synlait listed securities.

This offence is called '**insider trading**' and you can be subject to criminal liability including large fines and/or imprisonment. **Insider trading will also constitute serious misconduct and result in immediate dismissal from Synlait.**

## Confidential information

You also have a duty of confidentiality to Synlait. You must not reveal any confidential information concerning Synlait to a third party (except in limited circumstances), or to use confidential information in any way which may injure or cause loss to Synlait or use confidential information to gain an advantage for yourself. You should ensure that external advisers keep Synlait information confidential.

## What is 'Material Information'?

'**Material Information**' is information that:

- is not generally available publicly; and
- if it were generally available publicly, could have a material effect on the price of Synlait and another companies' listed securities.

It does not matter how you come to know the material 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).

Material information could include information concerning:

- the introduction of a new product, or new area of research and development by Synlait or one of its customers;
- the financial performance of Synlait;
- a possible change in the strategic direction of Synlait or another listed company;
- a possible acquisition or sale of any assets by Synlait;
- entry into or termination of material contracts or other business arrangements;
- a possible change in SML's capital structure;
- senior management changes; or
- any other unexpected liability, which has not been released to the market.

The range of possible material information is very wide, so if you are planning to buy or sell any Synlait securities or securities of a customer or supplier and you have any doubts, you should discuss it confidentially with the Legal Team. Remember, insider trading is a serious offence, and it is everyone's responsibility to ensure that

they comply with this Policy and legislation concerning insider trading. It is not an excuse to argue that you did not know that the information was material.

## Short Term Trading Discouraged

You should not engage in short term trading (the buying or selling of listed securities within a one-month period) unless there are exceptional circumstances.

Short term trading can be a key indicator of insider trading, particularly if undertaken on a regular basis or in large amounts, or around important events which affect the price of Restricted Securities.

## If in Doubt, Don't

**If in doubt, don't! Or immediately consult your own independent legal advisor.**

## Monitoring of Trading

Synlait may monitor the trading of directors and employees as part of the administration of this Policy.

The Financial Markets Authority New Zealand and the NZX also take an interest in whether Synlait and its directors and employees are complying with this Policy and the applicable legislation.

Synlait will maintain an up-to-date list of Restricted Persons and written records of all trading approval requests and decisions. The Head of Legal and Governance is responsible for maintaining these records.

Training, Accessibility and Whistleblowing Synlait will provide regular training on this Policy and insider trading laws to Directors, officers, employees, and Restricted Persons. This Policy will be published on Synlait's website and made accessible to stakeholders. Whistleblowing and internal reporting procedures are available for suspected breaches and will be managed confidentially.

## Additional Trading Restrictions for Restricted Persons

### Persons covered by trading restrictions on restricted securities

The additional trading restrictions set out below apply to:

- all Directors;
- the Managing Director, all members of the Senior Leadership Team;
- all direct reports to the CFO;
- the administrative staff of the Senior Leadership Team;
- all employees in the finance and information services team, all employees in the communications team and all employees who attend the monthly Reconciliation Review meeting (including Synlait Head of Legal and Governance and Legal Counsel);
- trusts and companies controlled by such persons; and
- anyone else notified by Synlait Head of Legal and Governance 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.

This document generally does not apply to Synlait securities held by family members (unless they have received material information from a staff member), but will apply where shares are held jointly with a staff member.

### Blackout periods

Restricted Persons must not trade in Restricted Securities during any of the following blackout periods:

- the period from the close of trading on 1 July of each year until the day following the announcement to the NZX & ASX of the preliminary final statement or full year results;
- the period from the close of trading on 1 January each year until the day following the announcement to the NZX & ASX of the half-yearly results;
- any other period that Synlait specifies from time to time; and
- 30 days prior to release of a prospectus for a general public offer of the same class of Restricted Shares.

### Exceptional circumstances

If a Restricted Person needs to trade in Restricted Securities due to exceptional circumstances during a blackout period, the Restricted Person may seek a waiver from the Chair of the Audit & Risk Committee to trade in Restricted Securities. All applications for consent will be processed on a confidential basis.

In the case of proposed trading during a blackout period by a Director, the Request for Consent form must be signed by the Chair of the Board or, in his or her absence, the Chair of the Audit & Risk Committee and in the case of proposed trading by the Chair of the Board, the Request for Consent form must be signed by the Managing Director and the Chair of the Audit & Risk Committee.

Exceptional circumstances for these purposes include severe financial hardship, compulsion by court order or any other circumstance that is deemed exceptional by the Board.

If a waiver is granted to trade during a blackout period, the Restricted Person will be notified in writing (which may include notification via email) and in each circumstance the duration of the waiver to trade in Restricted Securities will be two trading days from the date of notification. A consent is automatically deemed to be withdrawn if the person becomes aware of material information prior to trading.

Unless otherwise specified in the notice, any dealing permitted during a blackout period must comply with the other sections of this Policy (to the extent applicable).

### Trading outside black-out periods

Before trading in Restricted Securities at any time outside of a blackout period, Restricted Persons must, in writing:

- notify Synlait Head of Legal and Governance of their intention to trade in securities, and seek consent to do so;
- 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 Request for Consent form must be signed by the Chair of the Audit & Risk Committee, and in the case of proposed trading by the Chair of the Audit & Risk Committee, the Request for Consent form must be signed by the Chair of the Board.

A consent given for a Restricted Person to trade outside the black-out period is only valid for a period of 10 trading days after notification. Consent is automatically deemed to be withdrawn if the person becomes aware of material information prior to trading.

### The outcome of any Application for Consent

Synlait's decision on any Application for Consent is final.

Applications approved for trading, based on an appropriate factual disclosure, will mean that a person will not be considered in breach of their employment obligations under Synlait policies. Consent does not in itself exclude the possibility of either civil or criminal liabilities still arising under relevant legislation.

### Requirements after Trading

A Restricted Person must advise Synlait's Head of Legal and Governance promptly following completion of any trade, and the Restricted Person must comply with any disclosure obligations that he or she has under the NZX Listing Rules, the Companies Act or the Financial Markets Conduct Act.

### Exclusions

The additional trading restriction for Restricted Persons (as contained in this Policy) does not apply to:

- the following categories of passive trades:
  - a) Acquisition of Restricted Securities through a dividend reinvestment plan;
  - b) acquisition of Restricted Securities through a share purchase plan available to all retail
  - c) acquisition of Restricted Securities through a rights issue; and
  - d) the disposal of Restricted Securities through the acceptance of a takeover offer;
- trading that does not result in a change to the beneficial interest in the Restricted Securities; and
- a disposal of Restricted Securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement.

Where any of the above circumstances apply, then the Restricted Person must still notify Synlait's Head of Legal and Governance promptly in writing prior to the completion of any of the above activities and the transfer of any Restricted Securities.

## Policy Compliance

As per the Compliance Programme Internal Policy Owners and Delegates are required to proactively attest and report to [complianceupdates@synlait.com](mailto:complianceupdates@synlait.com) when they become aware of any partial or non-compliance to this policy or any legislation that is linked to this internal policy.

Non-compliance to this Policy may lead to disciplinary action, including termination of employment or engagement, and may incur civil or criminal liability. Examples include trading while in possession of material information, failing to obtain consent, or disclosing inside information to others.

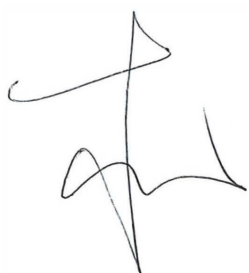
## Policy Control

As per the Compliance Programme, this document will be formally reviewed every three years or more frequently if operational or legislation changes require.

The Delegated Author for this document is the Head of Legal and Governance who is responsible for monitoring and managing areas of compliance, ensuring key subject matter experts and collaborators have been consulted during the review and coordinating the update to this document. Any proposed changes to this document must be provided through to the Delegate Author for consideration.

This document is owned by the Chief Commercial Officer who is responsible for endorsement of any proposed changes and for ensuring that mechanisms are in place to ensure the policy is adhered to.

Responsibility for the final approval of the refreshed document (or roll-over of the document in its current form) is by the Audit and Risk Committee.



**Julia Zhu**  
**Chair Audit and Risk Committee**  
**Synlait Milk Limited**



**Rob Stowell**  
**Chief Commercial Officer**  
**Synlait Milk Limited**

## Appendix

### Appendix 1: Request for Consent to Trade in Listed Securities

To: Synlait Milk Limited's (Synlait's) Head of Legal and Governance :-

In accordance with SML's 01683 – Securities Trading Policy including the Additional Trading Restrictions for Restricted Persons (**Policy**), I request Synlait consent to the following proposed transaction to be undertaken either by me or persons associated with me, within the timeframe specified under the Policy. I acknowledge Synlait is not advising or encouraging me to trade or hold securities and does not provide any securities recommendation.

Name: \_\_\_\_\_

Name of registered holder transacting (if different): \_\_\_\_\_

Address: \_\_\_\_\_

Position: \_\_\_\_\_

Name of Listed Company:

Description and number of securities: \_\_\_\_\_ ordinary shares (or specify) \_\_\_\_\_

Type of proposed transaction: Purchase / sale / other (specify) \_\_\_\_\_

Reason for proposed transaction (if transaction is to occur during a 'black-out period'):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

To be effected/conducted: On market / off-market trade/ other (specify) \_\_\_\_\_

Likely date of transaction (on or about): \_\_\_\_\_

I declare I do not hold information which:

- is not generally available to the market; and
- would have a material effect on the price of SML listed securities if it were generally available to the market.

I know of no reason to prohibit me from trading in SML listed securities and certify that the details given above are complete, true and correct.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

SML hereby **consents / does not consent** to the proposed transaction described above.

Any consent is conditional on the proposed transaction being completed within 10 trading days, or where the trade is to occur during a blackout period, within two trading days, of the date of notification of this consent, and in compliance with **the Securities Trading Policy**

SML's Director – Legal Risk and Governance on behalf of Synlait Milk Limited:

Name: \_\_\_\_\_

Date: \_\_\_\_\_