



SHARE TRADING POLICY

Lynas Rare Earths Limited

ACN 009 066 648

1. Introduction

- 1.1 Lynas Rare Earths Ltd ACN 009 066 648 (**Lynas**) shares are listed on the Australian Securities Exchange (**ASX**). This Policy has been implemented to set out the restrictions that apply to dealings in securities by Lynas personnel and their associates and to assist in maintaining the confidence of the market in the integrity of dealings in Lynas securities.
- 1.2 This Policy outlines:
- (a) when trading in Lynas Securities by Lynas Personnel is permitted;
 - (b) when trading in the Lynas Securities by Lynas Personnel is not permitted; and
 - (c) sets out procedures to reduce the risk of Insider Trading.

2. Purpose

- 2.1 The purpose of this Policy is to:
- (a) ensure Lynas Personnel are aware of the legal restrictions on trading Lynas Securities while a person is in possession of Inside Information;
 - (b) seek to minimise the risk of Lynas Personnel contravening the laws against Insider Trading;
 - (c) ensure the Lynas can meet its reporting obligations under the ASX Listing Rules; and
 - (d) increase transparency with respect to trading in Lynas Securities.

3. Application of this Policy

- 3.1 This Policy applies to all directors, employees, contractors, consultants and advisers of Lynas and their immediate/household family members and Associates.
- 3.2 A glossary of terms used in this Policy is set out in Schedule 1.

4. When am I permitted to deal in Lynas securities?

- 4.1 Subject to this policy, if you are not a Designated Person or an Associate of a Designated Person then you can deal in Lynas securities at any time provided that you are not in possession of Inside Information. You should review this policy prior to any dealing.
- 4.2 Designated Persons and their Associates are subject to additional restrictions, which include restricting dealings to specified trading windows. Section 5 of this Policy sets out the additional restrictions that apply only to Designated Persons and their Associates. Designated Persons are directors, associate directors, direct reports to the CEO, any person who receives performance rights under a Lynas incentive plan or any other person as notified by the General Counsel in writing.

5. Insider Trading prohibitions

WARNING: The Insider Trading prohibition applies to everyone (not just Designated Persons) and applies at all times. Insider Trading is a serious offence under the Corporations Act 2001 (Cth), which can attract civil and criminal penalties.

5.1 You must not deal with Lynas securities at any time that you are in possession of Inside Information.

Insider Trading prohibitions under the Corporations Act

5.2 Insider Trading is a serious offence under the Corporations Act 2001 (Cth) and can attract civil and criminal penalties.

5.3 Under the Corporations Act, if you have Inside Information relating to Lynas, or have information that you know, or ought to know, is Inside Information, then you must not:

- (a) Deal in Lynas Securities or enter into an agreement to Deal in Lynas Securities;
- (b) advise, procure or encourage another person to Deal in Lynas Securities, or enter into an agreement to do so; or
- (c) communicate the Inside Information to anyone else.

What is Inside Information?

5.4 Insider Information is information that is not Generally Available to people who invest in securities and which, if it were, reasonable person would expect that information to influence (either positively or negatively) people who commonly invest in securities in deciding whether or not to deal with Lynas Securities.

5.5 As a guiding principle, before dealing in Lynas securities you should ask yourself:

If the market were aware of all the current circumstance, could my proposed trading be looked on as taking advantage of my position in an inappropriate way? How would it look if my transaction was reported on the front page of the newspaper?

5.6 The following are examples of matters that may be Inside Information, although the list is not exhaustive, and each matter should be considered on a case by case basis:

- (a) interim and final financial results and financial reports, including ASX/media releases, investor presentations and investor reports accompanying the release of interim and final results;
- (b) circumstances which lead to a material impact on profit forecasts;
- (c) production forecasts;
- (d) exploration, resource or reserve updates;
- (e) earnings or guidance updates;
- (f) proposed issues of securities;
- (g) equity capital raisings by Lynas;
- (h) buybacks and capital reductions concerning Lynas Securities;
- (i) a transaction that will lead to a significant change in the nature or scale of the Lynas' activities;
- (j) borrowings;
- (k) significant litigation;

- (l) dividend policy and decisions relating to dividends;
- (m) the granting or withdrawal of a material licence;
- (n) mergers, acquisitions, reconstructions and takeovers;
- (o) entry into, variation or termination of material agreements; and
- (p) information relating to joint venture partners, subsidiaries or associates which is material to Lynas.

- 5.7 It does not matter how or in what capacity you become aware of the Inside Information. It does not have to be obtained from Lynas to constitute Inside Information.
- 5.8 If you are not sure whether information that you have is Inside Information then you should discuss with the General Counsel.
- 5.9 It is also prohibited to apply for, grant, exercise or transfer an option over Lynas Securities if you have Inside Information.

Information about other companies

- 5.10 In performing your role with Lynas, you may obtain Inside Information about other listed companies. It is illegal to Deal in the securities of those other Companies if you have Inside Information about them.

Local law

- 5.11 You must also comply with any applicable obligations or requirements in relation to share trading under local law in your jurisdiction.

No giving “tips” or foreshadow announcements

- 5.12 You cannot avoid the Insider Trading prohibitions by arranging for a family member or friend to Deal in Lynas Securities, nor may you give “tips” concerning Inside Information relating to Lynas to others or indications of the content of future announcements.

6. Additional restrictions on Designated Persons

Trading Windows

- 6.1 The additional restrictions set out in this section apply to Designated Persons.
- 6.2 Designated Persons may only Deal in Lynas Securities during Trading Windows. Trading Windows are periods notified in writing by the Company Secretary. Trading Windows may be opened, varied, suspended or terminated (conditionally or unconditionally) by the Board in its absolute discretion.
- 6.3 Designated Persons are prohibited from Dealing in Lynas Securities in all periods other than the Trading Windows (Prohibited Periods), unless otherwise expressly allowed in this Policy.

Trading procedures during Trading Windows

- 6.4 A Designated Person may Deal in Lynas Securities during a Trading Window where the Designated Person is not, at the time of the proposed Dealing, in possession of any Inside Information.
- 6.5 Designated Persons must confirm in writing to the relevant Notification Officer, within 2 Trading Days from when a Dealing in Lynas Securities has occurred, the number of Lynas Securities affected and the relevant parties to the Dealing. In the case of Trades by Directors, this will enable the Lynas to meet its disclosure obligations under the ASX Listing Rules.

6.6 The relevant Notification Officer is set out in the following table:

Designated Persons & other employees	Notification Officer
Chair	Chair of Audit, Risk and ESG Committee and Company Secretary
Other Directors (including the CEO and alternate Directors)	Chair and Company Secretary
Other Designated Persons	Company Secretary

Trading procedures during Prohibited Periods

6.7 Dealing in Lynas Securities by Designated Persons during Prohibited Periods will only be permitted with prior written clearance from the Chair of the Board, or in the case of the Chair, with clearance from the Chair of the Audit Risk and ESG Committee in their absolute discretion where:

- (1) there are exceptional circumstances, which include:
 - (a) extreme financial hardship, e.g. a pressing financial commitment on the part of the Designated Person that cannot otherwise be satisfied than by selling the relevant Lynas Securities;
 - (b) a transfer pursuant to the terms of a family law property settlement, a testamentary disposition or other legal or regulatory requirements (e.g. under a court order or court enforceable undertakings); or
 - (c) exceptional circumstances as determined by the Chair; and
- (2) the Designated Person does not possess Inside Information.

6.8 If clearance to Trade during a Prohibited Period is refused:

- (1) that decision is final; and
- (2) the Designated Person must keep that information confidential and not disclose it to anyone.

6.9 A clearance to Trade may be withdrawn if new information comes to light or there is a change in circumstances. A Designated Person who comes into possession of Inside Information after receiving a clearance to Trade, must not Trade despite having received the clearance.

6.10 Clearance to Trade is not an endorsement of any proposed Dealing. You are responsible for your own investment decisions and compliance with the law (including the Insider Trading prohibitions).

No margin lending

6.11 Designated Persons must not enter into margin lending arrangements in relation to Lynas Securities. This restriction does not extend to other funding arrangements where Lynas Securities may be included as security.

No short-term or speculative selling

6.12 Lynas encourages Designated Persons to be long-term investors in the Lynas. Designated Persons must not at any time engage in:

- (a) short-term trading in Lynas Securities or in derivative or other financial products issued over or in respect of Lynas Securities. Short term means less than a 3-month period; or
- (b) short selling of Lynas Securities.

No hedging

- 6.13 Designated Persons must not enter into arrangements which have the effect of limiting their exposure to risk relating to an unvested share, option or other Security granted or awarded under the Lynas employee incentive scheme (or a vested share, option or other Security granted, awarded or acquired under the Lynas employee incentive scheme that is still subject to disposal restrictions).

Dealing by Associates

- 6.14 If a Designated Person is prohibited from Dealing in Lynas Securities under this Policy, that Designated Person must (so far as is consistent with their duties of confidentiality to the Lynas) procure that any Associate of that Designated Person does not Deal in Lynas Securities. Associates are defined in Schedule 1 below.
- 6.15 A Designated Person must:
- (a) inform their Associates about this Policy; and
 - (b) communicate on behalf of their Associates with the relevant Notification Officer for the purposes of this Policy.
- 6.16 If you are in doubt as to whether a person is an Associate and whether this Policy applies to them, you should contact the Company Secretary who will make a determination on the issue.

7. Permitted Dealings

Certain Permitted Dealings are excluded from the operation of this Policy and may be undertaken at any time (subject to the Insider Trading prohibitions). Permitted Dealings are listed in Schedule 2 and are permitted primarily on the basis that the trading is passive, restrictive, outside of the individual's control or there is no underlying change in beneficial owner.

8. Awareness and training

High standards of corporate conduct are critical to the Lynas' reputation. Lynas Personnel will receive induction and ongoing training in relation to compliance with this Policy. A copy of this Policy will be distributed to all Designated Persons and made available to Lynas Personnel and other persons as relevant.

9. Responsibility and liability for trading decisions

Designated Persons and Employees are responsible and liable for any trading decisions in which they enter or execute. Lynas expects its Designated Persons and Employees to adhere to the Corporations Act at all times, and nothing stated in this Policy overrides this obligation. If a Designated Person or an Employee has any concerns about commencing a Trade, they should seek independent legal advice.

10. Breach of this Policy

- 10.1 A breach of this Policy is a serious matter. It may constitute a breach of the law and it may lead to significant criminal penalties and/or civil penalties. Substantial monetary penalties also apply to body corporates who breach those provisions.

- 10.2 Lynas Personnel who breach this Policy (including obligations of confidentiality in relation to Inside Information relating to the Lynas) may be subject to disciplinary action being taken against them and may result in a summary dismissal.
- 10.3 Lynas Personnel who are unsure of the nature of the information that they have in their possession and whether they may Deal with Lynas Securities should contact the Company Secretary, CEO or Chair, as appropriate.
- 10.4 Lynas Personnel are required to immediately inform the Company Secretary of any potential or actual Policy breach.

11. Further information

If you have any questions about this Policy or compliance with insider trading laws, please consult the General Counsel.

12. Review and publication of this Policy

- 12.1 The Board will review this Policy periodically to check that it is operating effectively and updated as necessary.
- 12.2 This Policy is available on the Lynas' website and the key features, or a URL link to the webpage, are published in the annual report.

Approved by the Board on 28 November 2022

Schedule 1: Definitions

In this Policy, unless the context otherwise requires:

Associate includes:

- (a) a spouse or partner of the Designated Person;
- (b) a child or step-child of the Designated Person;
- (c) a relative who has shared the same household as the Designated Person for at least 12 months on the date of the transaction in question;
- (d) any other entity in respect of which the Designated Person is a director, secretary or executive officer, unless appropriate arrangements are in place within that entity to ensure that the Designated Person:
 - (1) takes no part in the decision by that other entity to purchase or sell Lynas Securities; and
 - (2) has not induced or encouraged that other entity to purchase or sell Lynas Securities;
- (e) companies with which the Designated Person is connected by directly or indirectly holding at least 20% of the share capital or controlling the exercise of at least 20% of the voting power at any general meeting;
- (f) a trustee where the beneficiaries of the relevant trust include the Designated Person or his or her spouse, partner, child or step-child; and
- (g) any other persons over whom a Designated Person has, or may be expected to have, investment control or influence.

ASX means ASX Limited or Australian Securities Exchange, as the context requires.

Board means board of directors of Lynas.

CEO means chief executive officer of Lynas.

Chair means chair of the Board.

Company means Lynas Rare Earths Limited ACN 009 066 648.

Corporations Act means the *Corporations Act 2001* (Cth).

Deal or Trade includes to take part in any transaction associated with buying, selling, acquiring, disposing of, converting or agreeing to do any of these things.

Designated Person means a director, associate director, direct report to the CEO, a person who receives performance rights under a Lynas incentive plan or any other person as notified by the Company Secretary in writing.

Director means a director of the Lynas.

Employee means employees and contractors of the Lynas (excluding Designated Persons) and persons designated as Employees by the CEO, Chair or Company Secretary.

Generally Available means information that:

- (a) consists of readily observable matter or deductions;
- (b) has been brought to the attention of investors through an announcement to ASX or otherwise similarly brought to the attention of investors who commonly invest in securities, and a reasonable period has elapsed since it was announced or brought to investors' attention; or
- (c) consists of deductions, conclusions or inferences made or drawn from information referred to in paragraphs (a) or (b) above.

Inside Information is information about the Lynas that is not Generally Available and, if it were, a reasonable person would expect that information to have a material effect on the price or value of Lynas Securities. Inside Information can include matters of speculation or supposition and matters relating to intentions or likely intentions of a person.

Insider Trading means any of the activities prohibited in section 0.

Lynas Personnel means all directors, employees, contractors, consultants and advisers of Lynas..

Lynas Securities means Securities in Lynas.

Policy means this share trading policy, including the schedules to it.

Prohibited Period has the meaning given in section 6.3.

Securities includes, without limitation:

- (a) shares (including ordinary shares, preference shares and partly paid shares);
- (b) units (including ordinary units, preference units and partly paid units);
- (c) hybrid securities;
- (d) debentures;
- (e) legal or equitable rights or interests in (a) to (d) above; and
- (f) any derivatives including but not limited to options in respect of any of (a) to (d) above.

Trading Day means a day determined by ASX to be a trading day and notified to market participants.

Trading Window has the meaning given in section 6.2.

Schedule 2: Permitted Dealings

The following types of Dealing are excluded from the operation of this Policy and may be undertaken by Designated Persons at any time without prior notification or approval, except if they would breach the Insider Trading prohibitions and provided that notice is given to the Chair prior to the proposed Dealing:

- (1) **(no change in beneficial interest)** transfers which result in no change in the beneficial interest in Lynas Securities (for example, transferring a personal holding Lynas Securities to a self-managed superannuation fund of which the previous holder is the only beneficiary);
- (2) **(third parties)** an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Lynas Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (3) **(trustee transfers)** where a Designated Person is a trustee, trading in Lynas Securities by that trust provided the Designated Person is not a beneficiary of the trust, and any decision to Trade during a Prohibited Period is taken wholly at the discretion of the beneficiary of the trust or by another trustee or investment manager independently of the Designated Person;
- (4) **(takeovers)** a disposal, or undertaking to dispose of, Lynas Securities arising from a scheme of arrangement or acceptance of a takeover offer;
- (5) **(rights offers, SPPs 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 purchase plan or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the 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;
- (6) **(DRP)** acquisition of Lynas Securities under a dividend reinvestment plan, provided that Designated Persons do not commence or amend their participation in the relevant plan during a Prohibited Period (other than in exceptional circumstances and with the relevant prior written clearance);
- (7) **(lender disposal)** a disposal of Lynas Securities that is the result of a secured lender exercising its rights however this does not extend to disposal under a margin lending agreement if the agreement is prohibited by this Policy;
- (8) **(incentive scheme)** the exercise (but not sale of Lynas Securities following exercise) of an option, right or other security under an employee incentive scheme, or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a Prohibited Period and the Lynas has been in an exceptionally long Prohibited Period or the Lynas has had a number of consecutive Prohibited Periods and the Designated Person could not reasonably have been expected to exercise it at a time when free to do so;
- (9) **(deceased estate)** a transfer of Lynas Securities arising from the administration of a deceased estate;
- (10) **(trading plan)** trading under a non-discretionary trading plan for which prior clearance has been provided in accordance with procedures set out in the trading policy and where:
 - (a) the Designated Person did not enter into the plan or amend the plan during a Prohibited Period;
 - (b) the trading plan does not permit the Designated Person to exercise any influence or discretion over how, when or whether to Trade; and
 - (c) the Designated Person may not cancel the trading plan or cancel or otherwise vary the terms of their participation in the trading plan during a Prohibited Period other than in exceptional circumstances;
- (11) **(cancellation)** cancellation of Lynas Securities as a result of failure to vest or other forfeiture of securities received by individuals as part of performance-based remuneration; and
- (12) **(performance hurdles)** vesting (but not subsequent sale) of Lynas Securities as a result of meeting performance hurdles or release of Lynas Securities from holding lock or holding term in respect of securities received by individuals as part of performance-based remuneration.