

Securities Trading Policy

Smiles Inclusive Limited ACN 621 105 824

adopted on 12 March 2018

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1. Introduction

1.1 General

Key Management Personnel (including the Directors) of Smiles Inclusive Limited ACN 621 105 824 (**Company**) are restricted from trading in securities and are subject to the Insider Trading prohibitions.

1.2 Purpose

This document records the Board's trading policy adopted on 12 March 2018.

1.3 Policy overview

This document outlines:

- (a) when Key Management Personnel (including Directors) and certain other employees nominated by the Board may Trade;
- (b) how to apply for approval to Trade during a Prohibited Period;
- (c) sanctions for a breach of the Policy; and
- (d) potential sanctions for a breach of the Insider Trading provisions.

2. Definitions and interpretation

2.1 Definitions

In this document:

Term	Definition
ASX	means ASX Limited ACN 008 624 691 and the exchange operated by it.
Authorised Trade	means a Trade authorised under paragraph 4.5.
Board	means the Company's board.
Chair	means the chair of the Board.
Company	means Smiles Inclusive Limited ACN 621 105 824 and, as the context requires, its controlled entities.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Designated Officer	means a person who is assigned the role of 'Designated Officer' for this Policy by the Board.
Excluded Trade or Excluded Trading	means Trading in circumstances set out in paragraph 4.3.
Inside Information	has the meaning given to that term in section 1042A Corporations Act (summarised in paragraph 3.5).

Term	Definition
Insider Trading	has the meaning given to that term under Part 7.10, Division 3 Corporations Act (summarised in paragraph 3.1).
Key Management Personnel	has the meaning given to that term in the Listing Rules.
Listing Rules	means the listing rules of ASX.
Policy	means the policy contained in this document or in any amending or replacement document.
Prohibited Period	means each of the following periods (inclusive): <ul style="list-style-type: none"> (a) between 1 January and the day of release of the Appendix 4D Half Year Report to ASX; (b) between 1 July and the day of release of the Appendix 4E Full Year Report to ASX; and (c) any other period the Board decides Staff are to be prohibited from Trading in Securities.
Restricted Person	means a person to whom this Policy applies.
Secretary	means the secretary of the Company.
Securities	has the meaning set out in paragraph 6.1.
Security Holder	means a registered holder of Securities.
Staff	means Key Management Personnel and employees nominated by the Board under paragraph 5 from time to time.
Staff Trader	means a Staff member who Trades.
Trade	means to apply for, acquire or dispose of securities or to enter into an agreement to apply for, acquire or dispose of securities or to grant, accept, acquire, dispose, exercise or discharge an option or other right or obligation to acquire or dispose of securities and Trading has a corresponding meaning.
Written Clearance	means the authority written or electronic format to Trade given under paragraph 4.5.

2.2 Interpretation

Concepts not defined in this document but which have a meaning in the Corporations Act or the Listing Rules have that same meaning in this document.

3. Insider Trading

3.1 Prohibited conduct

If a person has Inside Information in relation to a company and knows, or ought reasonably to know that the information is Inside Information, that person must not:

- (a) Trade in that company's securities;

- (b) procure another person to Trade in that company's securities; or
- (c) communicate the information, directly or indirectly, to another person who the person knows, or ought reasonably to know, is likely to Trade in those securities or procure another person to Trade in those securities.

3.2 **Subsidiaries and associated entities**

The prohibition against Insider Trading:

- (a) extends to Trading in the securities of a subsidiary of a company about which a person has Inside Information;
- (b) may extend to Trading in securities of other companies that deal with or are associated with the company about which a person has Inside Information.

3.3 **Consequences of Insider Trading**

- (a) Insider Trading is a criminal offence.
- (b) Persons Trading with Inside Information risk prosecution, punishable by substantial fines or imprisonment or both, under the Corporations Act.
- (c) The Company may also be liable if Staff engage in Insider Trading.
- (d) Insider Trading is subject to the civil penalty provisions under the Corporations Act which empower a court to impose substantial pecuniary penalties, order payment of compensation to persons who suffer loss or damage as a result of the Insider Trading and make a disqualification order.
- (e) In addition to any consequence under the Corporations Act, Insider Trading breaches this Policy. Breaches will be treated seriously by the Company and may attract disciplinary action, including termination of employment for any Staff member involved.

3.4 **Prohibition**

Insider Trading is prohibited at all times.

3.5 **What is Inside Information**

- (a) Inside Information is information that:
 - (i) is not generally available; and
 - (ii) if it were generally available:
 - (A) a reasonable person would expect it would have a material effect on the price or value of the securities in question; or
 - (B) would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Securities in question.
- (b) Information is generally available if it:
 - (i) is readily observable;

- (ii) has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type and a reasonable period for that information to be disseminated has elapsed since it was made known; or
 - (iii) consists of deductions, conclusions or inferences made or drawn from information falling under paragraphs 3.5(b)(i) or 3.5(b)(ii).
- (c) Examples of what may constitute Inside Information include:
 - (i) proposed changes in capital structure;
 - (ii) information to be disclosed under the Corporations Act or the Listing Rules;
 - (iii) proposed changes in the general character or nature of the business;
 - (iv) information regarding changes in the holdings of substantial Security Holders;
 - (v) proposed significant changes in the holdings of any Director;
 - (vi) appointment of a receiver, manager, liquidator or administrator in respect of any loan, trade credit, trade debt, borrowing or Securities held by it or any of its subsidiaries;
 - (vii) a recommendation or declaration of a dividend or distribution;
 - (viii) a transaction for which the consideration payable or receivable is a significant proportion of the written down value of the Company's consolidated assets;
 - (ix) a claim against the Company for which the excess or damages (or both) payable by it is a significant proportion of the written down value of the Company's consolidated assets;
 - (x) giving or receiving a notice of intention to make a takeover; or
 - (xi) an agreement between the Company (or a related party or subsidiary) and a Director (or a related party of the Director).

4. Securities Trading

4.1 Permitted Trading

Staff may Trade if:

- (a) they do not have Inside Information;
- (b) outside a Prohibited Period (unless it is with Written Clearance); and
- (c) not for short term or speculative gain.

4.2 Prohibited Trading

Staff must not Trade:

- (a) if they have Inside Information;
- (b) during a Prohibited Period (unless it is an Excluded Trade or an Authorised Trade); or

- (c) for short term or speculative gain.

4.3 **Excluded Trading**

This Policy does not apply to:

- (a) transfers of securities already held by a Restricted Person into a superannuation fund or other saving scheme in which the Restricted Person is a beneficiary;
- (b) where a Restricted Person is a trustee, Trading by that trustee provided the Restricted Person is not a beneficiary of the trust and any decision to Trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of the Restricted Person;
- (c) undertakings to accept, or the acceptance of, a takeover offer;
- (d) Trading under an offer or invitation made to all or most of the Security Holders, such as a pro-rata rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board (which 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);
- (e) disposals by a secured lender exercising their rights, for example, under an approved margin lending arrangement;
- (f) the exercise (but not the sale of securities following exercise) of an option or a right 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;
- (g) Trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with this Policy provided the Restricted Person did not enter into the plan or amend the plan during a Prohibited Period and the trading plan does not permit the Restricted Person:
 - (i) to exercise any influence or discretion over how, when, or whether to Trade; or
 - (ii) to cancel the trading plan or cancel or otherwise vary the terms of his or her participation in the trading plan during a Prohibited Period other than in exceptional circumstances.

4.4 **Authorised Trading with Written Clearance**

Staff may Trade during a Prohibited Period if:

- (a) they do not have Inside Information;
- (b) it is not for short term or speculative gain; and
- (c) they have a Written Clearance to do so.

4.5 **Written Clearance procedure**

- (a) The following persons (**Authorising Officers**) may issue a Written Clearance for a proposed Trade:

- (i) by the Chair - another non-executive Director;
 - (ii) by any Director other than the Chair - the Chair or, in the absence of the Chair, a non-executive Director nominated by the Chair for the purpose; and
 - (iii) by any other person - a non-executive Director nominated by the Chair for the purpose.
- (b) An Authorising Officer may only issue a Written Clearance if satisfied:
 - (i) that the Trade would not be:
 - (A) contrary to law;
 - (B) for speculative gain;
 - (C) to take advantage of Inside Information; or
 - (D) seen by the public, press, other Security Holders or ASX, as unfair; and
 - (ii) exceptional circumstances exist justifying the exercise of the discretion to issue the Written Clearance.
- (c) Exceptional circumstances include where the Trade is necessary:
 - (i) to sell securities to realise cash in a time of exceptional financial hardship (excluding a tax liability);
 - (ii) to comply with the requirement of Court order or enforceable undertaking; and
 - (iii) because delaying the Trade to the next permitted period under paragraph 4.1, would:
 - (A) cause greater exceptional financial hardship;
 - (B) be exceptionally detrimental to the family's affairs; or
 - (C) be a breach of a Court order.
- (d) Any Written Clearance must state the period for which the authority for Trading is given.
- (e) Despite any authority given under this Policy, the responsibility for Trading rests with the individual Staff Trader.

4.6 **Guidance for Authorising Officers**

An Authorising Officers' powers under this Policy must be exercised in accordance with the law and in a responsible and sensible manner having regard to the purpose of this Policy and having regard to desirable protocols to be followed to prevent Trading inside Prohibited Periods (except in exceptional circumstances) and protocols regarding Inside Information or the public perception that Insider Trading may have occurred by reason of this Policy not being adhered to.

4.7 **Trading by Directors**

- (a) Each Director must notify the Secretary of any Trading by that Director so as to facilitate the timely lodgement with ASX of an Appendix 3Y or other prescribed form notifying ASX of

the initial acquisition, change of interests or cessation of Directors' interests as required by the Listing Rules.

- (b) Each Director's disclosure obligations in relation to their notifiable interests are set out in a Director's disclosure deed (required by Listing Rule 3.19B).

4.8 Informing the Company of Trades

- (a) Staff Traders must notify the Secretary of the details of completed transactions within fourteen days after each transaction. Notification is necessary whether or not prior authority was required.
- (b) The Secretary must maintain a register of securities transactions under this Policy.

5. Persons covered by this Policy

5.1 Staff

The Board may nominate persons to be included as Staff. Those persons must be informed of their nomination and be listed in a schedule maintained by the Designated Officer.

5.2 Families and trusts

Staff must not Trade through any member of their family, or through a trust or company over which they have influence or control, in circumstances where they would have been prohibited from Trading in their own name.

5.3 Trustees

Staff who are a trustee of a deceased estate, should inform any co-trustees or trust beneficiaries, of his or her relationship with the Company and the restrictions on his ability to give advice in respect of Securities.

6. Securities covered by this Policy

6.1 Company Securities

This Policy applies to all securities issued by the Company of any kind including ordinary shares, preference shares, debentures, convertible notes, options and hedging mechanisms or derivatives instruments (**Securities**).