

21 April 2020



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ASX ANNOUNCEMENT

UPDATED SECURITIES TRADING POLICY

In accordance with ASX Listing Rule 12.10, attached is a copy of Blue Energy's (ASX:BLU) Securities Trading Policy.

A handwritten signature in blue ink, appearing to read "S. Rodgers".

Stephen Rodgers
Company Secretary
Blue Energy Limited
Tel. +61 7 3270 8800

Securities Trading Policy

Issue Number	Date
1	15 April 2020

Policy Objectives

- 1.1 The *Corporations Act 2001* and ASX Listing Rules require disclosure of any trading in the Company's securities that is undertaken by Directors and key management personnel or their related entities.
- 1.2 The objective of this policy is to assist in maintaining market confidence in the trading of the Company's securities, by seeking to ensure that Directors and employees of the Company do not intentionally or inadvertently breach the insider trading provisions of the *Corporations Act 2001* when dealing in securities in the Company (including shares and options).
- 1.3 It is also designed to ensure that the Company's Directors, Officers, Consultants, members of the senior management and other employees are aware of the legal restrictions on trading in the Company's securities while such a person is in possession of unpublished price-sensitive information concerning the Company.
- 1.4 The general scheme of this Policy is to ensure that persons covered by this Policy:
 - (a) Never engage in short term trading of the Company's securities;
 - (b) Not deal in the Company's securities while in possession of price sensitive information;
 - (c) Notify the Company Secretary of any intended transactions involving the Company's securities; and
 - (d) Restrict their buying and selling of the Company's securities to those periods outside of the Closed Period .
 - (e) To ensure prior written approval is obtained for any trading including during a Closed Period

2. Application of Policy

Who does this policy apply to?

- 2.1 This policy applies to all Directors, the Company Secretary, Officers and to all consultants and employees of the Company and their associates.
- 2.2 Persons covered by this Policy 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.
- 2.3 This policy applies to all securities including ordinary shares, preference shares, debentures, convertible notes and options.
- 2.4 It does not apply to any acquisition of securities as part of a new issue or dividend reinvestment plan where the issue is available pro rata to all holders of securities of the relevant class.

3. Insider trading

- 3.1 If a person covered by this policy has Inside Information (as defined below) relating to the Company it is illegal for the person to:
- (a) Buy, sell or otherwise deal in securities (shares or options) in the Company.
 - (b) Advise, procure or encourage another person (for example, a family member, a friend, a family company or trust) to buy or sell the Company's securities.
 - (c) Pass on information to any other person, if you know or ought to reasonably know that the person may use the information to buy or sell (or procure another person to buy or sell) the Company's securities.

4. Inside information

- 4.1 Inside information is information which is not generally available to the market and, if it were generally available to the market, would be likely to:
- (a) Have a material effect on the price or value of any company's securities (not just the Company's securities); or
 - (b) Influence persons who commonly invest in securities in deciding whether or not to buy or sell any company's securities.
- 4.2 Information is generally available if:
- (a) It consists of readily observable matter.
 - (b) It has been made known in a manner likely to bring the information to the attention of people who commonly invest in securities of a kind whose price or value might be affected by the information, and, since it was made known, a reasonable period for it to be disseminated among such persons has elapsed.
 - (c) It is derived from information which has been made public.
 - (d) It consists of observations, deductions, conclusions or inferences made or drawn from the other generally available information.

5. Policy

When persons may and may not trade

- 5.1 No person to whom this policy applies may deal in any security at any time if they have Inside Information.
- 5.2 A person covered by this Policy may trade in securities at any time if they are personally and reasonably satisfied, that they are not in possession of Inside Information and otherwise comply with the terms of this Policy.

Dealing with security analysts, institutional investors and journalists

- 5.3 The Company's Continuous Disclosure Policy provides that only authorised spokespersons should make public statements on behalf of the Company. Employees who receive queries must not make any comment beyond saying they will refer the query to the Company's authorised spokesperson, and must promptly refer the query to the Company's authorised spokesperson.

Key Management Personnel Restrictions on Trading

- 5.4 Key Management Personnel of the Company, whose positions expose or are likely to expose them to confidential information regarding the Company, including (but not limited to):

- (a) the Directors and Company Secretary;
- (b) the Managing Director of the Company, and those persons reporting directly to the Managing Director; and
- (c) the executive assistants to those include in (a) and (b) above;

(collectively called "Key Management Personnel" for the purposes of this Policy) are to be subject to restrictions on trading in the Company's securities other than at certain times of the year. This also applies to any employee or consultant engaged by the Company who may be exposed to Inside Information in the course of their duties.

Embargo on Key Management Personnel dealing in the Company's shares

- 5.5 In addition to the overriding prohibition on dealing when a person is in possession of Inside Information, during "Blackout Periods" Key Management Personnel and their associated parties are prohibited from dealing in the Company's securities.
- 5.6 As at the date of this Policy the Board has determined that during the period following the end of the financial quarter up to the day after the release to the market of the Quarterly financial and activity reports will be a Blackout Period for the purposes of this Policy. A Blackout Period may be nominated or varied by the Board at any time, notice of which is to be circulated to all Key Management Personnel.
- 5.7 Accordingly, for clarification, trading in the Company's securities by Key Management Personnel is prohibited in the following circumstances or periods:-
- (a) If in possession of Inside Information (irrespective of whether during a Blackout Period);
 - (b) During the period following the end of the financial quarter up to the day after the release of the Quarterly financial and activity reports; or
 - (c) During any period when the Board prescribes a period when no trading in the Company's securities by its Directors, Officers, Consultants, members of senior management or other employees, is to occur.

The most current schedule of open and closed periods will tabled at each board meeting of Directors.

- 5.8 If any member of Key Management Personnel is unsure as to the precise start and finish dates of these periods, they should consult the Company Secretary. For the avoidance of doubt, it is stressed that the existence of these trading windows does not permit Key Management Personnel to deal whilst in the possession of Inside Information - this restriction applies at all times.
- 5.9 Key Management Personnel will be provided with a copy of this Policy and, within 10 days, is required to return a copy of the Policy with the signed acknowledgment contained in Annexure 2.
- 5.10 These requirements imposed by this Policy are separate from and additional to, the legal prohibitions contained in the Corporations Act dealing with insider trading and in addition all Key Management Personnel are still required to seek prior written approval before dealing in the Company's Securities in accordance with clause 5.11 of this Policy.

Approval of Chairman required

- 5.11 No Key Management Personnel or his or her associated parties may deal in the Company's securities without first seeking and obtaining the approval of either the Chairman or Managing Director at which time they must declare that they are not in possession of any Inside Information.
- 5.12 For clarification if the Chairman seeks consent to deal in the Company's securities, he must obtain the consent of the Managing Director and vice-versa.
- 5.13 Application for consent to trade is to be made in the form of the request as contained in Annexure 1 to this Policy or as prescribed by the Board from time to time. The request is to be completed in full and signed by or on behalf of the applicant and forwarded directly to the Company Secretary. Until confirmation of permission to trade is received no Key Management Personnel may trade in the Company's securities. .
- 5.14 Any written permission granted under this Policy will be valid for a period of 5 business days from the time which the permission is granted or such other period as may be determined by the officer granting the permission. Whatever the outcome of the trade or transaction is, the Company Secretary is to be advised including details of the transaction and securities acquired or disposed.

Total embargo on 'short term' trading

- 5.15 In order to prevent the unfair use of information, Key Management Personnel are generally prohibited from short-term trading at all times. Short-term trading is a purchase and sale of the same securities within a three month period.

- 5.16 This embargo on short term trading may be exempted in some very limited circumstances for example, financial hardship, exercising options or rights in employee share ownership plan or retention incentive plans, redemption of securities or certain other option or rights exercised. An exemption can only be granted by the Chairman or Managing Director.

Exemption to trade during closed period

- 5.17 The Board may approve any Key Management Personnel or his or her associated parties trading in the Company's securities during a closed period in situations such as financial hardship, to comply with an order of a court or some other regulatory requirement or if it is as part of an invitation made to most security holders such as a rights issue or plan that has been approved by the Board. An exemption will not be granted by the Board if it considers there is information that is not generally available, but if it were, would be likely to "materially affect" the price of the Company's securities.

Board of Director's discretion

- 5.18 The Board has an absolute discretion to impose a Blackout Period on Key Management Personnel and/or employees and/or their respective associated parties trading in the Company's securities at any time or for a period of time.

Employee's Dealings in the Company's Securities

- 5.19 Employees and their associated parties (as defined in clause 2.2 of this Policy) must not deal in the Company's securities when prohibited from doing so by the insider trading provisions outlined in clause 3 of this Policy.
- 5.20 Employees who at any other time propose to deal in the Company's securities must give prior notice to the Company Secretary of the intended dealing in accordance with this Policy. The Company Secretary will confer with the Managing Director/CEO and Chairman as required.

Disclosure

- 5.21 In order to maintain transparency, this Policy is to be disclosed in the annual report and be made publicly available consistent with the Company's Continuous Disclosure Policy.

Breaches of Policy

- 5.22 Any breaches of this Policy will be severely dealt with and may lead to summary termination.

6. Short Term and Misleading Trading

- 6.1 Key Management Personal must not engage in short-term or speculative trading of the Company's Securities. While it is impractical to provide a precise definition of short-term or speculative trading in this Policy, the guiding principle is that Key Management Personal who purchase Securities should intend, at the time of acquisition, to continue to hold the purchased Securities for more than 3 months.

6.2 Key Management Personal must not engage in the short selling of Securities.

6.3 In addition to the insider trading prohibitions, the Corporations Act contains prohibitions against any person taking part in any trading that is likely to create or maintain an artificial price for securities or create a false or misleading appearance of active trading.

7. Margin Loans and Hedging

7.1 Key Management Personnel and employees must not engage in transactions or arrangements in risk limiting products which operate to limit the economic risk of:

- unvested entitlements to the Company's Securities, including hedging arrangements in relation to unvested options or performance rights; or
- vested Securities that are subject to a holding lock or other disposal restriction

7.2 Key Management Personnel are not to include any Company Securities, whether in a portfolio or on their own, under a margin loan facility or secured financing arrangement without the prior written consent of the Board.

8. Policy Reviews

8.1 This policy and the annexures will be reviewed and, if appropriate, updated by the Board on a regular basis.

APPLICATION TO TRADE IN COMPANY SECURITIES - ANNEXURE 1

The Company Secretary

Blue Energy Limited

This is to notify Blue Energy Limited of my intention to trade in Company securities. I am aware that, as an employee/contractor/director of Blue Energy Limited, I am prohibited from trading in the Company's securities while in possession of unpublished price sensitive information concerning the Company.

Unpublished price sensitive information is information regarding the Company, of which the market is not aware and that a reasonable person would expect to have a material effect on the price or value of the Company's securities, and includes but not limited to:

- significant operational results;
- a proposed major acquisition or divestment or a significant business development or a proposed change in the nature of the company's business;
- details of material contracts that are being negotiated by the Company;
- potential litigation that would have a substantial effect on the Company;
- a proposed change in the share capital of the Company; and
- a major change to the Board or key management personnel.

I declare that:

- I am not in possession of price sensitive information;
- I am not trading in Company securities within a "black out" period or have gained an exception to trade during a "black out" period.

Name of security holder _____

Proposed date of dealing _____

Type of proposed transaction (purchase, sale, etc.) _____

Estimated number of securities involved. _____

Signed: _____

Name: _____

Date: _____

Approval to Trade up to the ____ day of _____ 202__ granted by the Company on:

Signed By: _____

BLUE ENERGY LIMITED

ABN 14 054 800 378

SECURITIES TRADING Policy



Acknowledgement – Annexure 2

Date:

The Company Secretary

Blue Energy Limited

I have been supplied with a copy of the Company's Securities Trading Policy. I have read and considered the contents of the Policy.

I give an unqualified undertaking to comply with the letter and the spirit of the Policy in all my dealings with or on behalf of the Company.

Yours sincerely

Name