

Trading Policy

1. Introduction

- (a) This policy sets out the Company's policy on the sale and purchase of its securities by its Key Management Personnel.
- (b) The Company has determined that its Key Management Personnel include its:
 - (i) Directors;
 - (ii) executives and employees directly reporting to the Managing Director, who have the authority and responsibility for planning directing and controlling the activities of the Company.
- (c) Any reference to a Key Management Personnel in this policy includes a close family member of a Key Management Personnel, being:
 - (i) the Key Management Personnel's spouse and minor children; or
 - (ii) any family company or family trust that the Key Management Personnel or the Key Management Personnel's family members may control or have an interest in.
- (d) Securities, for the purposes of this policy include:
 - (i) any share in the Company;
 - (ii) an option over an unissued share in the Company; and
 - (iii) a renounceable or non-renounceable right to subscribe for a share in the Company.

2. Purpose

The purpose of this policy is to:

- (a) impose "Black-out" period during which trading of the Company's securities is prohibited;
- (b) set out procedures to reduce the risk of insider trading; and
- (c) avoid the appearance of insider trading and the significant reputational damage that it may cause.

3. Insider trading

3.1 Prohibition

Insider trading is a criminal offence and may also result in civil liability. Generally, a person will be guilty of insider trading if:

- (a) that person possesses information which is not generally available to the market and, if it were generally available to the market, would be likely to have a material effect on the price or value of the Company's securities; and
- (b) that person:
 - (i) buys or sells securities in the Company; or
 - (ii) procures someone else to buy or sell securities in the Company; or
 - (iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to buy or sell the securities or procure someone else to buy or sell the securities of

the Company.

3.2 Examples

- (a) Price sensitive information means information relating to the Company that would, if the information were publicly known, be likely to:
 - (i) have a material effect on the price or value of the Company's shares; or
 - (ii) influence persons who invest in securities in deciding whether or not to buy or sell the Company's shares.
- (b) The following are examples of price sensitive information which, if made available to the market, would be likely to affect the price of the Company's securities:
 - (i) the Company is considering the acquisition of another company; and
 - (ii) product testing results confirming (or falling short of) the market's expectations.

3.3 Dealing through third parties

A person does not need to be a Director or employee of Company to be guilty of insider trading in relation to securities in the Company. The insider trading prohibition extends to dealings by individuals through nominees, agents or other associates, such as family members, family trusts and family companies.

3.4 Information however obtained

Information does not have to be obtained from the Company to constitute inside information.

3.5 Employee share schemes

- (a) The prohibition does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.
- (b) However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

4. Guidelines for trading in the Company's securities

4.1 General rule

- (a) Key Management Personnel must not, except in exceptional circumstances set out in paragraph 4.5, deal in securities of the Company during the following periods:
 - (i) two weeks prior to, and 48 hours after the release of the Company's Annual Financial Report;
 - (ii) two weeks prior to, and 48 hours after the release of the Consolidated Interim Financial Report of the Company; and
 - (iii) two weeks prior to, and 48 hours after the release of the Company's quarterly reports,(together the **Closed Periods**).
- (b) The Company may at its discretion vary this rule in relation to a particular Closed Period by general announcement to all Key Management Personnel either before or during the Closed Period. However, if a Key Management Personnel is in possession of price sensitive information which is not generally available to the

market, then he or she must not deal in the Company's securities at any time.

4.2 Other restricted trading

Key Management Personnel should never:

- (a) engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter. "Short-term trading" refers to trading in and out of the Company's securities over a short period which, for the purposes of this policy, is 6 months;
- (b) short sell the Company's securities;
- (c) enter into any transaction to hedge their exposure to the Company's securities; or
- (d) enter into margin lending or other secured financing arrangements in respect of the Company's securities.

4.3 Securities in other companies

Buying and selling securities of other entities with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'.

4.4 Excluded trading

- (a) The following types of trading are excluded from this policy:
 - (i) transfers of securities between a Key Management Personnel and a close family member of the Key Management Personnel or by a Key Management Personnel to their superannuation fund, in respect of which prior written clearance has been provided in accordance with procedures set out in this policy;
 - (ii) a disposal of securities arising from the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
 - (iii) a disposal of rights acquired under a pro rata issue;
 - (iv) an acquisition of securities under a pro rata issue;
 - (v) an acquisition of securities under a security purchase plan or a dividend or distribution reinvestment plan where:
 - (A) the Key Management Personnel did not commence or amend their participation in the plan during a Closed Period; and
 - (B) this policy does not permit the Key Management Personnel to withdraw from the plan during a prohibited period other than in exceptional circumstances;
 - (vi) the obtaining of a Director of a share qualification;
 - (vii) an acquisition of securities under an employee incentive scheme;
 - (viii) where the Company has an employee incentive scheme with a Key Management Personnel as a trustee of the scheme, an acquisition of securities by the Key Management Personnel in his or her capacity as a trustee of the scheme;
 - (ix) an acquisition or disposal of securities under a pre-determined investment divestment plan for which prior written clearance has been provided in accordance with procedures set out in the trading policy and

where:

- (A) the Key Management Personnel did not enter into or amend the plan during a Closed Period; and
 - (B) the plan does not permit the Key Management Personnel to exercise any discretion over how, when, or whether to acquire or dispose of securities; and
 - (C) this policy does not allow for the cancellation of the plan during a Closed Period other than in exceptional circumstances; and
- (x) indirect and incidental trading that occurs as a consequence of a Key Management Personnel dealing in securities issued by a managed investment scheme, listed investment company, exchange-traded fund or similar investment vehicle that is managed by a third party and that happens to hold as part of its portfolio securities in the Company.
- (b) A person who possesses 'price sensitive' information about the Company's securities is generally prohibited from trading in those securities under insider trading laws. This applies even where the trading falls within an exclusion in this policy.

4.5 Trading in exceptional circumstances with prior written clearance

- (a) A Key Management Personnel who are not in possession of inside information in relation to the Company may, in the following circumstances, seek prior clearance from the Chair to trade securities of the Company during a Closed Period:
 - (i) where the Key Management Personnel is facing severe financial hardship and can only meet their financial commitments by selling their securities of the Company;
 - (ii) where the Key Management Personnel is required by a court order or a court enforceable undertaking (for example, in a bona fide family settlement) or some other overriding legal or regulatory requirement to transfer, or accept a transfer of, securities of the Company.
- (b) The Managing Director (or if the person applying for prior written clearance is the Managing Director, the Board) has a discretionary power to determine that there are exceptional circumstances that warrant the granting of approval to the Key Management Personnel to trade during a Closed Period.
- (c) Any application for an exemption allowing the sale of Company securities in a Closed Period based on special circumstances must be made in writing stating all of the facts and be accompanied by copies of relevant supporting documentation, including relevant court documents, supporting legal documents, contact details of the person's accountant, bank and other such independent institutions (where applicable).
- (d) Any exemption, if issued, will be in writing and shall contain a specified time period (usually one week or less) during which the sale of securities can be made.

5. Approvals and notification requirements

5.1 Approval requirements

- (a) Any Key Management Personnel (other than the Chair) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Chair or the Board.

- (b) If the Chair wishes to buy, sell or exercise rights in relation to the Company's securities, the Chair must obtain the prior approval of the Board.
- (c) All requests to buy or sell securities as referred to in paragraph 5.1 must include:
 - (i) the intended volume of securities to be purchased or sold;
 - (ii) an estimated time frame for the sale or purchase; and
 - (iii) a statement confirming they are not in possession of any inside information that might preclude them from trading at that time.

5.2 Written clearance to trade the Company's securities

- (a) Any clearance to trade will be in writing and shall contain a specified time period (usually one week or less) during which the sale of the Company's securities can be made.
- (b) A clearance to trade is generally not granted if the Managing Director (or the Board as the case may be) is aware that the Company is likely in the short-term to release a periodic financial report or other financial data that might come as a surprise to the market or make an announcement of 'price sensitive' information.
- (c) Copies of written clearance must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.
- (d) The Company has the discretion to either give or refuse any clearance to trade requests without giving any reason.
- (e) A clearance to trade can be withdrawn if new information comes to light or there is a change in circumstances.
- (f) The Company's decision to refuse clearance is final and binding on the person seeking the clearance; and
- (g) If clearance to trade is refused, the person seeking the clearance must keep the information confidential and not disclose it to anyone.
- (h) A person who possesses 'price sensitive' information about the Company's securities is generally prohibited from trading in those securities under insider trading laws and that this applies even where the person has been given clearance under the policy to trade.

5.3 Notification

- (a) Subsequent to approval obtained in accordance with paragraphs 5.1 and 5.2, the Key Management Personnel must notify the Company Secretary within two business days after buying, selling or exercising rights in relation to the Company's securities.
- (b) This notification obligation operates at all time but does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.

6. Disclosure matters

6.1 Disclosure of policy

- (a) A copy of this policy will be released to the market via the ASX Market Announcement Platform and available on the Company's website.
- (b) If any material changes are made to this policy, the Company must provide a copy

of the amended policy to ASX Market Announcement Office for release to the market within 5 business days of the changes taking effect.

- (c) The following changes are generally considered by ASX to be material:
 - (i) changes to the Closed Periods;
 - (ii) changes with respect to the trading that is excluded from the operation of this policy; and
 - (iii) changes with respect to the exceptional circumstances in which the Key Management Personnel may be permitted to trade during a Closed Period.

6.2 Disclosure of director interests

Any change in a Director's interest must be given to ASX in the form of Appendix 3Y of the Listing Rules which must include the following information:

- (a) whether the interests the subject of the notification were traded during a Closed Period where prior written clearance under this policy was required;
- (b) if so, whether prior written clearance was obtained; and
- (c) if prior clearance was obtained, the date on which it was provided.

7. Compliance with policy

A breach of this policy is a serious matter. The Board will undertake investigation of the circumstances of each breach in determining the appropriate disciplinary or remedial action which may or may not include the following:

- (a) have the Key Management Personnel donate any profit derived from any disposed securities of the Company to charity; or
- (b) have the Key Management Personnel sell any acquired securities of the Company at the earliest opportunity they are able to under insider trading laws and donate any profit derived from the sale to charity.

8. Prohibition of conducts in breach of insider trading laws

- (a) This policy prohibits any conduct by a Key Management Personnel in breach of insider trading laws.
- (b) Under insider trading laws, a person who possesses inside information about the Company's securities is generally prohibited from trading in those securities. This applies even where:
 - (i) the trading occurs at a time that would otherwise be outside a Closed Period;
 - (ii) the trading falls within an exclusion in this policy; or
 - (iii) the person has been given clearance under this policy to trade (whether in exceptional circumstances or otherwise).
- (c) Any clearance to trade under this policy is not an endorsement of the proposed trade and that the person doing the trading is individually responsible for their investment decisions and their compliance with insider trading laws;
- (d) Before a Key Management Personnel trades in the Company's securities, they should consider carefully whether they are in possession of any inside information

that might preclude them from trading at that time. If in doubt, it is recommended that the Key Management Personnel should not trade.