



UNLOCK A WORLD
OF POTENTIAL

03 February 2023

e-Commerce company RooLife Group Ltd (**ASX:RLG**) ("**RLG**" or "**Company**") provides the attached updated and amended Securities Trading Policy (Appendix A) in accordance with ASX Listing Rule 12.10, which takes effect immediately.

The Board decided to adopt, in essence, a new policy which is more comprehensive in its prescription of black out and trading periods, and further considered and outlined the exceptions to the policy, to be more consistent with market practice. The pre-existing policy has also been disclosed in Appendix B as a reference point.

ENDS

Issued by: RooLife Group Ltd

Authorised by: The Board of RooLife Group Ltd

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SECURITIES TRADING POLICY

RooLife Group Limited ACN 613 410 398 (“Company” or “RLG”)

1. WHAT IS THIS POLICY AND WHO DOES IT APPLY TO

The Board of the Company has established the following Securities Trading Policy to apply to trading in the RLG Securities by its Directors, Officers, employees and staff engaged as contractors (**Personnel**).

RLG has established this policy in an effort to prevent insider trading in RLG Securities. Any queries in relation to this policy should be directed to the Company Secretary.

It is the personal responsibility of each Personnel to comply with this policy.

2. KEY DEFINITIONS

RLG Securities	Securities issued by the Company.
Confidential Information	Any information in any form whatsoever (including oral, written, and electronic information) of a technical, business, corporate or financial nature of or in relation to a person (“discloser”), its associates, and its business or shareholders, or which the discloser makes a person who receives the information (“recipient”) or its agents aware, is considered by it to be confidential and/or proprietary, or which is evident on its face as being confidential and/or proprietary, or which is by its nature confidential.
KMP	Has the same meaning as in the Accounting Standards (AASB 124 Related Party Disclosures) as those persons having authority, responsibility for planning, directing and controlling activities of RLG, directly or indirectly, including any Director of RLG (whether executive or otherwise).
Prohibited Period	Defined in Section 4.1
Related Corporate Securities	Body Has the same meaning as in the Company Constitution and the Corporations Act 2001.
	Shares, securities, interests in a managed investment scheme, options, stock specific derivatives, derivatives (both over the counter and exchange traded), warrants, contracts for difference, bonds, notes, hybrids, debentures, initial public offerings, placements, rights and bonus issues and buy backs, superannuation products, and any other financial product able to be traded on a financial market, both domestically and internationally.

Trading Window

The times when trading by a Personnel is permitted outside of Prohibited Periods.

3. INSIDER TRADING PROVISIONS

Under Australian law, if you possess non-public or inside information in relation to a Security that may reasonably be expected to have a material effect on the price or value of that or a related Security, you are regarded as an 'insider' and you must not:

- (a) apply for, acquire, dispose of (or enter into an agreement to apply for, acquire or dispose of) those Securities;
- (b) procure, incite, induce or encourage another person to apply for, acquire, dispose of (or enter into an agreement to apply for, acquire or dispose of) those Securities; or
- (c) directly or indirectly communicate the information or cause the information to be communicated to another person who you know or ought reasonably to know would or would be likely to:
 - (i) apply for, acquire, dispose of (or enter into an agreement to apply for, acquire or dispose of) those Securities; or
 - (ii) procure, incite, induce or encourage another person to apply for, acquire, dispose of (or enter into an agreement to apply for, acquire or dispose of) those Securities.

A reasonable person would be taken to expect information to have a material effect on the price or value of a Security if the information would or would be likely to influence persons who regularly trade such Securities in deciding whether or not to acquire or dispose of such Securities.

A breach of these rules by an individual or a corporation constitutes insider trading and is punishable by severe penalties (both criminal and civil). The Company may also be liable if a director or employee engages in insider trading. Any perception of improper conduct by directors, senior management and employees of the Company also has the potential to substantially damage the Company's reputation.

Examples of inside information may include the following in respect of a company, scheme or other entity to which a security relates:

- (a) proposed action in the form of distribution payments, bonus or new issues;
- (b) proposed major purchases or disposals of assets;
- (c) unpublished financial results; and
- (d) proposed changes to the general character or nature of the business conducted.

4. GENERAL TRADING RULES

4.1 General rule

Personnel must not, except in exceptional circumstances deal in securities of the Company during the following periods:

- (a) two weeks prior to, and 24 hours after the release of the Company's Annual Financial Report;
- (b) two weeks prior to, and 24 hours after the release of the Half Year Financial Report of the Company; and
- (c) two weeks prior to, and 24 hours after the release of the Company's quarterly reports (if applicable),

(together the **Prohibited Periods**).

The Company may at its discretion vary this rule in relation to a particular Closed Periods by general announcement to all Personnel either before or during the Closed Periods. However, if a 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 No short-term trading in the Company's securities

Personnel should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

4.3 Securities in other companies

Buying and selling securities of other companies 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'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

5. EXCLUDED TRADING AND EXCEPTIONAL CIRCUMSTANCES

5.1 Excluded Trading

The following trading is specifically excluded from the operation of this policy, and does not require pre-approvals:

- (a) transfers of Securities between Personnel and someone closely related to the Personnel (such as a spouse, minor, child or trust) or by Personnel to their superannuation fund;
- (b) disposal of Securities arising from corporate actions such as the acceptance of a takeover, scheme of arrangement or equal access buy-back;
- (c) disposal of Securities that is the result of a secured lender or financier exercising its rights under a margin lending or other secured financing arrangement;

SECURITIES TRADING POLICY

- (d) a disposal of rights acquired under a pro-rata issue;
- (e) an acquisition of Securities under a pro-rata issue;
- (f) an acquisition of Securities under a security purchase plan or a dividend distribution reinvestment plan where:
 - (i) the Personnel did not enter into or amend the plan during a Prohibited Period; and
 - (ii) this policy does not permit the Personnel to withdraw from the plan during a prohibited period except in exceptional circumstances.
- (g) an acquisition of Securities under an employee incentive scheme;
- (h) an acquisition of securities under any director or employee security plan or through the exercise of options or performance rights under an option or performance rights plan or acquire, or agree to acquire, options or performance rights under an option or performance rights plan. However, any dealing in those securities remains subject to this policy and the provisions of the Corporations Act; and
- (i) an acquisition or disposal of Securities under a pre-determined investment or divestment plan for which prior written clearance has been provided in accordance with this policy and where:
 - (i) the Personnel did not enter into or amend the plan during a Prohibited Period;
 - (ii) the plan does not permit the Personnel to exercise any discretion over how, when or whether to acquire or dispose of securities; and
 - (iii) this policy does not permit the Personnel to withdraw from the plan during a prohibited period except in exceptional circumstance.

5.2 Exceptional Circumstances

A Personnel who is not in possession of inside information and who, due to exceptional circumstances, wishes to trade RLG Securities that otherwise would be in breach of this policy requires specific written approval from the Company Secretary which must be obtained prior to any trade being undertaken.

While it is evident that what is exceptional cannot always be specified in advance, possible examples include:

- (a) cases of severe financial hardship;
- (b) the existence of a Court Order or court enforceable undertaking; or,
- (c) an overriding legal or regulatory requirement.

Requests to deal in exceptional circumstances must be made in writing setting out the relevant circumstances and forwarded to the Company Secretary. It is RLG's intention that all requests will be answered in writing within 48 hours.

Determination as to whether a Personnel's particular circumstances may be deemed exceptional is at the discretion of the Company Secretary having regard to the underlying purpose of this policy. It is up to the individual seeking approval to trade to satisfy the Company Secretary that their circumstances are exceptional and that the proposed trade of the relevant Securities is the only reasonable course of action available. Any clearances to trade that are provided must be in writing and clearly state the period for which the clearance to trade is valid, which will typically be a short period of time reflecting the fact that it is being given to facilitate trading in exceptional circumstances where the Personnel would otherwise be included. Electronic clearance via email is acceptable for the purposes of compliance with this policy and the Chairman must keep a record of all approved clearances to trade.

For the avoidance of doubt, a person who possess inside information will be prohibited from trading in Securities even where permission to trade in Securities has been given because of exceptional circumstances.

6. APPROVAL AND REPORTING REQUIREMENTS

6.1 Approval requirements

- (a) Any Personnel (other than the Chairman) wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written approval of the Chairman or the Board before doing so.
- (b) If the Chairman wishes to buy, sell or exercise rights in relation to the Company's securities, the Chairman must obtain the prior approval of the Board before doing so.

6.2 Approvals to buy or sell securities

- (a) All requests to buy or sell securities as referred to in paragraph 6.1 must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.
- (b) Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.

6.3 Notification

Subsequent to approval obtained in accordance with paragraphs 6.1 and 6.2, any Personnel who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities **must** notify the Company Secretary in writing of the details of the transaction within two (2) business days of the transaction occurring. This notification obligation **operates at all times** and includes applications for acquisitions of shares or options by employees made under employee share or option schemes and also applies to the acquisition of shares as a result of the exercise of options under an employee option scheme.

6.4 Personnel sales of securities

Personnel need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of Company securities (ie a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by an Personnel needs to be discussed with the Board and the Company's legal advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

7. ASX NOTIFICATION FOR DIRECTORS

The ASX Listing Rules require the Company to notify the ASX within 5 business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX.

8. EFFECT OF COMPLIANCE WITH THIS POLICY

Compliance with these guidelines for trading in the Company's securities does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

9. POLICY REVIEW

This Policy is subject to annual review by the Board.

In accordance with Listing Rule 12.10, the ASX Market Announcements must be informed of any material changes to this policy within five business days to the change taking effect.

RooLife Group Limited ACN 613 410 398 (“Company” or “RLG”)

Policy for trading in Company securities

Introduction

- 1 RooLife Group Ltd (“the Company”) recognises and enforces legal and ethical restrictions on trading in its securities by relevant persons within and external to the Company. The terms of this securities dealing policy apply to the Company’s directors, senior executives, employees and consultants (**Relevant Persons**).

Communication

- 2 This policy will be communicated to all Relevant Persons and will be placed on the Company website.

Securities Trading Guidelines

- 3 The Company recognises the benefit of directors, managers and other employees of the company holding securities in the company. However trading in such securities will only be permitted in compliance with current legislation, regulations, the highest ethical standards and the present policy.

Trading by Relevant Persons in the Company’s securities is subject to the following limitations:

3.1 Clearance

Clearance to trade must be received from the Chairman or Chief Executive (if the Chair is unavailable), or the Board in the case of the Chairman wishing to trade, prior to undertaking a trade. Clearance, if received, will apply for 5 business days from the date provided.

3.2 Trading Window

Relevant Persons may trade in the Company’s securities on ASX in the period of 10 business days commencing 24 hours following:

- the holding of the Annual General Meeting or any other General Meeting;
- the announcement of Annual or Half-Year results;
- the announcement of Quarterly Reports; and
- any other public announcement on ASX (with the exception of a Appendix 3Y to which a trade relates).

Except where the Relevant Person is in possession of unpublished price sensitive information or the Company is in possession of unpublished price sensitive information and notifies the Relevant Person they may not trade during all or part of the trading window.

Trading outside a trading window

- 4 If a Relevant person wishes to trade in the Company's securities outside of the period noted at 3.2 (trading window) then approval must be received from the Chairman or Chief Executive (if the Chair is unavailable). Clearance to trade in the Company's securities outside of the defined Trading Windows may be granted at the discretion of the Chairman and generally in exceptional circumstances. Exceptional circumstances would include, but not be limited to cases of severe financial hardship, where court orders exist or other overriding legal or statutory circumstance requiring the sale or transfer of the securities.

Clearance to trade outside a trading window will apply for a period of 5 business days from the communication to the Relevant Person of the clearance to trade

Directors' trading and disclosures

- 5 Within 24 hours of a director being appointed to the Board, resigning or being removed from the Board, or trading in the Company's securities, full details of the director's notifiable interests in the Company's securities and changes in such interest must be advised to the Company Secretary so that a record is kept within the Company and so that necessary ASX notifications can occur.
- 6 All directors must notify the Company Secretary of any margin loan or similar funding arrangement entered into in relation to the Company's securities and any variations to such arrangements, including the number of securities involved, the circumstances in which the lender can make margin calls, and the right of the lender to dispose of securities.

Prohibition on Hedging

- 7 Directors, Officers and employees must not engage in hedging arrangements (including, for example, the use of put and call options or other derivative instruments) over unvested Securities issued pursuant to any employee or Director option or share plan. In addition, any hedging over vested Securities must comply with this Policy.

Excluded trades

- 8 The following trades are excluded from the operation of this policy:
- 8.1 dividend reinvestment plans;
 - 8.2 share purchase plans;
 - 8.3 rights issues;
 - 8.4 accepting takeover offers;
 - 8.5 margin calls.

The Share Trading policy does not apply where there is no change in beneficial interest in the securities.