
**CORDLIFE LTD
SHARE TRADING POLICY
AS AT 31 DECEMBER 2010**

SHARE TRADING POLICY

1 INTRODUCTION

- 1.1 The CordLife Limited ("the Company") Share Trading Policy regulates dealings by the Company's directors, officers and employees in shares, options and other securities issued by the Company.

2 PURPOSE

- 2.1 The purpose of this policy is to ensure that the Company's directors, officers, consultants, members of senior management and other employees are aware of the legal restrictions on trading shares, option or other securities while such a person is in possession of unpublished price-sensitive information concerning the Company. So as to avoid what might be classified as insider trading. Insider trading is a criminal offence as regulated by the Corporations Act 2001 and can lead to fines imprisonment or both.
- 2.2 Additionally, the policy is intended to minimise the chance that misunderstandings or suspicions arise that the Company's directors, officers, consultants, members of senior management and other employees are trading while in possession of unpublished price-sensitive information.
- 2.3 The policy recognises it is illegal for a person to trade in the Company's securities when he or she possesses unpublished price-sensitive information concerning the Company. This is regardless of whether the terms of this policy have been complied with.
- 2.4 The policy applies to both the sale and purchase of any securities of the Company.
- 2.4 In addition to the above stated purposes the key elements of what is considered insider trading are the use of:
- Information which is not generally available to the market;
 - Information which if known by the market would be likely to have a material affect the price of the companies shares;
 - An individual in possession of price sensitive information uses a third party to trade on their behalf in the companies shares;
 - An individual in possession of price sensitive information passes that on to third party knowing that it will be used to trade in the companies shares.

3 RESTRICTIONS ON TRADING

- 3.1 Consistent with the legal prohibitions on insider trading, all of the Company's directors, officers, consultants, members of senior management and other employees are prohibited from trading in the Company's shares, options or other securities while in possession of unpublished price-sensitive information concerning the Company.
- 3.2 The Company's price-sensitive information is information which a reasonable person would expect to have a material effect on the price or value of securities in the Company.
- 3.3 For the purpose of this policy, the Company's directors, officers, consultants, members of senior management and other employees are likely to be in possession of price-sensitive information by virtue of their position.
- 3.4 Directors, officers, consultants, members of senior management and other employees are prohibited from trading in the Company's shares in the following circumstances:
 - (a) if in possession of price-sensitive information;
 - (b) in circumstances which could be considered insider trading;
 - (b) in the period two weeks before and one day after the Company is required to release quarterly cash flow announcements. Quarterly cash flow announcements are released on the last business day of January, April, July and October;
 - (c) in the period one month before and the one day after the Company releases its half-yearly and preliminary final results. Half-yearly and preliminary final results are released on the last business day of February and August respectively;
 - (d) In addition to paragraphs 3.4 (b) and (c) the Company in its discretion may impose restrictions on trading periods where it is of the view that a party is in possession of price sensitive information.
 - (e) trading for a short term gain.
- 3.5 Notice of the commencement and closure of the non trading periods will be sent by the CFO by email (where available) to directors, officers, consultants, members of senior management and other employees.
- 3.6 Directors, officers, consultants, members of senior management and other employees are prohibited from dealing in the securities of outside companies about which they may gain price-sensitive information by virtue of their position with the Company.

- 3.7 In addition, the Company requires that:
- (a) Directors must complete and forward a Request to Deal in CordLife Shares (annexure A”) to the Chairman and obtain approval from the Chairman of a proposed trade in the Company's shares, options or other securities to any trade and confirm they are not in possession of any unpublished price-sensitive information. In the case of the Chairman a Request to deal must be sent to the Chairman of the Audit Committee and the Company Secretary;
 - (b) Officers, consultants members of senior management and other employees must complete and forward a Request to Deal in CordLife Shares to the Chief Executive Officer, of a proposed trade in the Company's shares, options or other securities, prior to any trade and confirm they are not in possession of any unpublished price-sensitive information.
- 3.8 The above restrictions on trading do not restrict participation in the Company's employee share and option plans or the long term incentive plan in accordance with the Rules of the relevant Plan and the terms of any offer, but apply in respect of the trading of the Company's shares, options or other securities to which participants become entitled under those plans.
- 3.9 Directors, officers, consultants and members of senior management are required to notify the Company Secretary in writing of any dealings in the Company's shares, options or other securities within three business days of the trading.
- 3.10 Directors, officers, consultants, members of senior management and other employees should not directly communicate price-sensitive information or cause that information to be communicated to another person if they know or should know that the other person would be likely to buy or sell the Company's shares, options or other securities or to communicate information to another party.

4 INSIDER TRADING

- 4.1 The requirements imposed by this policy are separate from and additional to the legal prohibitions in the Corporations Act on insider trading.

“ANNEXURE A”

REQUEST TO DEAL IN CORDLIFE LTD SHARES

Name of Employee/Director	
Description of Shares (ie number of shares)	
Sale (S) Purchase (P)	
Proposed Date of Transaction	

I confirm that:

- 1.1 I am not in possession of any unpublished information which, if generally available, might materially affect the price or value of CordLife shares; and
- 1.2 The transaction in CordLife shares described above does not contravene the rules of CordLife concerning dealings in CordLife Shares.

I acknowledge that the signing of this form is valid for 2 weeks unless otherwise specified.

Signed:

Dated:

The completed form is to be sent to:

- **The Chairman in the case of directors;**
- **In the case of the Chairman to the chairman of the Audit Committee and Company Secretary:**
- **The CEO in the case of Officers, consultants members of senior management and other employees.**