



**Structural Systems Limited
Securities Trading Policy**

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Structural Systems Limited
ABN 57 006 413 574**

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1 Securities Trading Policy

Structural Systems Employee Securities Trading Policy applies to directors, senior executives and employees trading in Structural Systems securities and in other entities' securities whilst in possession of 'inside' information.

Structural Systems Securities Trading Policy aims to:

- Protect stakeholders' interests at all times;
- Ensure the directors, senior management and employees do not use any information they possess for their personal advantage, or to their clients' or to Structural Systems detriment; and
- Ensure that directors, senior management and employees comply with insider trading legislation of the various jurisdictions in which transactions may take place.

1.1 Guiding Principles

No director, senior manager or employee may trade in Structural Systems securities or other securities while in the possession of inside information.

Structural Systems expects directors, senior managers and employees to act with integrity and honesty at all times.

1.2 Purpose & Application

The purpose of this policy is to:

- Explain the type of conduct in relation to dealings in securities that is prohibited under the relevant law and by Structural Systems and
- Establish a best practice procedure for buying, selling or otherwise dealing with Structural Systems securities to protect both the Company and its people.

This policy applies to directors of a Structural Systems Group entity, senior management and employees in all areas in the Structural Systems Group. It also applies to an "associate". An "associate" is a spouse, de facto partner, child at home, family trust (over which a director, senior manager or employee has control) company and other close associate.

1.3 General Trading Restriction

No director, senior manager or employee or their associates may trade in or get someone else to trade in:

- Structural Systems securities while in possession of inside information concerning Structural Systems; or
- Securities or other entities while in possession on inside information concerning those entities.

Under the policy, Structural Systems securities include:

- Structural Systems ordinary shares;
- Options to subscribe for Structural Systems ordinary shares; and
- Structural Systems Convertible Notes.

Trading in Structural Systems securities includes:

- The exercise of options to subscribe for Structural Systems ordinary shares; and
- A decision to join, withdraw from, or vary participation in the Dividend Reinvestment Plan, the Structural Systems Employee Share Scheme (or any successor or similar plans.)

- 1.4 “Inside Information”** Under the policy, “inside information” is information:
- That is not generally available; and
 - Could be price or value sensitive
- In other words if it was made generally available it could have a material effect on the price or value of securities. Any party who trades shares based on inside information could be found guilty of insider trading.
- A person convicted of insider trading can incur substantial fines and/or imprisonment for up to 5 years.
- 1.5 Short Term Trading** Directors, senior managers and employees and their associates may not engage in short term trading (i.e. 90 days or less) in Structural Systems securities or securities of other Structural Systems related entities. The exception to this rule is where employees sell shares issued on the exercise of options under any Structural Systems option plan.
- This rule aims to encourage support for Structural Systems long term objectives and discourage short term actions which could affect the share price and lead market speculation.
- 1.6 Use of Brokers** Under this policy, any director or employee who trades in shares should use preferably only one or two brokers.
- The use of a broker credit is strictly prohibited.
- 1.7 Policy breaches** Breaches of this policy may lead to disciplinary action being taken against the employee including dismissal in serious cases.
- 1.8 Securities in Other Companies** Directors, senior managers and employees may become aware of price sensitive information relating to Structural Systems’ customers, suppliers or partners. An individual or associate cannot deal in securities of other companies if they possess inside information in relation to that company
- 1.9 Margin Lending** Directors, senior managers and employees must notify the Chairman and the Company Secretary if a security interest affecting the shares that they own or control is created, varied or discharged. This includes disclosing the terms of any margin lending arrangements which they may enter into. Directors, senior managers and employees must bear in mind the Company’s obligation to keep the market informed about events which could have a material effect on the price or value of securities issued by Structural Systems.

2 Additional restrictions for certain directors and employees

2.1 Application

Additional restrictions apply to the following directors and senior managers, or to their associates as defined in Section 1.2:

- Structural Systems Limited Directors
- Managing Director
- Structural Systems Limited Company Secretary
- Members of Structural Systems Limited's Senior Management Team and their Direct Reports
- Chief Financial Officer and functional counterparts in all Structural Systems Business Units.
- Chairman and members of the audit committee.
- Employees specifically advised by the Managing Director or the Head of a Business Unit because their duties, project work or work on a transaction is considered to be confidential or involve access to inside information which may affect the price or value of securities of either Structural Systems Limited or any other Structural Systems Group Entity.

2.2 Trading windows

Trading in Structural Systems securities is restricted to the following trading windows;

- A 6 week period beginning the second day after the release of Structural Systems half year results or yearly results;
- A 6 week period beginning the second day after Structural Systems' Annual General Meeting;
- A 6 week period beginning the second day after the issue of an announcement forecasting Structural Systems financial results; and
- A period commencing on the day after the issue of a prospectus offering Structural Systems securities (or a document containing equivalent information) and ending on the day the offer closes.

Trading is only permitted in the trading window where trading is permitted in accordance with Section 1 of the policy.

Structural Systems may in its discretion vary these rules in relation to a particular period by general announcement.

2.3 Black Out Periods	<p>All periods outside of the trading windows are considered black out periods in relation to share trading by directors and senior management team.</p> <p>Structural Systems may in its discretion nominate additional black out periods by general announcement. These may be required where additional disclosure documents are released offering securities in Structural Systems or as a result of certain disclosures being lodged with the Australia Stock Exchange.</p> <p>Discretionary exemptions to trading during black out periods may be granted by the Chairman in special circumstances only. Such circumstances include financial hardship or circumstances of a personal nature.</p>
2.3 Dividend Reinvestment Plan	<p>Directors and senior managers as described in Section 2.1 are only permitted to join, withdraw from or vary their participation in the Dividend Reinvestment Plan during the trading window outlined in Section 2.2.</p>
2.4 Notification prior to trading	<p>Directors and senior managers as described in Section 2.1 are required to provide the Company Secretary notice of intended share trading activity. Confirmation of any transaction must be provided to the Company Secretary within 4 business days of the transaction.</p>
2.5 Records	<p>Structural Systems recommends that directors and senior managers as described in Section 2.1 maintain a record or register of all personal trading.</p>
2.6 Extended coverage	<p>From time to time, these additional rules may be extended to cover selected Structural Systems employees in addition to those described in Section 2.1.</p>
2.7 Policy breaches	<p>Breaches of this policy may lead to disciplinary action being taken against the employee including dismissal in serious cases.</p>
2.8 Hedging	<p>Directors, senior managers as described in Section 2.1 are not permitted to seek or enter into any type of transactions or arrangements that would hedge the exposure to movements in the price of securities and In particular, arrangements or transactions in associated products which limit the economic risk of participating in equity based remuneration schemes whereby the unvested securities are issued.</p>