



JANUS ELECTRIC HOLDINGS LIMITED

SECURITIES TRADING POLICY

1 Policy objectives

- 1.1 Directors, employees and other shareholders are encouraged to be long term holders of the Company's shares. Care must be taken however in the timing of any acquisition or disposal of securities of the Company.
- 1.2 The objective of this Policy is:
 - 1.2.1 To ensure that the Directors and employees are aware of and do not inadvertently breach the insider trading provision of the *Corporations Act 2001* when dealing in securities in the Company (including shares and options); and
 - 1.2.2 To assist in maintaining market confidence in the trading of the Company's securities.

2 Who does this Policy apply to?

People Covered

- 2.1 This Policy applies to all Directors, the Company Secretary, and to all executives and employees of the Company and their associates. An associate of a person covered by this Policy includes their family members, trusts, companies, nominees and other persons over whom a Designated Person has, or may be expected to have, investment control or influence.
- 2.2 In this Policy, Senior Management means the Company Secretary, and all senior executives.

Securities covered

- 2.3 This Policy applies to all securities issued by the Company from time to time including ordinary shares and options.
- 2.4 A reasonable person is taken to expect information to have a material effect on the price or value of securities if that information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell the securities.
- 2.5 Janus Electric Holdings Limited is not required to give the ASX information if:
 - a reasonable person would not expect the information to be disclosed; and
 - the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
 - one or more of the following conditions applies:
 - it would be a breach of the law to disclose the information;
 - the information concerns an incomplete proposal or negotiation;
 - the information comprises matters of supposition or is insufficiently definite to warrant disclosure;

- the information is generated for internal management purposes; or
 - the information is a trade secret.
- 2.6 If the ASX considers that there is, or is likely to be, a false market in Janus Electric Holdings Limited securities and asks Janus Electric Holdings Limited to give it information to correct or prevent a false market, Janus Electric Holdings Limited must give the ASX the information needed to correct or prevent the false market.
- 2.7 Information which Janus Electric Holdings Limited must disclose to the ASX under its continuous disclosure obligations is referred to in this document as price sensitive information.

3 What is insider trading?

Insider trading

- 3.1 If a person covered by this Policy has Inside Information relating to the Company it is illegal for the person to:
- 3.1.1 Buy, sell or otherwise deal in securities in the Company;
 - 3.1.2 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; or
 - 3.1.3 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.

Inside Information

- 3.2 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:
- 3.2.1 Have a material effect on the price or value of any company's securities (not just the Company's securities); or
 - 3.2.2 Influence persons who commonly invest in securities in deciding whether or not to buy or sell the Company's securities.
- 3.3 Information is generally available if:
- 3.3.1 It consists of readily observable matter;
 - 3.3.2 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;
 - 3.3.3 It is derived from information which has been made public; or
 - 3.3.4 It consists of observations, deductions, conclusions or inferences made or drawn from the other generally available information.
- 3.4 It does not matter how or where you obtain inside Information - it does not have to be from the Company or about the Company to constitute Inside Information.
- 3.5 Examples of Inside Information could be:
- 3.5.1 The financial performance of the Company against its budget;
 - 3.5.2 Changes in the Company's actual or anticipated financial condition or business performance;

- 3.5.3 Changes in the capital structure of the Company, including proposals to raise additional equity or borrowings;
- 3.5.4 Proposed changes in the nature of the business of the Company;
- 3.5.5 Changes to the Board or significant changes in key management personnel;
- 3.5.6 An undisclosed significant change in the Company's market share;
- 3.5.7 Likely or actual entry into, or loss of, a material contract;
- 3.5.8 Material acquisitions or sales of assets by the Company or its portfolio entities;
- 3.5.9 A proposed dividend or other distribution or a change in dividend policy; or
- 3.5.10 A material claim against the Company or other unexpected liability.

Penalties for non-compliance

- 3.6 Insider trading is a criminal offence punishable by significant fines or jail terms, or both.
- 3.7 Further, ASIC may seek civil penalties against a person and may even seek a court order that the person be disqualified from managing a corporation.
- 3.8 In addition, the insider trader and any other person involved in the contravention may be liable to compensate third parties for any resulting loss.
- 3.9 Non-compliances will be treated seriously by the Company and breaches of this Policy, whether or not they result in a breach of the law, may result in disciplinary action including dismissal.

4 Policy

No trading when in possession of inside Information

- 4.1 No person to whom this Policy applies may deal in any security at any time if they have Inside Information.

Black Out Periods

- 4.2 A person covered by this Policy may trade in securities at any time but only if:
 - 4.2.1 There is no black out period in place; and
 - 4.2.2 They have no Inside Information; and
 - 4.2.3 The trading is not for short term or speculative gain.
- 4.3 The Board, the Managing Director or the Company Secretary may implement a black out period with immediate effect via written notification (generally distributed by email) from the Company Secretary. When a black out period is implemented, no one covered by this policy is permitted to trade in the securities of the Company. The Company Secretary will communicate in writing the lifting of a black out period.
- 4.4 In addition to the above, there are designated blackout periods each year as follows:
 - 4.4.1 January up to and including the day on which the Company releases its December quarterly cash flow report;
 - 4.4.2 1 April up to and including the day on which the Company released its March quarterly cash flow report;
 - 4.4.3 1 July up to and including the day on which the Company released its June quarterly cash flow report; and

- 4.4.4 1 October up to and including the day on which the Company released its September quarterly cash flow report.

Excluded Trading

- 4.5 A person covered by this Policy may trade in securities during a black out period if that trading falls within one of the following categories of “excluded trading”, provided they do not possess Inside Information
- 4.5.1 Transfers of securities already held from a person’s own name into a superannuation fund to which that person is a beneficiary;
 - 4.5.2 An investment in, or trading in units of, a fund or other scheme where the assets of the fund or other scheme are invested at the discretion of a third party;
 - 4.5.3 Undertakings to accept, or the acceptance of, a takeover offer;
 - 4.5.4 Trading under an offer or invitation made to all or most members such as a rights issue or a share purchase plan;
 - 4.5.5 A disposal of Janus Electric Holdings Limited shares that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement; or
 - 4.5.6 Trading under any employee incentive scheme in accordance with the rules of a Board approved Incentive Plan.

Other authorised trades

- 4.6 A person covered by this Policy may trade in securities during blackout periods only if they are personally satisfied that they are not in possession of Inside Information and:
- 4.6.1 In the case of Directors - they have obtained the approval of the Chairman or in the case of any proposed trade by the Chairman, of another non-executive Director nominated by the Board for the purpose;
 - 4.6.2 In the case of Senior Management - they have obtained the approval of the Managing Director; and
 - 4.6.3 In the case of others - they have obtained the approval of the Company Secretary, or in his absence, the Corporate Affairs Manager.
- 4.7 Approval to trade during blackout periods may only be given, where:
- 4.7.1 The person is in severe financial hardship or other exceptional circumstances exist; and
 - 4.7.2 The approvers are satisfied that there is no Inside Information which has not been disclosed to ASX Limited.
- 4.8 The following are examples of situations of severe financial hardship or other exceptional circumstances which the approvers may consider sufficient to warrant approval under the previous paragraph:
- 4.8.1 **“Severe financial hardship”** could include (but is not limited to) the applicant having a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant Janus Electric Holdings Limited shares; and
 - 4.8.2 **“exceptional circumstances”** could include (but is not limited to) where the applicant is required by a court order, or there are court enforceable undertakings, for example, in a bona fide family settlement, to transfer or sell Janus Electric Holdings Limited shares or there is some other overriding legal or regulatory requirement for him or her to do so.
- 4.9 An applicant seeking clearance to trade must satisfy the approvers that they are in severe financial hardship or that their circumstances are otherwise exceptional and that the proposed

sale or disposal of the relevant Janus Electric Holdings Limited shares is the only reasonable course of action available.

- 4.10 Determination as to whether the applicant is in severe financial hardship or whether a particular set of circumstances exist may only be made by the approving person.
- 4.11 Permission will be given for trading pursuant to this section 4 only after a written request for approval is provided (whether by letter, facsimile, electronic or other form of visible communication) and only if the approving person is satisfied that the transaction would not be:
 - 4.11.1 contrary to law;
 - 4.11.2 for speculative gain;
 - 4.11.3 To take advantage of inside knowledge; or
 - 4.11.4 Seen by the public, press, other shareholders or ASX as unfair.
- 4.12 If approval is given, the trade must be executed within 2 business days of the approval.
- 4.13 Even if approval is granted, the applicant remains personally responsible for assessing whether the insider trading prohibitions apply to them.

Disclosure to the Company

- 4.14 Senior Management must advise the Company Secretary in writing of the details of completed transactions within 3 business days following each transaction. Details required include the name of the shareholder, the date of transaction, type of transaction (purchase, sale, etc.), number of securities and price per security. Notification is necessary whether or not prior authority has been required.
- 4.15 The Company Secretary must maintain a register of securities transactions for the purposes of this Policy.
- 4.16 The Company must comply with its obligations to notify ASX in writing of any changes in the holdings of securities or interest in securities by Directors.

5 Further restrictions

Margin lending

- 5.1 Persons covered under this Policy are not permitted to enter into margin lending arrangements in relation to the Company's securities. This is on the grounds that the terms may require the Company's securities to be sold during a Closed Period or when the person possesses Inside Information.
- 5.2 This restriction does not extend to other funding arrangements where the Company's Securities may be included as security. Persons covered under this policy should consult the Secretary if they are uncertain as to whether an arrangement should be classified as a margin lending arrangement.

No short term or speculative trading

- 5.3 The Company encourages long term investment in the Company.
- 5.4 Persons covered under this Policy must not engage in short term or speculative trading in the Company's securities or in financial products associated with the Company's securities. Short term means, in less than a 6-month period.
- 5.5 Persons covered under this Policy are not permitted to engage in short selling of the Company's securities.

No hedging

5.6 Subject to the law, persons covered under this Policy must not:

5.6.1 Enter into transactions or arrangements with anyone which could have the effect of limiting their exposure to risk relating to an element of their remuneration that:

5.6.1.1 has not vested; or

5.6.1.2 has vested but remains subject to a holding lock; or

5.6.2 Deal at any time in financial products associated with the Company's Securities, except for the type of dealing permitted by law or a permitted dealing under this Policy

Derivatives

5.7 Designated Persons must not trade in any derivative products issued by the Company. Derivative products issued by the Company over its securities include warrants, options and contracts for difference.

Meaning of financial products

5.8 Financial products includes derivatives, options, warrants, futures, forward contracts, swaps and contracts for difference issued or created over or associated with the Company's Securities by third parties.

6 Compliance

6.1 Compliance with the rules set out in this Policy is mandatory and is a condition of the employment of each employee. Infringement of the insider trading provisions can attract a substantial monetary penalty, imprisonment or both in addition to loss of employment or other disciplinary action.

6.2 Any person who does not comply with this Policy will be considered to have engaged in serious misconduct which may result in the termination of their engagement by the Company.

6.3 Ultimate discretion rests with the Chairperson in respect of granting a waiver to the requirements of this Policy to allow persons restricted by this Policy to trade in the Company's Securities, provided that to do so would not be illegal.

6.4 A waiver can be given or refused by the Chairperson in his or her absolute discretion. The Chairperson's decision to refuse a waiver is final and binding on the person seeking the waiver.

7 Review and publication of this Policy

7.1 The Board will review this Policy annually to check that it is operating effectively and whether any changes are required to this Policy. This Policy may be amended by resolution of the Board.

Authorised on behalf of Janus Electric Holdings Limited:



Greg Watson
Company Secretary