

1 November 2012

ASX ANNOUNCEMENT

## **SHARE TRADING POLICY REVIEW**

Following a review of the share trading policy of the Company, the Board has updated and amended the existing policy.

The revised share trading policy is attached.

**Dr Michael Monsour**

Chairman, Board of Directors

*Analytica Limited (ASX:ALT) is an Australian company dedicated to the design, development and supply of Class I and IIa medical devices. Analytica's focus is on the product development and commercialisation of a range of medical devices.*



## PERSONNEL SHARE TRADING POLICY

### 1 INTRODUCTION

The *Corporations Act*, and the laws of other jurisdictions in which Analytica operates, contain provisions which prohibit a person in possession of material, non-public information ("Material Information") relating to a company from dealing in any way with shares, options or other securities issued by that company or issued or created over the company's shares by third parties ("Securities").

This Policy applies to all Directors, senior executives, employees, contractors and consultants ("Personnel").

The Analytica Personnel Share Trading Policy (the Insider Trading Policy) sets guidelines designed to protect Analytica and Personnel from intentionally or unintentionally breaching these Laws.

### 2 THE LAW

The principal insider trading prohibition in Australian law is contained in section 1043A of the *Corporations Act*.

Section 1043A prohibits a person (an Insider) who is in possession of Material Information relating to Analytica that is not generally available but, if the information was generally available (see paragraph 3), a reasonable person would expect that information to have a material effect (see paragraph 4) on the price or value of Analytica Securities from:

- i. applying for, acquiring, disposing of or entering into an agreement to apply for, acquire or dispose of Analytica Securities;
- ii. procuring another person to apply for, acquire, dispose of or enter into an agreement to apply for, acquire or dispose of Analytica Securities; or
- iii. directly or indirectly communicating the Material Information to another person when the Insider knows, or ought reasonably to know, that the other person would or would be likely to:
  - a. apply for, acquire, dispose of or enter into an agreement to apply for, acquire or dispose of Analytica Securities; or
  - b. procure another person to apply for, acquire, dispose of or enter into an agreement to apply for, acquire or dispose of Analytica Securities.

### 3 AVAILABLE INFORMATION

Information relating to Analytica would be considered to be generally available after it has been released to the Australian Securities Exchange (ASX) and the ASX has fully disseminated that information to the market.

#### 4 INFORMATION HAVING A MATERIAL EFFECT ON ANALYTICASECURITIES

A reasonable person would be taken to expect information to have a material effect on the price of Analytica Securities if that information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to acquire or dispose of Analytica Securities.

#### 5 DETERMINING MATERIAL INFORMATION

Determining what is Material Information is subjective. It may, as an indication, most likely include (but not be restricted to) the following types of information:

- i. clinical trial results;
- ii. a change in the intellectual property rights of Analytica;
- iii. the financial results of Analytica;
- iv. projections of future earnings or losses;
- v. material changes in Analytica' financial forecasts;
- vi. a declaration of a dividend;
- vii. the making of a share, option or debt issue and the under or over subscription of that issue;
- viii. acquisitions, mergers, sales, joint ventures or takeovers;
- ix. licensing agreements involving Analytica' intellectual property;
- x. information about Analytica' business direction, investments, asset purchases or sales;
- xi. regulatory decisions or industrial actions that may affect Analytica' operations;
- xii. the occurrence of an environmentally related incident;
- xiii. the threat, commencement or settlement of any material litigation or claim;
- xiv. an agreement between Analytica (or a related party or subsidiary) and a Director (or related party of the Director);
- xv. a change in accounting policy adopted by Analytica;
- xvi. a proposal to change Analytica' auditors;
- xvii. changes in senior management; and
- xviii. the health or capacity of any Director.

#### 6 INSIDER TRADING POLICY

The confidentiality of Material Information must be strictly maintained within Analytica by all persons who have access to that information, regardless of title or position. No Personnel shall disclose such information, except on a need-to-know basis, inside or outside of Analytica.

#### 7 PERSONNEL IN POSSESSION OF MATERIAL NON-PUBLIC INFORMATION

Personnel must not purchase or sell Analytica Securities while in possession of Material Information about Analytica. Personnel in possession of Material Information must not cause or procure a third party to deal in the Securities of Analytica. This Policy also applies in respect of securities of other companies of which Personnel have Material information by virtue of their position in Analytica.

## Exceptions to the Policy

Certain passive trades are exempt from the Securities Trading Policy, including:

- i. the exercise (but not sale of securities following exercise) of an option or right under an employee incentive scheme, or the conversion of a convertible security, where the final date for exercise of the option or right, or the conversion of the security, falls during a prohibited period and the entity has been in an exceptionally long prohibited period or if the entity has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so;
- ii. Dividend reinvestment plans, where a restricted person has given standing instructions to reinvest dividends;
- iii. Trading in a managed securities portfolio where a restricted person is not in a position to influence a choice of the portfolio;
- iv. Trading by trustees of any employee share or option plan established by the Company;
- v. Share purchase plans;
- vi. Rights issues;
- vii. Accepting takeover offers (these are trades where the plan that determines the timing and nature of trading has been approved by the Board);
- viii. Pre-approved non-discretionary trading plans, which are not entered into or subsequently amended during a prohibited period; and
- ix. A margin call, at the discretion of the Board.

## 8 ADDITIONAL RESTRICTIONS FOR SPECIFIED PERSONS

### 8.1 Specified Persons

**Specified Persons** means:

- i. Directors and the Managing Director;
- ii. Senior Management;
- iii. Any other person who is defined as Key Management Personnel under the Australian Accounting Standard - persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity;
- iv. Any other person who is notified to be a Specified Person by the Managing Director or a member of Senior Management;
- v. In relation to any person under i., ii. or iii. above:
  - a. Their spouse;
  - b. Any of their dependent children;
  - c. Their nominee, including an investment management (subject to the exceptions to the Policy set out above);
  - d. A trust or superannuation fund of which they, any member of their family, or any family controlled company, are the trustee, member of beneficiary;
  - e. A person in partnership with them or any of their connected persons mentioned in a) to c) above (acting in his or her capacity as such); and

f. A company which they or their family control.

### 8.2 Black-out Periods

All Specified Persons, not in possession of Material Information, may buy, sell or otherwise deal in Analytica securities except for

- a) the period from the close of books at half- and full-year end until the release of their financial results for the half- and full-year;
- b) for the 2 business days after any Material Information announcement is made to the ASX

Unless notified by the Board, any other period that is not a Black-out Period and is to be considered a Trading Window.

Analytica may notify Personnel that they are not able to buy, sell or deal in Analytica Securities at any other time.

This does not relieve of any Personnel of the obligation to trade outside a Black-out Period if in possession of Material Information.

### 8.3 Additional restrictions for Specified Persons

In addition to the restrictions set out above, a Specified Person:

- i. Must not engage in short-term or speculative trading in the securities of Analytica. For the avoidance of doubt, this means that buying and selling in the trading window specified in section 8.2 above is prohibited;
- ii. Must not trade in the derivatives of Analytica;
- iii. Must not enter into transactions with Securities (or any derivative thereof) in associated products which limit the economic risk of any unvested entitlements under any equity-based remuneration schemes offered by Analytica; and
- iv. Must comply with section 9.

## 9 NOTIFICATION WITH RESPECT TO TRADING IN SECURITIES OF ANALYTICA

### 9.1 Specified Persons – Exemption to trade outside a Trading Window

Specified Persons are prohibited from dealing in Analytica Securities outside the Trading Windows defined in Section 8.2, without seeking prior written approval from the Chairman.

Approval will only be granted in exceptional circumstances, for example, severe financial hardship or a court order requiring the sale of securities.

The request for approval must include a statement that the Specified Person does not believe they are in possession of any Material Information.

A copy of the request for approval and any approval provided, including the reasons for the approval, will be sent to the Company Secretary.

Any disclosure to the ASX that may be required if the trade occurs will specify that prior approval was obtained, the date of the approval and any other information required by the Listing Rules.

## **9.2 Specified Persons – before trading**

All Specified Persons must seek approval in writing from the Chairman and/or Managing Director at least 2 business days prior to any proposed trade to assist compliance with Section 8.2 above.

In seeking approval, the Specified Person must confirm in writing that the Specified Person does not believe they are in possession of any Material Information.

A copy of the request for approval and any approval provided, including the reasons for the approval, will be sent to the Company Secretary.

In addition, if Directors trade, they must notify the Chairman (or the Managing Director, as appropriate) in writing of their intention to trade.

## **9.3 Specified Persons – after trading**

All Specified Persons must notify the Company Secretary within two business days after trading in securities of Analytica has taken place.

In addition, if Directors trade, they must confirm with the Chairman (or the Managing Director, as appropriate) that the trading has occurred. A copy of the confirmation will be sent to the Company Secretary for the official file and for notification to the ASX where required.

The form of the notification must be in writing or by email and show the:

- i. Name of the employee (or where relevant, the name of the person or nominee in paragraph v. of the definition of Specified Person);

- ii. Date of the transaction;

- iii. Type of transaction (eg purchase, sale etc);

- iv. Number of securities traded; and

- v. Price per security.

The Company Secretary will notify the Board of all trades by Directors as soon as reasonably practicable.

## **10 ANTI-HEDGING POLICY**

Executives and Directors are not permitted to enter into transactions with Securities (or any derivative thereof) in associated products which limit the economic risk of any

unvested entitlements under any equity-based remuneration schemes offered by Analytica.

#### **11 BREACH OF INSIDER TRADING POLICY**

Any breaches of this Policy will be considered by the Board, and may lead to summary terminations.

In addition, any person who contravenes the prohibition against insider trading maybe found civilly and criminally liable.