

Securities trading policy

Voltage IP Limited ACN 057 884 876

Introduction

This document sets out the Company's policy on the sale and purchase of its securities by its Directors, employees and contractors.

1. This policy applies to the following (each a **"Restricted Person"**):
 - (a) those persons having authority and responsibility for planning, directing and controlling the Company's activities, directly or indirectly (**"Key Management Personnel"**). Hence, this policy applies to all of the Company's directors and to any senior executive who has authority and responsibility for planning, directing and controlling the Company's activities;
 - (b) close family members of Key Management Personnel, including spouses and de facto spouses and minor children and other family members as notified by the Company to Key Management Personnel;
 - (c) any private company or trust:
 - (i) which is controlled by a member of Key Management Personnel or their close family members; or
 - (ii) in which a member of Key Management Personnel or a close family member of Key Management Personnel holds an interest;
 - (d) any public company in which a member of Key Management Personnel is a director, employee or substantial shareholder; and
 - (e) Company employees,
2. The purpose of this policy is to:
 - impose "Prohibited" periods on trading in the Company's securities by Restricted Persons;
 - set out procedures to reduce the risk of insider trading;
 - assist Restricted Persons to avoid conduct known as 'insider trading'.

Definition of Insider Trading

Prohibition

Insider trading is a criminal offence. A person will be guilty of insider trading if:

- (a) That person possesses information in relation to a company which is not generally available to the market, and if it were generally available to the market, would be likely to affect the price or value of that company's securities (i.e. information that is "price sensitive") and*
- (b) That person:*
 - (i) buys or sells securities in the company;*
 - (ii) procures someone else to buy or sell securities in the company; or*
 - (iii) passes on that information to a third party where that person knows, or ought reasonably to know, that the third party would be likely to deal in the securities or procure someone else to deal in the securities of the company.*

Price sensitive information means information relating to the Company that would, if the information were publicly known, be likely to:

- *Have a material effect on the price or value of the its shares*
- *Influence persons who invest in securities in deciding whether or not to buy or sell the company's shares*

- 3. Division 3 of Part 7.10 of the Corporations Act contains specific prohibitions on insiders, i.e. persons who possess "inside information", from:
 - (a) being involved in, procuring or dealing in relation to relevant investment products (including shares, debentures, derivatives, managed investment products or tradable securities); or
 - (b) communicating the inside information to persons likely to be involved in a dealing in the relevant investment product.
- 4. Inside information is information that:
 - (a) is not generally available; or
 - (b) if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the particular investment product;
 - (c) includes matters of supposition and matters insufficiently definite to warrant being made know to the public.
- 5. The Board has established the following policy in relation to trading in the Company's securities (including shares and options) by Restricted Persons. The policy reinforces the Corporations Act prohibitions on insider trading and addresses the requirements of ASX Listing Rule 12, as well as including additional provisions to ensure good governance.

6. Trading of securities by Restricted Persons is only allowed when the particular person is not in possession of inside information (as defined in Division 3 of Part 7.10 of the Corporations Act) and (subject to limited exceptions) the trading occurs during a Permitted Trading Period.

Permitted Trading Periods

7. Subject to clause 8, Restricted Persons may trade in Voltage IP securities or derivative products in the following circumstances:
 - (a) It is not a Prohibited Period and they are not subject to a Relevant Person Prohibition pursuant to clause 9; or
 - (b) Where the trade to be conducted is excluded from this policy in accordance with clause 10;("Permitted Trading Period").
8. Where a Restricted Persons wishes to trade during a Permitted Trading Period, no consent is required, although notification of the trade must be made in accordance with clauses 11 and 12 of this policy (as applicable).

Prohibited Trading Periods and the Relevant Person Prohibition

9.
 - (a) Trading in the Company's securities or derivative products is not permitted during the following periods (each a "**Prohibited Period**"):
 - (i) From the 15th day of the month before the end of each financial year until the beginning of trading on the first trading day after the day on which the full year financial results for the Company have been released to the ASX in respect of the preceding 12 month period ending 30 June;
 - (ii) From the 15th day of the month before the end of each financial half year until the beginning of trading on the first trading day after the day on which the interim financial results for the Company have been released to the ASX in respect of the preceding 6 month period ending 31 December;
 - (iii) From the end of each calendar quarter until the beginning of trading on the first trading day after the day on which any required quarterly report has been released to the ASX in respect of the preceding calendar quarter; and
 - (iv) For Restricted Persons that have been so advised by the Company Secretary ("**Relevant Persons**"), at any time when the Relevant Person is in possession of material information about the Company which has not been disclosed to the market pursuant to ASX Listing Rule 3.1A ("**Relevant Person Prohibition**").
 - (b) The Company Secretary will notify all Restricted Persons or Relevant Persons (as applicable) by email when a Prohibited Period commences and ceases.

Trading excluded from this policy

10. This policy does not preclude Restricted Persons from:

- (a) acquiring securities as a result of:
 - (i) an offer under an employee incentive scheme operated by the Company; or
 - (ii) a performance share right vesting, exercising options or converting convertible securities. However this does not include the subsequent sale of the underlying shares following vesting, exercise or conversion;
- (b) transferring securities already held into a superannuation fund or similar saving scheme in which the relevant person is a beneficiary;
- (c) investing or trading in a fund or scheme where the investment decisions are made by a third party, provided that the fund or scheme does not invest exclusively in Voltage IP securities;
- (d) trading in securities by a relevant person as a trustee (who is not also a beneficiary of the trust) and the decision to trade is made by other trustees or investment managers independently of the relevant person;
- (e) undertaking to accept, or accepting, a takeover offer;
- (f) trading under an offer or invitation made to all or most security holders, including dividend reinvestment plans, share purchase plans, rights issues and equal access buy-backs, where the timing and structure of the plan has been approved by the Board; and
- (g) a disposal of Voltage IP securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement,

however, except in relation to clause 10(a), trading of securities by Restricted Persons is only permitted when the particular person is not in possession of inside information (as defined in Division 3 of Part 7.10 of the Corporations Act).

Guidelines for Trading in the Company's Securities

Approval Process

11. Restricted Persons may deal in securities of the Company in the following circumstances:

- (a) they have satisfied themselves that they are not in possession of any price sensitive information that is not generally available to the public;
- (b) they have contacted the Chairman or in his or her absence, the Managing Director and notified them of their intention to do so and the Chairman or Managing Director indicates that there is no impediment to undertaking a trade before a trade is placed.

12. Where the Chairman wishes to deal in securities, he must contact the Managing Director, or in his absence, the Company Secretary and notify them of his or her intention to trade in securities and the Managing Director or Company Secretary must indicate that there is no impediment to undertaking a trade before a trade is placed.
13. This policy does not apply to trading which does not result in a change in beneficial control of the Company's shares, e.g. transferring a personal holding of the Company's shares to a superannuation fund.
14. The Chairman may confer with the Board as necessary when considering a request.
15. A request for clearance will be answered within 2 ASX trading days and may be answered via email.
16. If approval is given to the Restricted Person where exceptional circumstances apply, the relevant Restricted Person must deal in accordance with that approval within 5 ASX trading days of the approval. If dealing does not occur within this time period, the approval will lapse.

Dealing in Exceptional Circumstances

17. In specific circumstances however, such as financial hardship, the Chairman may waive the requirement of a Directors, employees and contractors to deal in securities outside blackout periods on the condition that the Directors, employees and contractors can demonstrate to him that they are not in possession of any price sensitive information that is not generally available to the public.

Speculative trading/hedging

18. Restricted Persons must not enter into transactions in products associated with shares or options in the Company that operate to limit the economic risk of holding the shares or options in the Company during a Prohibited Period, and must not enter into transactions in products associated with shares or options in the Company that operate to limit the economic risk of holding any unvested shares or options or performance rights in the Company at any time.
19. Restricted Persons must not trade in any securities of the Company (including shares, options, contracts for difference, warrants, or derivatives) for speculative reasons or short-term gain.

Margin loan disclosure

20. Where a Restricted Person has a margin loan which is secured in whole or in part by Voltage IP securities, that person or entity must provide details of the margin loan and the number of Voltage IP securities being secured by the loan to the Company Secretary within 2 ASX trading days of the margin loan being obtained.

Consequences of Breach of the Security Trading Policy

21. Breach of the Security Trading Policy by any the Company's employees or their family members would be exposed to criminal and civil liability.
22. The Company will regard breach of insider trading law or this policy as serious misconduct.

ASX Notification by Directors

23. ASX obliges a Director to notify the ASX within the 5 days after any dealings in Company's securities (either personally or through a third party) which results in a change in the relevant interests of the Director in Company's securities.
24. Accordingly, Directors must notify the Company Secretary immediately on acquiring or disposing of a relevant interest in any securities in the Company.
25. It is the individual responsibility of Directors to ensure they comply with this requirement.

Schedule: Dictionary

In this Policy, unless the context requires otherwise, the following terms have the following meanings:

- (a) **ASX** means ASX Limited ACN 008 624 691 and the Financial Market operated by it;
- (b) **Board** means the board of directors of the Company;
- (c) **Company** means Voltage IP Limited ACN 057 884 876;
- (d) **Company Securities** includes:
 - (i) shares in the Company or a Group member;
 - (ii) options over the shares set out in paragraph (i);
 - (iii) any other financial products of the Group traded on ASX; and
 - (iv) any derivative or associated instruments the value of which is determined (in whole or in part) by any Security listed in paragraph (i), (ii) or (iii);
- (e) **Corporations Act** means the *Corporations Act 2001* (Cth);
- (f) **Deal or Dealing** means to directly or indirectly apply for, acquire or dispose of Securities or directly or indirectly enter into an agreement to apply for, acquire or dispose of Securities or to grant, accept, acquire, dispose, exercise or discharge an option or other right or obligation to acquire or dispose of Securities, but does not include a decision to join, or subscribe for Company Securities under, any dividend reinvestment plan or other corporate action open to all holders of Company Securities;

- (g) **Financial Market** has the meaning given to that term in the Corporations Act;
- (h) **Group** means the Company and each of its Subsidiaries;
- (i) **Inside Information** has the meaning given to that term in section 1042A of the Corporations Act (as summarised in clause **Error! Reference source not found.**);
- (j) **Insider Trading** means Dealing in a manner that is prohibited by Part 7.10, Division 3 of the Corporations Act;
- (k) **Key Management Personnel** has the meaning given to that term in the Listing Rules;
- (l) **Listed Securities** means Securities that are quoted on the ASX or any other Financial Market;
- (m) **Listing Rules** means the listing rules of ASX;
- (n) **Prohibited Period** means any period under this Policy where Dealing in Company Securities is prohibited, or is prohibited without the written approval of the Approving Officer;
- (o) **Restricted Person** means a person to whom this Policy applies;
- (p) **Securities** means all securities of any kind, including ordinary shares, preference shares, debentures, convertible notes, options and hedging mechanisms or derivative instruments;