

# Share trading policy

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Jayex Healthcare Limited ACN 119 122 477 (**Company**)

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## 1. Introduction

1.1 The securities of the Company are listed on ASX.

1.2 This policy sets out:

- (a) when employees, including directors and senior management, may and must not deal in Company Securities;
- (b) when employees, including directors and senior management, may and must not deal in listed securities of another entity (because they may obtain inside information about another entity's securities while performing their duties for the Group); and
- (c) procedures to reduce the risk of insider trading.

## 2. Defined terms

In this policy:

**Approving Officer** means:

- (a) for an Employee who is not a director, the chief executive officer;
- (b) for the chief executive officer or a director (except the chairperson of the board), the chairperson of the board; and
- (c) for the chairperson of the board, the chairperson of the Audit Committee.

**ASX** means ASX Limited.

**Blackout Period** means each period between:

- (a) 1 July and 24 hours after the release of the Company's half year results to ASX,
- (b) 1 January and 24 hours after the announcement of the Company's full year results to ASX; and
- (c) the date of dispatch of the notice of the Company's annual general meeting and 24 hours after the close of the Company's annual general meeting.

**Company Securities** includes:

- (a) shares in the Company or a Group member,
- (b) options over the shares set out in paragraph (a), but excludes the conversion of options into the shares set out in paragraph (a) which can be made at any time subject to the terms of the underlying option,
- (c) any other financial products of the Group traded on ASX; and
- (d) any derivative or associated instruments the value of which is determined (in whole or in part) by any security listed in paragraph (a), (b) or (c).

**Employee** means a person employed by Group and includes a director or person engaged in the management of the Group, whether as an employee or consultant.

**Group** means the Company and each of its controlled entities.

### 3. Insider trading

- 3.1 If a person has information about securities and the person knows, or ought reasonably to know, that the information is inside information, it is likely to be illegal for the person to:
- (a) deal in the securities;
  - (b) procure another person to deal in the securities; or
  - (c) give the information to another person who the person knows, or ought reasonably to know, is likely to:
    - (i) deal in the securities; or
    - (ii) procure someone else to deal in the securities.
- 3.2 Insider trading is a criminal offence. It is punishable by substantial fines or imprisonment or both. A company may also be liable if an employee or director engages in insider trading.
- 3.3 Insider trading may also attract civil penalties. A court may impose substantial pecuniary penalties for insider trading and order payment of compensation to persons who suffer loss or damage because of insider trading.

### 4. What is inside information?

- 4.1 Inside information is information that:
- (a) is not generally available; and
  - (b) if it were generally available, would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the relevant securities.
- 4.2 Information is generally available if it:
- (a) is readily observable;
  - (b) has been made known in a manner likely to bring it to the attention of persons who commonly invest in securities of the relevant type and a reasonable period for that information to be disseminated has elapsed since it was made known; or
  - (c) consists of deductions, conclusions or inferences made or drawn from information falling under paragraphs 4.2(a) or 4.2(b).

### 5. What is dealing in securities?

- 5.1 Dealing in securities includes:
- (a) applying for, acquiring or disposing of, securities;
  - (b) entering into an agreement to apply for, acquire or dispose of, securities; and
  - (c) granting, accepting, acquiring, disposing, exercising or discharging an option or other right or obligation to acquire or dispose of securities.
- 5.2 A decision to join, or subscribe for Company Securities under, any dividend reinvestment plan or other corporate action open to all shareholders is not dealing in Company Securities.

## 6. When Employees may deal

Subject to what is set out in paragraph 7 below, an Employee may deal in Company Securities or the listed securities of another entity if he or she does **not** have information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or those securities of the other entity.

## 7. When Employees must not deal

An Employee:

- (a) must not deal or procure another person to deal in Company Securities or the listed securities of another entity if he or she has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or those securities of the other entity; and
- (b) must not deal in Company Securities during the Blackout Period.

## 8. Exceptional circumstances

- 8.1 The Approving Officer may give clearance for an Employee to sell (but not buy) Company Securities in exceptional circumstances where the Employee would otherwise not be able to do so under this policy. For example, if the Employee has a pressing financial commitment that cannot otherwise be satisfied.
- 8.2 The Approving Officer may not give clearance under the exception in paragraph 8.1 if there is a matter about which there is inside information in relation to Company Securities (whether or not the Employee knows about the matter) when the Employee requests clearance or proposes to deal in Company Securities.
- 8.3 The Approving Officer will decide if circumstances are exceptional.

## 9. Dealings by associates and investment managers

- 9.1 If an Employee is prohibited from dealing in Company Securities pursuant to this policy, he or she must prohibit any dealing in the Company Securities by:
  - (a) any associates; or
  - (b) any investment manager on their behalf or on behalf of any associates.
- 9.2 For the purposes of paragraph 9.1, an Employee must:
  - (a) inform any investment manager or associate of the periods during which the Employee may and may not deal in Company Securities; and
  - (b) request any investment manager or associate to inform the Employee immediately after they have dealt in Company Securities.
- 9.3 An Employee does not have to comply with paragraphs 9.1 and 9.2 to the extent that to do so would breach their obligations of confidence to the Group.

## 10. Communicating inside information

- 10.1 If an Employee has information that he or she knows, or ought reasonably to know, is inside information in relation to Company Securities or the listed securities of another entity, the

Employee must not directly or indirectly communicate that information to another person if he or she knows, or ought reasonably to know, that the other person would or would be likely to:

- (a) deal in Company Securities or those securities of the other entity; or
- (b) procure another person to deal in Company Securities or the securities of the other entity.

10.2 An Employee must not inform colleagues (except the Approving Officer) about inside information or its details.

## 11. Speculative dealing

An Employee may not deal in Company Securities on considerations of a short term nature.

## 12. Dealings to limit economic risk

Employees are not permitted to enter into transactions (including, but not limited to, hedging arrangements, margin loans and / or share lending arrangements) in Company Securities (or any derivative thereof) which operate to limit the economic risk of holding any security in the Company or any vested or unvested entitlements to securities in the Company under any equity based remuneration schemes offered by the Company (or any member of the Group).

## 13. Breach of policy

A breach of this policy by an Employee is serious and may lead to disciplinary action, including dismissal in serious cases. It may also be a breach of the law.

## 14. Distribution of policy

This policy must be distributed to all Employees.

## 15. Assistance and additional information

Employees who are unsure about any information they may have in their possession, and whether they can use that information for dealing in securities, should contact the Approving Officers.

## 16. Approved and adopted

This policy was approved and adopted by the board on 30 March 2016.

**Signed**      **Michael Boyd**  
Chairperson of the board of directors  
of Jayex Healthcare Limited