

**ACRUX LIMITED**

**SECURITY TRADING POLICY**



# SECURITY TRADING POLICY

## 1. OVERVIEW OF THE POLICY

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Acrux Limited (the 'Company') is listed on the Australian Security Exchange ('ASX'). Directors and employees of the Company are encouraged to be shareholders of the Company. Trading of the Company's securities is governed by, amongst other things, the Corporations Act 2001 ('Corporations Act') and the ASX Listing Rules.

The provisions regulating the trading of securities on the ASX are intended to ensure that the stock market is kept fully informed of relevant information for all listed companies in order that all investors are able to make informed investment decisions when acquiring or disposing of shares.

It is illegal for a person to trade securities or arrange for another person to trade securities when they possess non-public price sensitive information. This is known as 'inside information' and is illegal under the Corporations Act.

It is therefore important that Director and employee shareholders exercise due care in the timing of any dealings in the Company's securities and ensure that at all times they comply with the law in connection with trading in the Company's securities.

For the purpose of this policy, Securities means and includes shares in Acrux Limited and other securities defined in Section 92 of the Corporations Act.

## 2. OBJECTIVES AND PURPOSES

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### 2.1 Purposes

This document sets out the Company policy on dealings in the Company's shares by the Directors and employees. The purpose of this policy is:

- (a) to assist Directors and employees to avoid conduct known as 'insider trading';
- (b) to protect the Company against potentially damaging adverse inferences being drawn that its senior Officers and personnel may have engaged in unlawful activity, or acted for their personal benefit using information not available to the public;
- (c) to enable the Company to comply with its obligations under securities legislation and ASX Listing Rules

## 3. INSIDER TRADING

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### 3.1 What is 'Insider Trading'?

The Corporations Act contains three distinct, but related, offences of insider trading. The offences prevent a person in possession of 'inside information' from the following actions:

- (a) trading in the relevant securities;
- (b) procuring another person to trade in the relevant securities; or
- (c) communicating the inside information to another person who is likely to trade in the securities or procure someone else to trade.

### **3.2 What is 'Inside Information'?**

Inside information is regarded as being information:

- (a) that a person possesses which is not generally available and which the person knows or reasonably ought to know is not generally available; and
- (b) if generally available, a reasonable person would expect that the information might have a material effect on the price or value of the shares.

Inside information could relate to actions of the Company or external parties. Relevant internal actions of the Company could include (but may not be limited to):

- (c) proposed mergers, acquisitions, sales or reconstructions;
- (d) significant disputes or litigation;
- (e) liquidity and cash flow information;
- (f) potential changes in the asset values or valuations;
- (g) profit and cashflow forecasts;
- (h) proposed buy back of the Company's shares;
- (g) proposed capital raisings/share issues;
- (j) proposed dividend announcements;
- (k) recruitment or resignation of key personnel;
- (l) anticipated or actual results from preclinical or clinical trials;
- (m) registration of the Company's product by a government agency authorising sale of the Company's products to commence;
- (n) significant agreements with other companies; and or
- (o) significant new developments, including but not limited to new products and or new technology.

Relevant actions by external parties could include (but may not be limited to):

- (p) proposed acquisitions or disposals of the Company's securities;
- (q) changes to the competitive environment in which the Company operates; or
- (r) takeovers.

The prohibitions do not simply relate to shares, but relate to all other forms of securities, including options, debentures, and units. The prohibitions apply directly to employees and Directors of the Company.

### **3.3 Penalties**

Criminal penalties for breaches of the prohibitions on insider trading are severe and include substantial

fines or imprisonment for up to five years. Civil liability also attaches to breaches of the relevant provisions.

#### **4. COMPANY POLICY – DESIGNATED PERSONS**

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##### **4.1 Designated Persons**

This Policy applies to the following persons:

- (a) Directors and Company Secretary;
- (b) direct reports to the Chief Executive Officer and Managing Director;
- (c) any other person who is either employed by Acrux Limited or its subsidiaries and any other person notified that they are subject to this policy by the Chief Executive Officer and Managing Director or the Company Secretary; and
- (d) in relation to any person above any of the following ‘Connected Persons’:
  - (i) their spouse;
  - (ii) any of their children (including step-children) less than 18 years old;
  - (iii) their nominee, including an investment manager managing funds on their behalf (subject to paragraph 4.5 below);
  - (iv) a trust of which they, any member of their family, or any family controlled company, are the trustee or beneficiary;
  - (v) a person in partnership with them or any of their Connected Persons mentioned above (acting in his or her capacity as such); and
  - (vi) a company which they or their family control.

These persons in paragraphs (a) to (d) are referred to in this policy as ‘Designated Persons’.

##### **4.2 General Rules**

Designated Persons must not deal in the securities of the Company when they are in possession of Inside Information relating to the Company.

Designated Persons will not be given clearance to deal in securities of the Company under this policy where price sensitive, non-public information exists in relation to a matter, even though they may not be aware of it.

Designated Persons must not engage in ‘Tipping’ (see below) others with respect to the Company’s securities at any time.

##### **4.3 Hedging is prohibited**

Notwithstanding any other part of this policy, Designated Persons must not at any time:

- (a) enter into transactions or arrangements in financial products which could have the effect of limiting the economic risk associated with holding Company securities; or
- (b) deal at any time in financial products over or in respect of the securities of the Company, except for the type of dealing permitted by law or under this policy.

##### **4.4 Appropriate Timing**

The only appropriate time for a Designated Person to deal in the securities of the Company is when there is no price sensitive information which has not been made public, whether or not the Designated Person is aware of that information.

In addition to this general rule, Designated Persons are not permitted to deal in the securities of the Company:

- (a) during the period from 1 July until the preliminary announcement of the Company's annual financial results;
- (b) during the period from 1 January until the preliminary announcement of the Company's half-year financial results;
- (c) during other periods as advised by the Company Secretary, for example, when the Company is embarking on a significant transaction or a significant development that has not yet been announced to the market.

#### **4.5 Exceptions to General Rule**

This policy does not apply in the following circumstances:

- (a) dealing in a managed securities portfolio where the Designated Person is not in a position to influence a choice of the portfolio;
- (b) dealing under a dividend reinvestment plan where the Designated Person has given a standing instruction to reinvest dividends at a time when they were not in possession of Inside Information;
- (c) conversion of options to shares on exercise of options granted under the Acrux Omnibus Equity Plan (or its similar predecessor or successor plans as may be in place from time to time). However General Rule does apply to the sale of securities granted or received on exercise of options or rights under the Omnibus Equity Plan or equivalent unless paragraph (d) applies;
- (d) where the dealing is in accordance with an unconditional written securities trading plan established by the Designated Person at a time when they were not in possession of Inside Information and were in compliance with this policy and lodged with the Company Secretary (or the Chair in the case of the Company Secretary) ("Trading Plan"). A Trading Plan may only be amended or revoked when the Designated Person is not in possession of Inside Information and this policy has otherwise been complied with.

#### **4.6 Confidentiality Agreements with External Advisers**

It is possible that, as a result of acting for or advising the Company, external advisers to the Company may have access to price sensitive information affecting the securities of the Company.

Whilst these external advisers are not covered by this policy, it is the Company's policy to require such external advisers to enter into confidentiality agreements covering such price sensitive information.

#### **4.7 Trading Approvals**

Before any Designated Person deals in securities of the Company (at any time), they must first obtain approval from the Company Secretary (the Company Secretary must obtain approval from the Chair of the Company). If the Chairman wishes to buy, sell or exercise rights in relation to the Company's securities, the Chairman must obtain the proper approval from the Chairman of the Audit and Risk Committee or the Company Secretary before doing so.

This obligation operates at all times.

Designated Persons must not deal in securities of the Company (including shares issued as a consequence of the exercise of options or performance rights) until approval has been given by the Company Secretary, evidenced in writing. The request for approval must be in writing and include a



statement that the Designated Person is not in possession of any material non-public information. If approval is given, the Designated Person may ordinarily trade within five business days after receiving the approval.

The Designated Person will be notified if the clearance position changes within those five business days. A further application will need to be made if no dealing takes place within the five business days and the Designated Person still wishes to deal.

Designated Persons who have been told that they cannot deal must not communicate this fact to others.

As each Designated Person's knowledge is different, Company approval to deal in securities of the Company is not to be taken as a determination that there is no relevant Inside Information in existence or in the possession of the Company or that the Designated Person is not in possession of Inside Information. The onus remains on the Designated Person to ensure they are compliant with the law and this policy.

#### **4.8 Notification of Dealings in Company Securities**

ASX Listing Rule 3.19A.2 requires the Company to notify the ASX of dealings in notifiable interests in Company securities by directors within 5 business days.

Each of the Directors is required to notify the Company Secretary within two business days after any change in their interests in securities of the Company, or the interests of any of their Connected Persons listed above.

This enables the Company to notify the ASX of the change in the Director's or Connected Person's interests, which must occur within 5 business days of the change.

All other Designated Persons are required to notify the Company Secretary of any dealing in securities of the Company within five business days of effecting such a dealing.

#### **4.9 Tipping**

Directors or employees with inside information must not at any time, directly or indirectly, communicate any insider information or cause the information to be communicated if the Director or employee knows or ought to reasonably know that the other person would be likely to apply for, acquire or dispose or enter into an agreement to acquire or dispose of the relevant shares or procure another person to acquire or dispose of the shares ('Tipping').

This obligation is in addition to the obligations Directors and employees have to protect the confidential information of the Company.

### **5. COMPLIANCE WITH SHARE TRADING POLICY**

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Directors and employees should be aware that they might be charged with criminal offences under the rules and regulations associated with the prevention of insider trading. Accordingly, it is the responsibility of each director and employee to ensure that they abide by the law.

Failure to comply with this policy is considered grounds for termination of employment.

### **6. ACCESS TO THE POLICY**

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This policy will be available for viewing by any person on the Company's website.

## **7. MAINTENANCE OF POLICY**

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The Company's Board of Directors approved this policy on 19 August 2020.

The Board will review this Policy as often as the Board determines appropriate and make any changes it determines necessary or desirable.