

**PHYLOGICA LIMITED**  
**POLICY ON DIRECTORS AND KEY MANAGEMENT PERSONNEL**  
**DEALING IN SECURITIES**

**1. Introduction**

- 1.1. This policy imposes constraints on Directors and Key Management Personnel of Phylogica Limited (“the Company”) dealing in securities of the Company. It also imposes disclosure requirements on Directors.

**2. Objectives**

- 2.1. The objectives of this policy are to:
- (a) minimise the risk of Directors and Key Management Personnel of the Company contravening the laws against insider trading;
  - (b) ensure the Company is able to meet its reporting obligations under the ASX Listing Rules; and
  - (c) increase transparency with respect to trading in securities of the Company by Directors and Key Management Personnel.
- 2.2. To achieve these objectives Directors and Key Management Personnel should consider this policy to be binding on them in the absence of specific exemption by the Board.

**3. Dealing in Securities – legal and other considerations**

- 3.1. Sections 1042A to 1043O of the Corporations Act 2001 prohibit persons who are in possession of price sensitive information in relation to particular securities that is not generally available to the public from:
- (a) dealing in the securities; or
  - (b) communicating the information to others who might deal in the securities.
- 3.2. The central test of what constitutes price sensitive information is found in section 1042A. It provides that the insider trading and continuous disclosure rules apply to information concerning a company that a reasonable person would expect to have a material effect on the price or value of securities in the company (“price sensitive information”).
- 3.3. Directors and Key Management Personnel of the Company will from time to time be in a situation where they are in possession of price sensitive information that is not generally available to the public. Examples are the period prior to release of annual or half-yearly results to ASX and the period during which a major transaction is being negotiated.
- 3.4. The risk of contravention of insider trading laws in relation to information concerning public companies was substantially reduced in 1994 with the introduction of the continuous disclosure regime. Under that regime, public companies are required to disclose all price sensitive information immediately to ASX, except in limited circumstances. The tests of what constitutes price sensitive information under the insider trading laws and under the continuous disclosure requirements are effectively identical. As a consequence, at least in theory, there is no risk of Directors and Key Management Personnel contravening insider trading laws as all relevant information will already have been disclosed.
- 3.5. There are a number of limitations and qualifications to the above. They include:
- (a) the ASX Listing Rules and the Corporations Act 2001 permit companies to not disclose certain information, for example in the situation where an acquisition is being negotiated and remains confidential;
  - (b) in the case of a Director, information may be known to a particular Director but not yet by the Company as a whole (i.e. the Board);

**PHYLOGICA LIMITED**  
**POLICY ON DIRECTORS AND KEY MANAGEMENT PERSONNEL**  
**DEALING IN SECURITIES**

- (c) the Company may not have yet complied with its continuous disclosure obligations in relation to a particular event or circumstance – there will always be some element of delay in doing so; and
  - (d) Directors and Key Management Personnel will generally have a better feel for the performance of the Company than the public.
- 3.6 In these situations there is still potential for contravention. There is also the potential for an appearance of contravention even if there has been no actual contravention. This could reflect badly on the Company as well as on the Director or Key Management Personnel concerned.
- 3.7 Another circumstance that must be guarded against is where one or more Directors or Key Management Personnel are aware of an event or circumstance and the remaining Directors and Key Management Personnel are not yet aware. In such a case it is important that no Director or Key Management Personnel deals in securities because:
- (a) there is a risk that they will be found to have been guilty of insider trading even if they had no intention of committing a contravention; and
  - (b) of the potential for such circumstances to reflect badly on the Company.
- 3.8 For these reasons, the advice of the Chairman should be sought prior to any dealings taking place, and steps should be taken to ensure that the Chairman is apprised of all relevant considerations by the Company Secretary.

**4 Dealing in Securities - Policy**

- 4.1. Directors and Key Management Personnel can 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 absence, the Company Secretary and notified them of their intention to do so and the Chairman or Company Secretary indicates in writing that there is no impediment to their doing so; and
  - (c) where the Chairman wishes to deal in securities, he has contacted the Chief Executive Officer and the Company Secretary and they have indicated in writing that there is no impediment to his or her doing so.
- 4.2. The Chairman will generally not allow Directors and Key Management Personnel to deal in securities of the Company when it is aware of, or has under consideration, a market-sensitive matter in the following periods (“**Closed Periods**”):
- (a) from the date any draft or preliminary information is made available to, or a person becomes aware of, relating to annual, half yearly or quarterly results;
  - (b) within the month prior to the release of annual, half yearly or quarterly results;
  - (c) within the month prior to the issue of a prospectus; and
  - (d) where price sensitive information has not been disclosed because of an ASX Listing Rule exception.
- 4.3. Directors and Key Management Personnel should wait at least 1 business days after the release of the relevant information before dealing in securities so that the market has had time to absorb the information.

**PHYLOGICA LIMITED**  
**POLICY ON DIRECTORS AND KEY MANAGEMENT PERSONNEL**  
**DEALING IN SECURITIES**

- 4.4. In exceptional circumstances however, such as financial hardship, the Chairman may waive, after consultation with the other disinterested directors, the prohibition on a Director or Key Management Personnel dealing in securities at any of the above times on the condition that the Director or Key Management Personnel can demonstrate that they are not in possession of any price sensitive information that is not generally available to the public and that the request is the only reasonable course of action available.
- 4.5. For the purposes of paragraph 4.4 the determination of whether a particular set of circumstances is an exceptional circumstance will depend on the information provided by the Director or Key Management Personnel provided to the Chairman and other disinterested directors for their consideration. By their nature exceptional circumstances cannot always be specified in advance and each case shall be assessed separately at the time by the Chairman and other disinterested directors having given consideration to the purpose of the ASX Listing Rules.
- 4.6. In relation to paragraphs 4.4 and 4.5 where the matter relates to the Chairman the Chief Executive Officer will replace the role and reference to Chairman in those paragraphs.
- 4.7. For the purpose of paragraph 4.4 any waiver is to be provided in writing and will include a specified period that the waiver relates to.
- 4.8. For the purpose of paragraph 4.1 there are no trading exclusions from this policy save that consideration will be given to the excluded trading examples included in the ASX Listing Rules when providing approval or confirmation under the relevant paragraph of this policy.
- 4.9. Directors and Key Management Personnel must not at any time engage in short-term trading in securities of the Company.
- 4.10. Directors and Key Management Personnel must not communicate price sensitive information to a person who may deal in securities of the Company. In addition, a Director or Key Management Personnel must not recommend or otherwise suggest to any person (including a spouse, relative, friend, trustee of a family trust or directors of a family company) the buying or selling of securities in the Company.
- 4.7 For the purposes of paragraph 4, Directors “dealing” includes associates of Directors dealing in securities, and it is incumbent on each Director to ensure that an associate does not deal in circumstances where the dealing could be attributed to the Director concerned.

**5. Directors - Notification of dealings in securities - Legal and other considerations**

- 5.1. ASX Listing Rules 3.19A and 3.19B require the Company to notify dealing in securities by Directors within 5 business days. Three appendixes are included in the Listing Rules for the purpose of this notification, being 3X, Initial Director’s Interest Notice, 3Y, Change of Director’s Interest Notice and 3Z, Final Director’s Interest Notice.
- 5.2. Section 205G of the Corporations Act 2001 requires a Director of a listed company to notify ASX within 14 days of acquiring or disposing of a relevant interest in any securities of the Company. This is an obligation of the Director, not the Company. There is no prescribed form for such notifications. ASIC has granted relief from the requirements of section 205G where notifications are made by the Company under Listing Rules 3.19A and 3.19B.
- 5.3. Key Management Personnel are required to notify the Chairman or, in his absence, the Company Secretary of any dealings in securities within 5 business days.

**6. Directors - Notification of dealing in Securities - Policy**

- 6.1. Directors must notify the Company Secretary immediately on acquiring or disposing of a relevant interest in any securities in the Company.

**PHYLOGICA LIMITED**  
**POLICY ON DIRECTORS AND KEY MANAGEMENT PERSONNEL**  
**DEALING IN SECURITIES**

6.2. Directors have entered into an agreement with the Company under which they are obliged to notify changes in interests in shares and other relevant matters.

**7. Explanation of terms**

For the purposes of this policy:

*“deal in securities”* means buy or sell shares, options or other securities in the Company or any products issued or created over or in respect of the company’s securities, or enter into transactions in relation to shares, options or other securities in the Company or any products issued or created over or in respect of the company’s securities. It includes procuring another person to do any of these things;

*“in writing”* includes by email;

*“price sensitive information”* has the meaning given in paragraph 3.2 above.