

**CELL AQUACULTURE LIMITED**  
**ABN 86 091 687 740**

**SECURITIES TRADING POLICY AND GUIDELINES**

**1. INTRODUCTION AND PURPOSE**

- 1.1 This document details the policy covering restrictions on dealing in shares of Cell Aquaculture Limited (the **Company**).
- 1.2 If you do not understand any part of this policy or the summary of the law, or how it applies to you, you should raise the matter with the Company Secretary before dealing with any shares covered by this policy.

**2. EMPLOYEES COVERED BY THIS POLICY**

This policy imposes basic trading restrictions on all employees of the Company and its related companies with **inside information**, and additional trading restrictions on:

- (a) all Directors;
- (b) all employees reporting directly to the Managing Director or an Executive Director; and
- (c) any other employee whom the Managing Director and/or the Board believe may hold inside information.

**3. INSIDER TRADING LAWS**

- 3.1 Insider trading laws cover all directors and employees of the Company. If you have any inside information which is not publicly known, it is a criminal offence for you to:
- (a) trade in the Company's shares;
  - (b) advise or procure another person to trade in the Company's shares; or
  - (c) pass on inside information to someone else – including colleagues, family or friends - knowing (or where you should have reasonably known) that the other person would, or would be likely to use that information to trade in, or procure someone else to trade in, the Company's shares.
- 3.2 This offence, called "insider trading", can subject you to criminal liability including large fines and/or imprisonment, and civil liability, which may include being sued by another party or the Company, for any loss suffered as a result of illegal trading.

**4. CONFIDENTIAL INFORMATION**

Related to the above, you also have a duty of confidentiality to the Company. You must not reveal any confidential information concerning the Company, use that information in any way which may injure or cause loss to the Company, or use

that confidential information to gain an advantage for yourself or anyone else.

## 5. **WHAT IS "INSIDE INFORMATION"?**

5.1 Inside information is information that:

- (a) is not generally available; and
- (b) if it were generally available, would – or would be likely to - influence investors in deciding whether to buy or sell the Company's shares.

5.2 It does not matter how you come to know the inside information (including whether you learn it in the course of carrying out your responsibilities, or in passing in the corridor, or in a lift or at a dinner party).

5.3 The financial impact of the information is important, but strategic and other implications can be equally important in determining whether information is inside information. The definition of information is broad enough to include rumours, matters of supposition, intentions of a person (including the Company) and information which is not definite enough to warrant disclosure to the public.

## 6. **WHAT ARE SOME EXAMPLES OF INSIDE INFORMATION?**

The following list is illustrative only. Inside information could include:

- (a) the financial performance of the Company against its budget;
- (b) a possible acquisition or sale of any assets by the Company;
- (c) a possible change in the Company's capital structure;
- (d) a proposed dividend;
- (e) senior management changes;
- (f) a proposed contractual arrangement; or
- (g) any possible claim against the Company or other unexpected liability.

## 7. **INSIDER TRADING IS PROHIBITED AT ALL TIMES**

7.1 Notwithstanding any other provision of this policy, if you possess inside information, you must not buy or sell the Company shares, advise or get others to do so or pass on the inside information to others. This prohibition applies regardless of how you learn the information.

7.2 The prohibition on insider trading is not restricted to information concerning the Company's shares. If a person has inside information in relation to shares of another company, that person must not deal in those shares.

## 8. **ADDITIONAL TRADING RESTRICTIONS FOR DIRECTORS AND SOME EMPLOYEES**

Additional restrictions on trading the Company shares apply to the following people in the Company and its related companies (**Restricted Persons**):

- (a) all Directors;
- (b) all employees reporting directly to the Managing Director or an Executive Director;
- (c) such other employees whom the Managing Director and/or Board believe have particular responsibilities where additional trading restriction would be appropriate.

## 9. **REASONS FOR THE ADDITIONAL TRADING RESTRICTIONS**

- 9.1 Restricted Persons are in positions where it may be assumed that they have inside information and, as a result, any trading by Restricted Persons may embarrass or reflect badly on them or on the Company (even if they have no actual inside information at the time).
- 9.2 This policy is designed to avoid the possibility that misconceptions, misunderstandings or suspicions might arise.

## 10. **TRADING IN SHARES BY RESTRICTED PERSONS**

- 10.1 Restricted Persons may deal in the Company's shares at any time with the exception of the period of ten days prior to the publication of financial results and the one day following such publication.
- 10.2 Except where section 10.1 applies, and subject to section 11, there should be no objection to a dealing in securities notified in accordance with the procedures if the following factors are satisfied:
  - (a) the Company is currently in compliance with its continuous disclosure obligations under ASX Listing Rule 3.1;
  - (b) the Company is not withholding any material information from disclosure by reason of the exceptions to Listing Rule 3.1 (namely under Listing Rule 3.1A); and
  - (c) the Restricted Person does not otherwise possess any inside information.

## 11. **REQUIREMENTS BEFORE TRADING**

Before trading, or giving instructions for trading or causing anyone else to trade, in the Company's shares, Restricted Persons must:

- (a) notify the Company Secretary of their intention to trade (or cause someone else to trade) in shares;
- (b) confirm that they do not hold any inside information; and
- (c) have been advised by the Company Secretary that there is no known reason to preclude them from trading in the Company's shares as notified.

## **12. NOTIFICATION OF DEALING**

12.1 A Restricted Person must also notify the Company Secretary of any trading in the Company's shares by the Restricted Person or any associate of the Restricted Person within 3 business days of such trading having taken place.

12.2 The notification in section 12.1 above should include:

- (a) the name of the Restricted Person and associate (if applicable);
- (b) whether the interest in the shares held by the Restricted Person was direct or indirect (and if it was indirect, the circumstances giving rise to the interest);
- (c) the date of the trading, and the number of shares bought or sold;
- (d) the amount paid or received for the shares; and
- (e) the number of shares held by the Restricted Person, directly and indirectly, before and after the trading in shares.

## **13. SPECULATIVE TRADING**

At no time may employees engage in short term speculative dealing in the Company's shares.

## **14. RESTRICTIONS EXTEND TO OTHER SECURITIES IN ADDITION TO SHARES**

This policy covers trading not only in the Company's shares, but also in other securities of the Company including options and warrant contracts and any debentures or notes issued by the Company.

## **15. BREACHES OF POLICY**

Strict compliance with this policy is a condition of employment. Breaches of this policy will be subject to disciplinary action, which may include termination of employment.

## **16. MORE INFORMATION**

For more information about this policy, contact the Company Secretary on (08) 9336 7122.