

Securities Trading Policy

ComOps Limited ABN 79 000 648 082

Adopted by the Board on 18 September 2015

1. INTRODUCTION

1.1 Purpose

This document sets out the securities trading policy of ComOps Limited ABN 79 000 648 082 (**Company**).

The purpose of this policy is to:

- (a) assist Key Management Personnel to avoid conduct that contravenes the insider trading or market manipulation provisions of the *Corporations Act 2001 (Cth)* (**Corporations Act**);
- (b) establish appropriate procedures for trading in the Company's securities as required under the ASX Listing Rules; and
- (c) aim to ensure that the reputation of the Company with investors is not adversely impacted by perceptions that Key Management Personnel are dealing with securities of the Company when they are in possession of inside information.

1.2 Application

This policy applies to those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company (**Key Management Personnel**).

This policy also applies to the spouse and minor children of, and any company or family trust controlled by, Key Management Personnel.

For the purpose of this policy, the Company's securities include:

- (a) any shares in ,or debenture of, the Company;
- (b) an option over an unissued share in, or debenture of, the Company; and
- (c) a renounceable or non-renounceable right to subscribe for a share in, or debenture of, the Company.

1.3 Insider trading prohibition

The Corporations Act imposes a number of obligations and duties in relation to dealing in securities. In summary, the law provides that a person must not:

- (a) apply for, acquire or dispose of securities of an entity whilst in possession of inside information relating to the entity that is not generally available;
- (b) procure any other person to apply for, acquire or dispose those securities; or
- (c) communicate inside information to any person who he or she knows or ought reasonably to know will make use of the information for the purpose of dealing or procuring others to deal in those securities.

A person possesses inside information in relation to securities of the Company or another company where:

- (a) the person possesses information that is not generally available and, if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of the securities; and

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

The following are non-exhaustive examples of information which may be inside information in relation to the Company:

- (a) the financial condition and results of operations of the Company, including cash flow information not yet released to the market;
- (b) a proposed takeover not yet announced to the market;
- (c) proposed changes in capital structure, including share splits and share dividends;
- (d) proposed changes in corporate structure, including amalgamations and reorganisations;
- (e) notification of a substantial shareholding;
- (f) proposed or pending financings or refinancings;
- (g) significant new contracts or customers;
- (h) defaults in material obligations;
- (i) changes in senior management or control of the Company; and
- (j) material legal proceedings.

A person who is convicted of insider trading may be liable for both significant civil and criminal penalties.

The Board takes the matter of the trading of securities in the Company seriously and a breach of this policy by a member of the Key Management Personnel will be regarded as serious misconduct which may lead to disciplinary action, up to and including dismissal.

2. SECURITIES TRADING POLICY

2.1 General principle

The general principle of this policy is that Key Management Personnel must not trade securities of the Company when they are in possession of inside information.

As the Company is required to continuously disclose price sensitive information, there is no particular period of time in which it can be automatically assumed that it is safe to trade in the Company's securities. The only permissible time for a Director or other Key Management Personnel to buy or sell the Company's securities is when he or she is not in possession of price sensitive information and outside of Closed Periods as defined in this policy.

2.2 Closed Period

A closed period is a fixed period when a director or other Key Management Personnel is prohibited from trading in the Company's securities (**Closed Period**).

The Company's Closed Periods are:

- (a) the two month period before the announcement of the full year results or, if shorter, the period from the relevant financial year end up to and including the time of announcement;
- (b) the two month period before the announcement of the half-year results or, if shorter, the period from the relevant financial period end up to and including time of the announcement; and
- (c) any additional periods imposed by the Board from time to time (for example when the Company is considering matters which are subject to Listing Rule 3.1A).

2.3 Trading restrictions

Without limiting the general principle outlined in clause 2.1 above, the following policies have been established in respect of securities trading by Key Management Personnel:

- (a) there is absolute prohibition on any trading of securities in Closed Periods as defined in this policy;
- (b) Key Management Personnel must not engage in short term trading;
- (c) Key Management Personnel must not deal in any securities of the Company at any time :
 - (i) when he or she is in possession of inside information in relation to those securities, or
 - (ii) when it has become reasonably probable that such information will be required:
 - (A) to be disclosed to the market under the Listing Rules of ASX (or other stock exchange on which the Company is listed)); or
 - (B) otherwise where clearance to trade has not been given under this policy;
- (d) Key Management Personnel must not trade in the Company's securities without advising the Chairman in writing in advance and receiving written clearance from the Chairman before any dealing (including market dealing) in the Company's securities. In his or her own case the Chairman must advise the Board in advance at a Board meeting and receive clearance from the Board before trading in the Company's securities.
- (e) Key Management Personnel will not be given clearance under this policy to deal in any securities during:
 - (i) a Closed Period;
 - (ii) any period when there exists any matter which constitutes unpublished price sensitive information in relation to the Company's securities (whether or not the Director or other Key Management Personnel has knowledge of such matter) and the proposed dealing would (if permitted) take place after the time when it has become reasonably probable that an announcement will be required in relation to that matter; or
 - (iii) any period when the person(s) responsible for the clearance otherwise has reason to believe that the proposed dealing is in breach of this policy;
- (f) any clearance under this policy to deal in any securities:
 - (i) is final and binding on the person seeking the clearance;
 - (ii) can be given or refused by the entity in its discretion, without giving any reasons; and
 - (iii) may be withdrawn if new information comes to light or if there is a change in circumstances;
- (g) if clearance to deal in any securities is refused, the person seeking the clearance must keep that information confidential and not disclose it to anyone; and
- (h) Key Management Personnel must advise the Company Secretary in writing of the details of any completed transactions within 3 business days of the transaction in the format requested by ASX. The Company Secretary will be responsible for maintaining a record of disclosures.

2.4 Trading not subject to securities trading policy

Trading by Key Management Personnel which is not subject to this policy are:

- (a) transfers of securities between Key Management Personnel and someone closely related to that Key Management Personal (such as a spouse, minor child, family company or family trust) or by a Key Management Personnel to their superannuation fund, in respect of which prior written clearance has been provided in accordance with the procedures set out in this policy;
- (b) a disposal of securities arising from the acceptance of a takeover offer, scheme of arrangement or equal access buy-back;
- (c) a disposal of rights under a pro-rata issue;
- (d) an acquisition of securities under a pro-rata issue;
- (e) the acquisition of ordinary shares in the Company by conversion of a right to those ordinary shares;
- (f) the acquisition of Company securities under a security purchase plan, dividend reinvestment, or similar plan that is available to all holders of securities of the same class;
- (g) the obtaining by a director of a share qualification;
- (h) an acquisition of securities under an employee incentive scheme; and
- (i) an involuntary disposal of securities that results from a margin lender or similar financier exercising its rights under a margin loan or similar funding arrangement.

2.5 Exceptional circumstances

Key Management Personnel who are not in possession of inside information in relation to the Company's securities, may be given prior written clearance to sell or otherwise dispose of securities of the Company during a Closed Period under this policy where that person is in severe financial hardship or there are other exceptional circumstances.

The Directors at their absolute discretion will determine what constitutes exceptional circumstances on a case by case basis. The Directors will exercise their discretion with caution having consideration to the intent of this policy and the legal framework relating to this policy.

Key Management Personnel may be in severe financial hardship if he or she has a pressing financial commitment that cannot be satisfied otherwise than by selling the relevant securities of the Company. The Directors may consider it an exceptional circumstance if the person is required by a court order, or there are court enforceable undertakings, for example, in a bona fide family settlement, to transfer or sell the securities of the entity or there is some other overriding legal or regulatory requirement for him or her do so.

Any clearance to trade granted to a Director or other Key Management Personnel due to exceptional circumstances will only be valid for 7 days from the date it is given.

2.6 Changes to the policy

This policy will be reviewed by the Board at least each calendar year or more frequently if appropriate.

Any material change to Securities Trading Policy will be advised to ASX within five business days of the change taking effect.

Material changes will include:

- (a) changes to the fixed periods specified in this policy when Key Management Personnel is prohibited from trading in the Company's securities;
- (b) changes with respect to the trading that is excluded from this policy; and
- (c) changes with respect to the exceptional circumstances in which Key Management Personnel may be permitted to trade during a prohibited period.

3. **COMMUNICATION OF SECURITIES TRADING POLICY**

The Board will at least each calendar year review who, other than directors, comprise the Key Management Personnel. The Key Management Personnel are to be issued a copy of this policy.