




Ovato LIMITED

SECURITIES TRADING POLICY

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Prepared by: Alistair Clarkson	Version: 8
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1. INTRODUCTION

This document sets out Ovato Limited's (**OVT or Ovato**) policy on dealing by directors and employees in Ovato Securities.

Defined terms are set out at the end of this policy.

If you do not understand any part of this policy, the summary of the law, or how it applies to you, you should raise the matter with the General Counsel/Company Secretary before dealing with any securities covered by this policy.

2. OBJECTIVES

- To ensure Ovato Directors, Executives and Employees abide by the rules of the *Corporations Act 2001* (Cth) regarding insider trading.
- To ensure no Ovato Director, Executive or Employee makes improper use of information obtained by virtue of their position in the company.

3. INSIDER TRADING IS PROHIBITED AT ALL TIMES

If you possess Inside Information, you must not buy or sell Ovato Securities, 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. To do so is an offence under the *Corporations Act 2001* (Cth).

The prohibition on insider trading applies not only to information concerning Ovato Securities. If a person has Inside Information in relation to Securities of another company, that person must not deal in those Securities.

4. TRADING RESTRICTIONS IMPOSED BY THIS POLICY

4.1 Additional restrictions

Additional restrictions (described below) on trading Ovato Securities apply to the following people in Ovato and its related bodies corporate (**Prescribed Personnel**, and each individually a **Prescribed Person**):

- (a) all directors of Ovato (whether executive or otherwise);
- (b) any person having authority and responsibility for planning, directing and controlling the activities of Ovato, directly or indirectly; and
- (c) all members of the Ovato Executive Leadership Team, all Group and Corporate Officers, all Senior Line Managers and all senior finance

managers with access to Ovato's consolidated financial forecasts and results.

A reference in this policy to Prescribed Personnel or a Prescribed Person includes a reference to their "Associates".

4.2 Reasons for additional restrictions

Prescribed Personnel occupy positions where it may be assumed that they may come into possession of Inside Information and, as a result, any trading by Prescribed Personnel may embarrass or reflect badly on them or on Ovato (even if the Prescribed Person has no actual Inside Information at the time).

4.3 Trading restrictions during black-out periods

In addition to the overarching prohibition against insider trading, Prescribed Personnel are not permitted to trade Ovato Securities during the specific "black-out periods" detailed below.

The black-out periods are:

- (a) the period from 1 January through to and including the day half year results are announced;
- (b) the period from 1 July through to and including the day full year results are announced; and
- (c) the period of 30 days immediately leading up to and including the day of the Annual General Meeting.

The Board of Ovato (**Board**) may also declare a black-out period for a specified period at other times (such as prior to the announcement to the Australian Securities Exchange (**ASX**) of a significant event such as change in control transaction or capital raising).

4.4 Exclusions

The following trading is excluded from the operation of this policy:

- (a) transfers of Ovato Securities already held into a superannuation fund or other saving scheme in which the Prescribed Person is a beneficiary;
- (b) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in Ovato Securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) where the Prescribed Person is a trustee, trading in Ovato Securities by that trust provided the Prescribed Person is not a beneficiary of the trust and any decision to trade during a black-out period is taken by the other trustees or by the investment managers independently of the Prescribed Person;
- (d) undertakings to accept, or the acceptance of, a takeover offer;
- (e) trading under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the

offer has been approved by the Board (this includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue);

- (f) the exercise (but not the sale of Securities following exercise) of an option or a right under an employee incentive scheme, or the conversion of a convertible Security, where the final date for the exercise of the option or right, or the conversion of the Security, falls during a black-out period and the Prescribed Person could not reasonably have been expected to exercise it at a time when free to do so; and
- (g) trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in section 4.9 of this policy and where:
 - (i) the Prescribed Person did not enter into the plan or amend the plan during a black-out period;
 - (ii) the trading plan does not permit the Prescribed Person to exercise any influence or discretion over how, when, or whether to trade; and
 - (iii) this policy does not allow the Prescribed Person to cancel the trading plan or cancel or otherwise vary the terms of their participation in the trading plan during a black-out period other than in exceptional circumstances.

4.5 Trading inside the black-out periods due to financial hardship or other exceptional circumstances

Generally no exceptions will be made to the prohibition on Prescribed Personnel trading in Ovato Securities during a black-out period. However, Prescribed Personnel who have an unreasonable financial impost or who are experiencing other exceptional circumstances may apply in writing to be exempted from the prohibition on selling Ovato Securities during a black-out period.

Applicant:	Application to be forwarded to:
Ovato Directors (other than the Chairman)	Chairman
Chairman	Chairman of the Audit and Risk Management Committee
Executive Leadership Team, Group and Corporate Officers and Senior Line Managers	Chief Executive Officer

In the application, the applicant must confirm that they do not have Inside Information about Ovato and provide details of all relevant circumstances, including why the proposed sale or disposal of the Ovato Securities is the only reasonable course of action available to overcome the circumstances.

If the person to whom the application is made, as set out in the table above, possesses Inside Information about Ovato, they must decline the application. Otherwise they may approve or decline the application as they consider appropriate and are not required to provide any reasons for that decision.

The applicant and the General Counsel/Company Secretary will be informed in writing of the outcome of their application and any conditions imposed on an exception to trading during a black-out period. Any exemption, if issued, shall contain a specified time period during which the sale of Ovato Securities can be made.

4.6 No speculative short-term trading

Prescribed Personnel should not trade in Ovato Securities on a short term basis or for speculative trading gain.

4.7 No hedging

Prescribed Personnel who hold unvested or vested Ovato Securities under any form of incentive scheme must not enter into any transaction that is designed or intended to limit their exposure to those Securities.

4.8 Margin Loans

Prescribed Personnel may take out margin loans over their holdings in Ovato Securities. However, Prescribed Personnel must not allow a margin call to be met by the sale of Ovato Securities at a time when they would not be able to sell those Securities themselves under this policy.

If you have Inside Information about Ovato at the time, you cannot sell your Ovato Securities, including outside a black-out period, to meet a margin call.

Prescribed Personnel are expected to have sufficient resources to meet a margin call by means other than a sale of their Ovato Securities. If a Prescribed Person has any doubt about their ability to meet a margin call by means other than a sale of their Ovato Securities, they should take steps to rearrange their affairs to have a facility that does not contain price triggers (for example, an investment loan secured against other assets). If your margin lender sells any of your Ovato Securities during a black-out period, whether on your instructions to do so or not, this will be a breach of this policy.

If you have any questions about aligning your margin loan arrangements with this policy, please contact the General Counsel/Company Secretary.

4.9 Requirements before trading outside a black-out period

Before trading in Ovato Securities outside a black-out period, a Prescribed Person must:

- (a) advise the Chairman, Chief Executive Officer or Chairman of the Audit and Risk Management Committee (according to the notification table in section 4.5 of this policy) of their intention to trade in Ovato Securities;
- (b) confirm that they do not hold any Inside Information; and
- (c) have been advised in writing by the Chairman, Chief Executive Officer or Chairman of the Audit and Risk Management Committee

(as applicable) that there is no known reason to preclude the trading in Ovato Securities.

4.10 Notification process is not an approval to trade

The notification process contained within this policy does not provide for the "approval" of the proposed trade. The person intending to trade in Ovato Securities is personally responsible for any decision to trade and compliance with the law and this policy.

4.11 Requirements after trading

Once a Prescribed Person has completed any trade in Ovato Securities, the Chairman or the Chief Executive Officer must be:

- (a) advised that the trade has been completed; and
- (b) in the case of directors, provided with sufficient information to enable Ovato to comply with the requirements to notify a change of interests to ASX.

4.12 Application to employee share and option plans

The additional restrictions in this policy do not affect a Prescribed Person's participation in Ovato's employee share or option plans or the exercise of options/rights under those plans.

However the additional restrictions in this policy will apply to any subsequent trade of any Ovato Securities issued to (or for the benefit of) a Prescribed Person on the exercise of any options granted under an employee share or option plan.

5. BREACHES OF THE POLICY

Any breach of this policy must be immediately reported to the General Counsel/Company Secretary who will, in turn, report the breach to the Board

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.

6. FURTHER INFORMATION

For more information about this policy, contact the General Counsel/Company Secretary on (02) 9412 6004.

7. DICTIONARY

7.1 Associates

The "Associates" of a Prescribed Person are:

- (a) their immediate family members such as a spouse (including a de facto or same sex partner), child, sibling, parent, parent-in law or relative that resides with, and is financially supported by, the Prescribed Person; and
- (b) any other person or entity over whose investment decisions the Prescribed Person has control or influence

7.2 Inside Information

"**Inside Information**" is information that:

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

By way of explanation, both quantitative and qualitative aspects of information can influence investors, therefore while the financial impact of the information is important, 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 Ovato) and information which is insufficiently definite to warrant disclosure to the public.

Importantly, you need not be an "insider" to come across Inside Information. That is, it does not matter how you come to know the Inside Information (for example, you could 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).

7.3 Securities

"**Securities**" means shares, debentures, notes, options to subscribe for new shares and options over existing shares, warrant contracts and other derivatives issued and any financial products able to be traded on the ASX or any other exchange whether or not such securities are created by Ovato or created and issued by third parties.

7.4 Ovato Securities

"**Ovato Securities**" means Securities which are issued or created by Ovato.

7.5 Trade

"**Trade**" includes (but is not limited to) subscribing for, buying, selling or otherwise transferring the beneficial or legal interest in a Security.