

SECURITIES TRADING POLICY

1. PURPOSE

- (a) This document sets out the rules which govern Key Management Personnel and Employees dealing in securities of Windlab Limited ACN 104 461 958 (**Company**).
- (b) This document also summarises provisions of the Corporations Act which govern securities trading. However, it is only a summary of the relevant provisions and should not be relied upon as legal advice.
- (c) All Key Management Personnel and Employees should refer any questions that they may have concerning this policy and/or securities trading activities in the Company to the Company Secretary before they trade in the Company Securities.

2. DEFINED TERMS

In this policy:

- (a) **Closed Periods** has the meaning in item 2 of the Trading Policy set out in Schedule A.
- (b) **Company Securities** includes shares in the Company, options over shares in the Company and any other financial products or debt instruments issued by the Company whether they are traded on ASX or unlisted.
- (c) **Corporations Act** means the *Corporations Act, 2001* (Cth)
- (d) **Inside Information** means information relating to the Company which is not generally available and which, if the information were known, would be likely to:
 - (i) have a material effect on the price or value of the Company's Securities; or
 - (ii) influence persons who commonly invest in securities in deciding whether or not to buy, sell or deal in the Company's Securities.
- (e) **Employees** means employees of the Company (or of a subsidiary of the Company), other than Key Management Personnel and includes Relatives of Employees.
- (f) **Key Management Personnel** means any person who has authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including:
 - (i) Directors;
 - (ii) the Company Secretary; and
 - (iii) persons who report directly to either the Chief Executive Officer or Chief Financial Officer,and includes Relatives of Key Management Personnel.
- (g) **Relative** includes a spouse (or equivalent) or a dependant of the Key Management Personnel or Employee or a company or other entity controlled by the Key Management Personnel or Employee. For the avoidance of doubt, a Relative does not include a spouse (or equivalent) or dependant who is not controlled by the Key Management Personnel or Employee but acts on their own initiative without reference to the Key Management Personnel or Employee. In such cases, the Key Management Personnel or Employee should advise these persons that a risk exists that a Court could find a relevant association or that even without such an association, innuendo could arise if buying, selling or dealing occurs in the Company's Securities.

- (h) **Trading Windows** has the meaning in Item 2 of the Trading Policy set out in Schedule A.

3. WHAT IS THE PROHIBITION AGAINST INSIDER TRADING?

- (a) If you are in possession of Inside Information relating to the Company, the insider trading provisions of the Corporations Act prohibit you from:
- (i) applying for, buying, selling or dealing in the Company's Securities;
 - (ii) advising, procuring or encouraging another person to buy, sell or deal in the Company's Securities; and
 - (iii) directly or indirectly passing on information to another person, if you know or ought reasonably to know that the person may use this information to buy, sell or deal in the Company's Securities.
- (b) You cannot avoid the law by arranging for a member of your family or a friend to buy, sell or deal in the Company's Securities, nor may you give "tips" including Inside Information to others, including customers.
- (c) Examples of Inside Information include:
- (i) the financial performance of the Company including against budget and forecast;
 - (ii) entry into or termination of important agreements;
 - (iii) the operational performance of the Company including strategy progress and outcomes;
 - (iv) the intention of the Company to acquire or sell a business or important assets; or
 - (v) an unexpected liability;
- where the relevant information is not generally available.
- (d) Information will be regarded as being generally available, and therefore not Inside Information, if:
- (i) it consists of readily observable matter, which requires the information to be directly observable in a "public arena" such as a judgment in court, a sufficiently detailed news story in a capital city newspaper, a media release or other published statement of the Company; or
 - (ii) it has been brought to the attention of investors through an announcement to ASX, and a reasonable period has elapsed since the announcement.
- (e) Breach of the insider trading laws may expose you and/or members of your family and/or other persons to whom you pass Inside Information, to:
- (i) criminal liability – penalties include heavy fines and imprisonment; and
 - (ii) civil liability – you can be sued by another party or the Company for any loss suffered as a result of illegal trading activities.
- (f) The Company will also regard breach of the law and/or this policy by the Company's staff as serious misconduct, which may lead to disciplinary action and/or dismissal.
- (g) If you have Inside Information relating to a company other than the Company, the insider trading prohibition also applies to dealing in the securities of that company. In the course of performing your duties as an Employee, you may obtain price sensitive

information relating to another company in a variety of circumstances including but not limited to:

- (i) another company may provide price sensitive information about itself to the Company in the course of a proposed transaction;
 - (ii) another company with whom the Company is dealing may provide price sensitive information about a third company; and
 - (iii) information concerning the Company or actions which may be taken by the Company could have a material effect on another company.
- (h) Independent of insider trading laws, Employees are bound by a duty of confidentiality in relation to information obtained in the course of their employment.

4. THE COMPANY'S POLICY

- (a) To help the Company's Key Management Personnel, Employees and their Relatives avoid breaching the insider trading prohibitions, the Board has adopted the policy set out in Schedule A. This policy:
- (i) provides "Closed Periods", during which no trading of the Company's Securities by Key Management Personnel, Employees or their Relatives may be carried out except in very limited circumstances; and
 - (ii) sets out the circumstances and procedure under which Key Management Personnel may seek approval to trade during Closed Periods.
- (b) At all times, whether inside the Trading Windows or not, it is unlawful for anyone to buy, sell or deal in the Company's Securities if that person possesses Inside Information, or to pass on Inside Information to others.
- (c) Where there are additional restrictions under any share plans in operation, those restrictions will continue to apply to Company Securities acquired under those share plans, in accordance with the rules of the relevant plan.

Schedule A – Trading Policy

Defined terms in this Schedule have the same meaning as those terms in the Company's Securities Trading Policy.

1. SHORT TRADING

Key Management Personnel and Employees must not buy and sell the Company's Securities within a 30 day period under any circumstances.

2. DEALINGS IN THE COMPANY'S SECURITIES WITHIN TRADING WINDOWS

- (a) Key Management Personnel and Employees who are in possession of Inside Information may not buy, sell or deal in the Company's Securities during the following periods (each a **Closed Period**), being::
- (i) the period commencing 14 days before the end of the Company's financial year, and ending 24 hours after the release of the Company's annual results to the ASX;
 - (ii) the period commencing 14 days before the end of the Company's half year, and ending 24 hours after the release of the Company's half year results to the ASX;
 - (iii) the period 14 days before and 24 hours after the Company's annual general meeting; and
 - (iv) the period 14 days before and 24 hours after any announcements regarding capital raising activities of the Company.
- (b) The board or Chairman may identify additional Closed Periods, in which case the Company Secretary will advise Key Management Personnel and Employees of that fact.
- (c) Key Management Personnel and Employees who are not in possession of Inside Information may buy, sell or deal in the Company's Securities during all other periods that are not Closed Periods (**Trading Windows**).
- (d) During a Trading Window period share trading notification is required before any proposed transaction as follows:
- (i) Key Management Personnel and Employees (other than the Company Secretary) must notify the Company Secretary before any proposed transaction in the Company's Securities using the form in Schedule B.
 - (ii) The Company Secretary must notify the Chairman before any proposed transaction in the Company's Securities using the form in Schedule B.

3. PROHIBITION AGAINST DEALINGS IN THE COMPANY'S SECURITIES DURING CLOSED PERIODS

A Closed Period is any period outside a Trading Window.

Key Management Personnel and Employees must not buy, sell or deal in the Company's Securities during a Closed Period without prior written clearance in accordance with Item 4.

4. EXCEPTIONAL CIRCUMSTANCES

- (a) Under exceptional circumstances (circumstances outside the person's control, such as a severe financial hardship or a court order in family law proceedings), Key Management Personnel and Employees may apply to the appropriate Nominated Person for prior written clearance to deal with the Company's Securities during a Closed Period, provided that they are not in possession of Inside Information.
- (b) In addition to exceptional circumstances a Nominated Person may grant clearance to deal with the Company's Securities during a Closed Period where:
- (i) the request is not made during the period between the end of a reporting period and the release to the ASX of the results for that reporting period; and
 - (ii) the Nominated Person is satisfied that the applicant is not in possession of, or likely to be perceived as being in possession of, Inside Information.
- (c) Applications to trade during a Closed Period must be made to the following Nominated Person:

Person Seeking Permission	Nominated Person
Chairman / CEO	Chairman of the Audit Committee
Other Director	Chairman
Company Secretary	Chairman
Other Key Management Personnel	Chairman
Employees	Company Secretary

- (d) During a Closed Period, permission is required before any proposed transaction as follows:
- (i) The permission of the Nominated Person may be sought by submitting an "Share Trading Request during Closed Period Form" (included in Schedule C). Where there is more than one Company Secretary, only one such person need be notified; and
 - (ii) The person seeking clearance in such circumstances must satisfy the Nominated Person that the proposed sale of the Company's Securities is the only reasonable course of action available to them in the circumstances.
- (e) All decisions for clearance are made subject to the following:
- (i) the granting of permission is entirely at the discretion of the Nominated Person;
 - (ii) the granting of permission expiring no later than one week following the date of the written clearance, unless the terms of the written clearance provide for an alternative period;
 - (iii) the Nominated Person is not required to provide reasons for their decision on whether to grant clearance;
 - (iv) the Nominated Person may seek the views of the Board and/or external legal advisers before providing their decision;
 - (v) the Company, through the Nominated Person may withdraw any clearance granted, if new information comes to light or there is a change in circumstances;
 - (vi) all decisions are final and binding; and

- (vii) where clearance to trade is not granted, the person seeking clearance must keep confidential and not disclose any information regarding the request for clearance or the outcome of the request.

5. REPORTING TO THE BOARD

- (a) Directors must report any transactions in the Company's Securities that occur at any time to the Company Secretary.
- (b) The Company Secretary will maintain a register of directors' interests – details of any changes will be noted in Board Papers for the next Board Meeting.
- (c) The Company and its directors will comply with ASX Listing Rules 3.19A and 3.19B Disclosure of directors' interest concerning notifiable interests of directors, in particular notifying the Company Secretary of any changes within 2 business days of completion of a transaction.

6. RETIRING OFFICERS

Where Key Management Personnel retire from office or employment, it is recommended that they only buy, sell or deal in the Company's Securities after complying with these conditions:

- (a) where the retiring Key Management Personnel is aware of profit results of the Company – only after 24 hours from the time those profit results have been released to ASX; and
- (b) where the Key Management Personnel retires within a period of 45 days prior to the Annual General Meeting of the Company – only after 24 hours from the conclusion of the Annual General Meeting.

7. EXCEPTIONS TO POLICY

- (a) The restrictions on trading in Closed Periods do not apply to:
 - (i) transfers of Company Securities that result in no change in beneficial interests;
 - (ii) accepting an offer for all or most security holders (for example, in a takeover);
 - (iii) circumstances where the holder has no control or influence over the trading decisions, such as in a dividend reinvestment plan; or
 - (iv) the exercise (but not the sale of securities following exercise) of an option under an employee incentive scheme where the final day for exercise (expiry date) falls during a Closed Period.
- (b) However you must still provide prior notification in accordance with this policy. If you are uncertain about any of these exceptions you should also discuss the matter with the Company Secretary or the relevant Nominated Person.

Schedule B – Share Trading Notification during Trading Window Period

To: (Nominated Person)

From:

Relative or Company name:

Notification

I or my Relatives/company* propose to buy/sell/deal* (insert number and type of securities) in the Company, during the Trading Window between and

* *Delete as appropriate*

I hereby declare that this dealing is not a result of access to, or receipt of Inside Information as described in Windlab Limited's Securities Trading Policy.

Signed: (Applicant)

Date:

Schedule C – Share Trading Request during a Closed Period

To: (Nominated Person)

From:

Relative or Company name:

Notification

I or my Relatives/company* propose to buy/sell/deal* (insert number and type of securities) in the Company.

* *Delete as appropriate*

I hereby declare that this dealing is not a result of access to, or receipt of Inside Information as described in Windlab Limited's Securities Trading Policy and confirm that neither I, my Relatives or any company I control are in possession of Inside Information.

Signed: (Applicant)

Date:

Reason for trading outside the window

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Approval

The nominated person hereby permits/denies* permission to trade as specified above.

* *Delete as appropriate*

Trading must be completed within 5 working days of the date below.

Signed: (Nominated Person)

Date:

Adopted by the Board of Windlab Limited

22 June 2017