

SECURITIES DEALING POLICY

As approved by the Board of Directors on 22 February 2019

Scope of this policy

1. This policy applies to all directors, executives, employees, and contractors (together **Designated Persons**) of LogiCamms Limited (**Company**) and its subsidiaries.
2. In this policy "**Company Securities**" includes:
 - (a) any shares in the Company;
 - (b) any other securities issued by the Company such as debentures and options; and
 - (c) derivatives and other financial products issued by third parties in relation to Company's shares, debentures and options.
3. In this Policy to "**deal**" in Company Securities includes:
 - (a) subscribing for, purchasing, or selling Company Securities or entering into an agreement to do any of those things;
 - (b) advising, procuring, or encouraging another person (including a family member, friend, associate, colleague, family company, or family trust) to trade in Company Securities; and
 - (c) entering into agreements or transactions which operate to limit the economic risk of a person's holdings in Company Securities.
4. In this Policy "**Key Management Personnel**" means a director, executive, or senior manager of the Company, or such other person who is "key management personnel" within the meaning of Accounting Standard AASB 124.

Purpose of the policy

5. This policy sets out the circumstances in which the Designated Persons may deal in Company Securities in accordance with the ASX Listing Rules and the *Corporations Act 2001* (Cth) (**Corporations Act**).
6. The purpose of this policy is to:
 - (a) ensure that the Designated Persons adhere to high ethical and legal standards in relation to their personal investment in Company Securities;
 - (b) ensure that the personal investments of the Designated Persons do not conflict with the interests of the Company and other holders of Company Securities;
 - (c) preserve market confidence in the integrity of dealings in Company Securities; and
 - (d) ensure that the reputation of the Company is maintained.
7. This policy is not designed to prohibit the Designated Persons from investing in Company Securities but does recognise that there may be times when Designated Persons cannot or should not invest in Company Securities. This policy provides guidance to Designated Persons as to the times that Designated Persons may deal in Company Securities.

Outline of Corporations Act requirements

8. A person is in possession of "**inside information**" in relation to the Company in circumstances 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 Company 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 Company Securities.
9. A reasonable person would be taken to expect information to have a material effect on the price or value of Company Securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to deal in Company Securities in any way. It does not matter how the Designated Person came to have the inside information.
10. If a Designated Person possesses "inside information" in relation to the Company, the person must not:
 - (a) deal in Company Securities in any way; or
 - (b) directly or indirectly, communicate the information, or cause the information to be communicated, to another person if the person knows, or ought reasonably to know, that the other person would, or would be likely to, deal in Company Securities in any way or procure a third person to deal in Company Securities in any way.
11. Designated Persons may obtain inside information in relation to another company. For example in the course of negotiating a transaction with the Company, another company might provide confidential information about itself. The prohibition on insider trading is not restricted to information affecting Company Securities. Designated Persons in possession of the inside information must not deal in securities of those companies.
12. A Designated Person who deals in Company Securities while in possession of "inside information" may be liable to both civil and criminal penalties.

Examples of "inside information"

13. Examples of information which may be considered to be "inside information" include the details relating to the items listed below (this is not an exhaustive list):
 - (a) prospective financial information;
 - (b) proposed transactions;
 - (c) unpublished announcements;
 - (d) proposed changes in capital structure, including share issues, rights issues and the redemption of securities;
 - (e) impending mergers, acquisitions, reconstructions, takeovers, etc;
 - (f) significant litigation and disputes;
 - (g) significant changes in operations or proposed changes in the general character or nature of the business of the Company or its subsidiaries;
 - (h) cash flow information;
 - (i) major or material purchases or sales of assets; and

- (j) proposed or new significant contracts.

Company's policy on dealing of Company Securities

14. **No short term trading:** Notwithstanding the following, Designated Persons should not engage in short term trading of any of Company Securities. In general, the purchase of Company Securities with a view to resell them within a 12 month period from the date of purchase, and the sale of Company Securities with a view to repurchase them within a 12 month period from the date of sale, would be considered to be transactions of a "short term" nature. However, the sale of shares immediately after they have been acquired through the conversion of a security (e.g. exercise of an option) will not be regarded as short term trading.
15. **Recommended trading period:** The recommended times for any Designated Person to deal in Company Securities is during the 4 week period from the:
- (a) release by the Company of its half yearly results announcement to ASX;
 - (b) release by the Company of its yearly results announcement to ASX;
 - (c) release of a prospectus or other disclosure document offering equity securities in the Company; and
 - (d) such other times as approved by the Board and notified in writing to the Company.

provided that the person is not in possession of any inside information relating to the Company or the Company Securities at the time of the dealing.

16. **Closed Period:** In addition, a "closed period" operates in which Designated Persons must not deal in Company Securities during the following periods:
- (a) from the end of each half-year (31 December) to release of the half-year results announcements; and
 - (b) from the end of each full-year (30 June) to release of the full-year results announcements.

The Board may at its discretion specify any other ad-hoc period as a "closed period" restricting the dealing in Company Securities.

17. **Prior approval for all dealings by Key Management Personnel:** Key Management Personnel must not deal in Company Securities at any time (including during a recommended trading period under paragraph 15) without the prior approval of the Chairperson or, in the Chairperson's absence, the Board or the Chief Executive (if the deal is urgent and neither the Chairperson nor the Board are available). Key Management Personnel must also notify the Company Secretary of their intention to deal with Company Securities and provide the Company Secretary with subsequent confirmation that the deal has occurred (within 2 business days of the deal occurring). Any deal must occur within seven days of approval being advised to the Key Management Personnel.
18. **Chairperson:** The Chairperson must not deal in Company Securities without the prior approval of the Board or the next most senior director. The Chairperson must notify the Company Secretary of their intention to deal with Company Securities and provide the Company Secretary with subsequent confirmation that the deal has occurred (within 2 business days of the deal occurring). Any deal must occur within seven days of approval being advised to the Chairperson.
19. **Exceptional circumstances:** Dealing in Company Securities by Key Management Personnel during a Closed Period may be permitted with the prior written approval of the Chairperson, or

in the Chairperson's absence, the Board or the Chief Executive (if neither the Chairperson nor the Board are available), if the following exceptional circumstances apply:

- (a) severe financial hardship;
- (b) in order to comply with an undertaking given to, or an order by, a court; or
- (c) such other exceptional circumstances as may from time to time be determined by the relevant approver.

In any event, Key Management Personnel should not deal in Company Securities at any time if they are in possession of inside information relating to those securities.

20. **Employees (other than Key Management Personnel):** Designated Persons who are not Key Management Personnel may deal in Company Securities at any time provided the Designated Person notifies the Company Secretary in writing within 2 business days of the deal occurring. Designated Persons are strongly advised to limit dealing in Company Securities to the recommended trading periods specified in paragraph 15 above. In any event, Designated Persons must not deal in Company Securities at any time if the Designated Person is in possession of any inside information relating to those securities.
21. **Exceptions to the Policy:** Subject to the insider trading provisions of the Corporations Act, Designated Persons may at any time:
- (a) acquire the Company ordinary shares by conversion of securities giving a right of conversion to ordinary shares;
 - (b) acquire Company Securities under a bonus issue made to all holders of securities of the same class;
 - (c) acquire Company Securities under a dividend reinvestment plan, a rights issue or a share purchase plan that is available to all holders of securities of the same class;
 - (d) dispose of rights acquired under a rights issue of a kind referred to in paragraph (c) above;
 - (e) acquire, or agree to acquire, options or performance rights under a Company share option plan or performance rights plan;
 - (f) exercise options or performance rights acquired under a Company share option plan or performance rights plan (but may not sell all or part of the shares received upon exercise of the options other than in accordance with this Policy);
 - (g) transfer Company Securities already held into a superannuation fund or other saving scheme;
 - (h) invest in, or trade units of, a fund or other scheme where the assets of the fund or other scheme are invested at the discretion of a third party; and
 - (i) accept a takeover offer or an offer under a scheme of arrangement or an equal access buy-back.

ASX notification by directors

22. In accordance with ASX Listing Rule 3.19A.2, the Company must notify ASX within 5 business days after any change in a director's interest in Company Securities. It is therefore imperative that any director dealing with Company Securities ensure that the Company Secretary is given notice of a deal occurring within 2 business days as required under paragraph 17.

23. A director must notify the Company Secretary in writing of any requisite information for the Company Secretary to make the necessary notifications to ASIC and ASX as required by the Corporations Act and the ASX Listing Rules.

Consequences of breach

24. Strict compliance with this policy is mandatory for all persons covered under this policy. Breaches of this policy may damage the Company's reputation in the investment community and undermine confidence in the market for Company Securities. Accordingly, breaches will be taken very seriously by the Company and will be subject to disciplinary action, including possible termination of a person's employment or appointment.

Questions / further information

25. If you have any questions or need further information on how to comply with this policy, please contact the Company Secretary.