

## **Overview**

Ordinary shares (“shares” or “securities”) of Cytopia Limited are listed on the Australian Stock Exchange (“ASX”). Directors and employees are encouraged to be shareholders of the company, additionally; a number of directors and employees may become shareholders on the exercise of options granted under various option plans.

Trading of the company’s securities is governed by the Corporations Act 2001 and the ASX Listing Rules. These statutory provisions also prohibit people in possession of information, which if available to the public would have a material effect on Cytopia’s share price, from using that information to trade in the relevant securities or to communicate that information to others. It is therefore important that directors and employees exercise due care in the timing of any trading in the company’s shares to ensure at all times they comply with the law.

This policy sets out the company policy on trading in Cytopia securities by the directors, employees, and consultants of the company. The purpose of this policy is to:

- assist directors, employees and consultants, and their associates avoid conduct known as insider trading;
- protect Cytopia against potentially damaging adverse inferences being drawn that any of its directors or employees may have engaged in unlawful activity, or acted for personal benefit using information not generally available to the public; and
- enable Cytopia to fully comply with its obligations under the Corporations Act 2001 and the ASX Listing Rules.

## **Restrictions on trading in shares**

To ensure compliance with the law and to ensure high standards of conduct, the company has developed a set of guidelines regarding the trading of Cytopia’s securities by directors, employees, and consultants (and their associates such as their spouses, dependent children, family trusts and family companies and their nominee companies where the transactions are known to the director or employee). These parties must ensure that they fully comply with statutory requirements and common law duties.

In the context of trading in Cytopia’s securities (shares and options), directors, employees and consultants must ensure that:

1. they do not engage in short term trading of Cytopia’s securities;
2. they neither buy or sell at a time when they possess information which, if disclosed publicly, would be likely to materially affect the market price of Cytopia’s securities;
3. any information in their possession which is not publicly available and would have a material effect on the price or value of Cytopia’s securities is not provided to anyone who may be influenced to subscribe, buy or sell the securities. Such information is likely to include:
  - (a) profit forecasts or budgets;
  - (b) proposed securities issues or buybacks;
  - (c) liquidity and cash flow information;
  - (d) impending takeovers, acquisitions, mergers, reconstructions, litigation;
  - (e) management restructuring or significant changes in operations;
  - (f) new products and new discoveries;
  - (g) potential issues of government research grants;
  - (h) major purchases or sales of assets;

- (i) anticipated or actual results from preclinical or clinical trials or other material events arising in the course of preclinical or clinical trials; and
  - (j) significant agreements with other companies
4. they neither buy nor sell Company securities during trading blackout periods.

#### ***Trading blackout periods***

Trading blackout periods are in force for the following periods each year:

- from 15 July until twenty four hours after release of the full year preliminary financial report to the ASX;
- From 15 January until twenty four hours after the release of the half year financial report to the ASX;
- twenty four hours subsequent to any disclosure made to ASX in accordance with the ASX Listing Rules, including those made under continuous and periodic disclosure provisions; and
- other periods as advised by the company secretary in anticipation of significant announcements.

#### **Notification**

Directors, employees and consultants must notify the company secretary in advance of any material intended transactions involving Cytopia's securities and receive the prior approval of the board through the chair to conduct the transaction.

#### **Disclosures**

The requirements for directors of Cytopia who acquire securities in Cytopia are set out in the *Corporations Act 2001* and ASX Listing Rules. This requires directors to notify the ASX of their interests in securities of Cytopia upon appointment as a director. They must also notify the ASX of any changes to those interests within 5 working days of such a change.

Details of directors' shareholdings and options must also be disclosed in the Directors' report of Cytopia's annual report, in accordance with the *Corporations Act 2001*.

#### **External Advisers**

It is possible that external advisers may have access to price sensitive information affecting Cytopia's securities. Whilst these external advisers are not covered by this policy, it is Cytopia policy to require such external advisers to enter into confidentiality agreements.