



Securities trading policy

IncentiaPay Limited
ACN 167 603 992

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1 Introduction and purpose

This document details the policy covering restrictions on dealing in shares, options and other securities of IncentiaPay Limited (**Company**) pursuant to the *Corporations Act 2001* (Cth) and the ASX Listing Rules.

As a public company, the Company is bound by laws governing the conduct for buying, selling and otherwise dealing in the Company's securities.

The purpose of this policy is to explain the types of conduct in dealing in securities that are prohibited under the Corporations Act and to establish a best practice procedure for dealing in securities that protects the Company and its personnel against the misuse or the appearance of misuse of unpublished or confidential information which could materially affect the price or value of the Company's securities (**inside information**). The meaning of inside information is further described in section 5 of this policy and the restrictions on persons in possession of inside information are further described in section 3 of this policy.

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

2 Persons covered by this policy

Unless otherwise stated, this policy applies to:

- (a) all employees, contractors and consultants of the Company and its related companies (**Group**) in possession of inside information (please refer to sections 3 through 7 of this policy);
- (b) the Directors, Company Secretary, all direct reports of the Chief Executive Officer and any other senior executive who has authority and responsibility for planning, directing and controlling the activities of the Company being (collectively, **Key Management Personnel**);
- (c) staff who work closely with Key Management Personnel, staff who work in the finance/accounts function, and staff who work in strategic planning (if they are not already considered Key Management Personnel);
- (d) any other employees of the Group considered necessary or appropriate by the Board or Company Secretary as notified from time to time;
- (e) immediate family members of Key Management Personnel; and
- (f) companies, trusts and entities over which Key Management Personnel or their immediate family members have control.

Additionally, section 10.5 of this Policy applies to all employees, contractors, officers and directors.

3 Insider trading laws

As a public company insider trading laws cover all directors, employees and contractors of the Company. If you have any inside information relating to the Company, it is a criminal offence for you to:

- (a) trade in the Company's securities;
- (b) advise or procure another person to trade in the Company's securities; or
- (c) pass on inside information to someone else – including colleagues, family or friends – knowing (or where you should have reasonably known) that the other person would, or would be likely to use that information to trade or deal in, or procure someone else to trade or deal in, the Company's securities.

This offence called “insider trading”, can subject you to criminal liability including large fines and/or imprisonment, and civil liability, which may include being sued by another party or the Company, for any loss suffered as a result of illegal trading.

Additionally, insider trading can become relevant where you have access to insider information in relation to another public company. This might be information obtained because of dealings or a relationship with the other company during the course of your employment with the Company. This type of insider trading is also captured by insider trading laws and is prohibited.

4 Confidential information

Related to the above, you have a duty of confidentiality to the Company. You must not reveal any confidential information concerning the Group, use that information in any way which may injure or cause loss to the Group, or use that confidential information to gain an advantage for yourself or anyone else.

5 What is “inside information”

Inside information is information that:

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

It does not matter how you come to know the inside information (including whether you learn it in the course of carrying out your responsibilities, or passing in the corridor, or in a lift or at a dinner party).

The financial impact of the information is important, but 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 the Company) and information which is not definite enough to warrant disclosure to the public.

6 What are some examples of inside information?

The following list is illustrative only. Inside information could include:

- (a) the financial performance of the Company against its budget;
- (b) a possible acquisition or sale of any assets by the Company;
- (c) a possible change in the Company’s capital structure;
- (d) a proposed dividend;
- (e) senior management changes;
- (f) the possible launch of a new product or service; or
- (g) any possible claim against the Company or other unexpected liability.

7 Insider trading is prohibited at all times

Notwithstanding any other provision of this policy, if you possess inside information, you must not buy or sell the Company’s 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.

The prohibition on insider trading is not restricted to information concerning the Company’s securities. If a person has inside information in relation to securities of another company, that person must not deal in those securities.

8 ‘Blackout period’ trading restrictions

Specific ‘**Blackout Period**’ (see section 10.1 below) restrictions on trading the Company’s securities apply to the following people in the Group (**Restricted Persons**):

- (a) Key Management Personnel (being, the Directors, Company Secretary, all direct reports of the Chief Executive Officer and any other senior executive who has authority and responsibility for planning, directing and controlling the activities of the Company);
- (b) any other employees or contractors of the Group considered necessary or appropriate by the Board or Company Secretary as notified from time to time;

- (c) immediate family members of Key Management Personnel (including, but not limited to, spouses, de facto spouses and children); and
- (d) companies, trusts and entities over which Key Management Personnel or their immediate family members have control.

The Company Secretary will notify those persons above that are considered Restricted Persons for this Policy and therefore bound by the additional restrictions in sections 10, 11 and 12 below.

The Company Secretary will also notify any Restricted Person if the Board decides that the person should no longer be considered a Restricted Person under this policy.

9 Reasons for the 'Blackout Period' trading restrictions

Restricted Persons are in positions where it may be assumed that they have inside information and, as a result, any trading by Restricted Persons may embarrass or reflect badly on them or on the Company (even if they have no actual inside information at the time).

This policy is designed to avoid the possibility that misconceptions, misunderstandings or suspicions might arise as a result of trading during the 'Blackout Period'.

10 Trading in securities – restricted persons – Blackout Periods

10.1 Blackout Period

In addition to the prohibitions on insider trading set out in the Corporations Act, the Company requires that Restricted Persons must not trade in the Company's securities during the period:

- (a) in the 2 weeks prior to the release of the Company's Half Year Results until 24 hours following the release of such results;
- (b) from the financial year balance date until 24 hours following the release of the Company's preliminary full year results (Appendix 4E) as long as such results are audited;
- (c) within 24 hours of release of price sensitive information to the market, and
- (d) any additional periods imposed by the Board from time to time

(each a **Blackout Period**), unless the circumstances are exceptional and the procedure for prior written clearance described section 10.3 of this Policy has been met.

10.2 Ad hoc Blackout Periods

The Company may also impose additional Blackout Periods at times when it is considering sensitive information which the Company may have an obligation to disclose under the continuous disclosure requirements. During such ad hoc Blackout Periods, Restricted Persons must not trade the Company's securities unless the circumstances are exceptional and the procedure for prior written clearance described section 10.3 of this Policy has been met.

Where ad hoc Blackout Periods are imposed by the Company, each employee, contractor and officer of the Company must keep the imposition of this additional restriction confidential and not disclose this fact to any persons inside or outside of the Company, except as required by law. This obligation of confidentiality is designed to prevent speculative trading ahead of an anticipated price sensitive announcement.

10.3 Exceptional circumstances when trading may be permitted subject to prior written clearance

A Restricted Person may trade in the Company's securities inside a Blackout Period, subject to obtaining prior written clearance in accordance with the procedure described below, in the following exceptional circumstances:

- (a) if the person granting the prior written clearance is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company and the person seeking clearance is in severe financial hardship;

- (b) if the person granting the prior written clearance is satisfied that the person seeking the clearance does not possess unpublished price sensitive information about the Company and there are other circumstances deemed to be exceptional by the person granting the prior written clearance; or
- (c) where trading is required for compliance with a court order or court enforceable undertakings or for some other legal or regulatory requirement.

10.4 Procedure for obtaining clearance prior to trading

Restricted Persons must not trade in the Company's securities during a Blackout Period at any time, including in the exceptional circumstances referred to above unless they obtain prior written clearance from:

- (a) in the case of the Chairperson, or family members of or entities connected to the Chairperson, another Director;
- (b) in the case of any other Key Management Personnel, or family members of or entities connected to those Key Management Personnel, the Chairperson;
- (c) in the case of any other employee or contractor, the Chairperson or in their absence, a Director or Company Secretary,

(each, an **Approving Officer**).

Written clearance must be sought by submitting a request in the form set out in Annexure 1 to the Company Secretary. The Company Secretary will then seek approval from the appropriate Approving Officer.

10.5 Other prohibited transactions

Restricted Persons must not enter into transactions or arrangements which operate to limit the economic risk of their security holding (including holdings of securities which are unvested or subject to a holding lock or other escrow) in the Company without first seeking and obtaining prior written clearance from the appropriate Approving Officer.

Restricted Persons must not enter into agreements that provide lenders with rights over their interests in securities in the Company without first seeking and obtaining prior written clearance from the appropriate Approving Officer.

Restricted Persons must not put in place a non-discretionary trading plan in respect of their securities in the Company without first seeking and obtaining prior written clearance from the appropriate Approving Officer. Directors, officers or employees must not cancel any such trading plan during a Blackout Period unless the circumstances are exceptional and the procedure for prior written clearance has been met.

11 Requirements before trading

- (a) Before trading, or giving instructions for trading or causing anyone else to trade in the Company's securities, the Chairperson must:
 - (i) notify the Board of his/her intention to trade (or cause someone else to trade) in securities;
 - (ii) confirm that he or she does not hold any inside information;
 - (iii) have been advised by the Board that there is no known reason to preclude him/her from trading in the Company's securities as notified; and
 - (iv) have complied with any conditions on trading imposed by the Board (including for example, any time limits applicable to the clearance).
- (b) Before trading, or giving instructions for trading or causing anyone to trade, in the Company's securities, a Director (other than the Chairperson) must:
 - (i) notify the Chairperson of the Director's intention to trade (or cause someone else to trade) in securities;

- (ii) confirm that the Director does not hold any inside information;
 - (iii) have been advised by the Chairperson that there is no known reason to preclude them from trading in the Company's securities as notified; and
 - (iv) have complied with any condition on trading imposed by the Chairperson (including, for example, any time limits applicable to the clearance).
- (c) Before trading, or giving instructions for trading or causing anyone else to trade, in the Company's securities, Restricted Persons (other than the Chairperson or Directors) must:
- (i) notify the Company Secretary of their intention to trade (or cause someone else to trade) in securities;
 - (ii) confirm that they do not hold any inside information;
 - (iii) have been advised by the Company Secretary that there is no known reason to preclude them from trading in the Company's securities as notified; and
 - (iv) have complied with any conditions on trading imposed by the Company Secretary (including, for example, any time limits applicable to the clearance).
- (d) Before trading, or giving instructions for trading or causing anyone else to trade, in the Company's securities during a period where trading is restricted under section 10, employees of the Company or its related companies must:
- (i) notify the Company Secretary of their intention to trade (or cause someone else to trade) in securities;
 - (ii) confirm that they do not hold any inside information;
 - (iii) have been advised by the Company Secretary that there is no known reason to preclude them from trading in the Company's securities as notified; and
 - (iv) have complied with any conditions on trading imposed by the Company Secretary (including, for example, any time limits applicable to the clearance).
- (e) The Board, Chairperson or Company Secretary may seek appropriate legal advice to ensure the proper provision or otherwise of a clearance under sections 11(a)(iii), 11(b)(iii), 11(c)(iii) or 11(d)(iii) respectively, and the cost of such advice shall be borne by the Company.

12 Notification of dealing

A Restricted Person must also notify the Company Secretary of any trading in the Company's securities by the Restricted Person or any associate of the Restricted Person within [2] business days of such trading having taken place.

The notification must be in the form set out in Annexure 2 and include:

- (a) the name of the Restricted Person and associate (if applicable);
- (b) whether the interest in the securities held by the Restricted Person was direct or indirect (and if it was indirect, the circumstances giving rise to the interest);
- (c) the date of the trading and the number of securities bought or sold;
- (d) the amount paid or received for the securities; and
- (e) the number of securities held by the Restricted Person, directly and indirectly, before and after the trading in securities.

The Company Secretary is to maintain a register of notifications and acknowledgements given in relation to trading in the Company's securities. The Company Secretary must report all notifications of dealings in the Company's securities to the next Board meeting of the Company. Directors are reminded that it is their obligation to notify the ASX within 5 days and ASIC within 14 days of any change in a director's interest. Trading in the Company's securities during Blackout Periods will be specifically highlighted in the Appendix 3Y lodged with the ASX.

13 Speculative trading

The Company wishes to encourage directors, officers and employees to adopt a long term attitude to investment in the Company's securities. It is also important that trading in the Company's securities by the Company's management does not send a negative message to the market about a lack of confidence in the Company's securities, a lack of loyalty of the Company's Management or is conducted in a way which may suggest that a trade was motivated by inside information.

At no time may Restricted Persons engage in short term speculative dealing in the Company's securities or short selling the Company's securities. Where a Security is held for a period shorter than 3 months, in the absence of other circumstances the Company is likely to consider that the trade of the Security short term or speculative.

Restricted Persons are also not permitted to enter into non-discretionary trading plans which could trigger either discretionary or non-discretionary trading whilst in the possession of inside information or during a designated Blackout Period, except with prior approval as set out above.

14 Restrictions extend to other securities in addition to securities

This policy covers trading not only in the Company's securities (including shares, debentures, notes, or options or warrants over unissued shares) but also in other rights and derivative products such as any renounceable or non-renounceable right to subscribe for a share or debenture or any warrant, exchange traded or over-the-counter option and any contract for difference issued in relation to the Company's securities.

This policy also prohibits margin lending and other secured financing arrangements.

15 Trading which is not subject to this policy

The following trading by directors, officers and employees is excluded from this policy:

- (a) transfers of securities already held into a superannuation fund or other saving scheme in which the director, officer or employee is a beneficiary;
- (b) an investment in, or trading in units of, a fund or other scheme (other than a scheme only investing in the Company's securities) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (c) where the director, officer or employee is a trustee, trading in the Company's securities by that trust provided the director, officer or employee is not a beneficiary of the trust and any decision to trade during a Prohibited Period is taken by the other trustees or by the investment managers independently of the director, officer or employee;
- (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) a disposal of securities that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement where the arrangement has been approved by the Company in accordance with this Policy;
- (g) the exercise (but not the sale of securities following exercise) of an option or 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 Blackout Period and the Company has been in an exceptionally long Blackout Period or the Company has had a number of consecutive Blackout Periods and the director, officer or employee could not reasonably have been expected to exercise it at a time when free to do so; or
- (h) trading under a non-discretionary trading plan for which prior written clearance has

been provided in accordance with procedures set out in the trading policy and where:

- (i) the director, officer or employee did not enter into the plan or amend the plan during a Blackout Period; and
- (ii) the trading plan does not permit the director, officer or employee to exercise any influence or discretion over how, when, or whether to trade.

16 Breaches of policy

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.

17 ASX listing rule requirements

It is a requirement for admission to the official list of ASX, and an on-going requirement for listing, that the Company has a policy for trading in company securities.

The Company will give a copy of this policy to ASX for release to the market. The Company will also give any amended version of this policy to ASX when it makes a change to the periods within which directors, officers and employees are prohibited from trading in the Company's securities, the trading that is excluded from the operation of the policy or the exceptional circumstances in which directors, officers and employees may be permitted to trade during a Prohibited Period within five business days of the amendments taking effect. The Company will also give this policy to ASX immediately on request by ASX.

18 More information

For more information about this policy or clarification on when an person may or may not trade please contact the Company Secretary.

Annexure 1: Request for prior written clearance to trade in Company Securities

To: Company Secretary
 IncentiaPay Limited (“Company”)

I, (insert name, position) request approval to deal in the Company’s securities as follows (“**Securities Transaction**”):

Securityholder’s name	
Number and type of securities to be bought	
Total value of securities to be bought	\$
Number and type of securities to be sold	
Total value of securities to be sold	\$

REASONS FOR THIS REQUEST:

.....
(State reasons for seeking this approval, including (if relevant) an explanation as to the severe financial hardship or circumstances that are otherwise exceptional. Please provide sufficient evidence that the Dealing of the relevant securities is the most reasonable course of action available in the circumstances.)

As at the date of this Request to Deal in Securities, I am not in possession of any Inside Information (as defined in the Company’s Securities Trading Policy or the Corporations Act).

I understand that:

- (d) If my request is approved, such approval is valid for a period of 5 Business Days from the date of grant of approval or the time when I become aware of Inside Information which has not been released to the market (whichever is the earlier).
- (e) If I do not complete my Securities Transaction before the expiry of the 5 Business Day period from the date of grant of approval, or the date on which I subsequently become aware of Inside Information which has not been released to the market (whichever is the earlier) I must seek fresh approval by completing and submitting a new Request to Deal in Securities.

Date: Signature:.....

Name:

