

## Trading Policy in Inventis Securities

### **Scope:**

This policy sets out the company's policy on Insider Trading and the procedure to be followed by the restricted persons in trading in the Company Securities.

### **Application:**

This Policy is applicable to all employees and contractors of Inventis Group of Companies.

### **Policy:**

#### ***Insider Trading:***

All employees, contractors and their related parties are prohibited at all times from trading in shares if they have in their possession any non-public price sensitive information. Information is price sensitive where, if it was made generally available, a reasonable person would expect it to have a material effect on the price or value of particular securities. If unsure, such persons are required to contact the Company Secretary for clarification before entering into any trade of the Company's securities.

#### ***Trading by Restricted Personnel:***

All restricted Personnel are prohibited from trading in the Company's securities during the Closed Periods or any Prohibited Period as advised by the Company Secretary from time to time.

#### ***Exclusions:***

The following trades whether during a closed or prohibited period are excluded from the Trading Policy:

1. Related party off market transfers with the purpose of restructuring of personal matters;
2. Where a restricted person is a trustee, trading in the securities of the entity by that trust provided the restricted person 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 restricted person;
3. Undertakings to accept, or the acceptance of, a takeover offer;
4. 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.
5. A disposal of securities of the Company that is the result of a secured lender exercising their rights, for example, under a margin lending arrangement that has been entered into in accordance with the procedures set out in this policy.
6. 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, fall during a prohibited period and the Company has

been in an exceptionally long prohibited period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; and

7. Trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this policy.

**Procedure:**

**Definitions:**

*Closed Periods* are the fixed periods during which no restricted personnel can trade. These periods are stated in the attached Annexure.

*Company* means Inventis Limited

*Company Secretary* is a person holding the position of the Company Secretary of the Company or such other person as delegated by the Board of Directors.

*Employee* includes all employees of the Inventis Group of Companies.

*Inventis Group of Companies* includes Inventis Limited and all subsidiaries of Inventis Limited whether wholly owned or otherwise.

*Key Management Personnel* are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company and as specified in the Attached Annexure.

*Prohibited Periods* are the periods as advised by the Company Secretary from time to time and include the closed periods.

*Related Party* is a party related to an entity if:

- (a) Directly or indirectly through one or more intermediaries, the party:
  - (i) Controls, is controlled by, or is under common control with, the entity (this includes parents, subsidiaries and fellow subsidiaries);
  - (ii) Has an interest in the entity that gives it significant influence over the entity; or
  - (iii) Has joint control over the entity;
- (b) The party is an associate of the entity;
- (c) The party is a joint venture in which the entity is a venturer;
- (d) The party is a member of a key management personnel of the entity or its parent;
- (e) The party is a close member of the family of an individual referred to in (a) to (d). Close members of the family of an individual are those family members who may be expected to influence, or be influenced by, that individual in their dealings with the Company. They may include:
  - (i) The individual's domestic partner and children;
  - (ii) Children of the individual's domestic partner; and
  - (iii) Dependants of the individual or the individual's domestic partner.
- (f) The party is an entity that is controlled, jointly controlled or significantly influenced by, or for which significant voting power in such entity resides with, directly or indirectly, any individual referred to in (d) or (e);
- (g) The party is a post employment benefit plan for the benefit of the employees of the entity, or of any entity that is a related party of the entity.

*Restricted Personnel* are as per the attached Annexure and as notified by the Board from time to time.

*Trading Windows* are as stated in the attached Annexure.

***Process of Disclosure:***

- a. All Directors are required to disclose any change in their interests in the securities or in any contracts. This change is to be notified to the Company Secretary within 3 business days of such change.
- b. Any new Officer is required to complete “*Management of Conflict of Interest*” Form.
- c. At every Board Meeting, the Key Management Personnel are required to confirm:
  - i. their commitment to inform the Board as soon as they become aware of an actual or potential conflict of interest in relation to a matter, which is being discussed or is about to be discussed, by the Board.
  - ii. that to the best of their knowledge and belief they have not been disqualified and/or are not aware of any circumstances, which are likely to lead them to being prohibited from acting as a Director / Officer of the Company in accordance with the Corporations Act.
  - iii. that there has been no change in their interests since the last Board meeting or as stated in the Conflict of Interest Register of the Company.
- d. If any securities of the Company are provided as a security to a third party for obtaining a loan from such third party, the restricted persons are required to disclose the matter in the prescribed form for “*Securities as Secured Loan*”. This ensures that if such secured creditor exercises a right to liquidate the security, it is covered by the exclusions of this Policy.

***Process of Approval in ordinary circumstances:***

This process applies to any trade by the restricted persons in the Company’s Securities whether it is done during a Trading Window or otherwise.

- a. The intended restricted person has to complete the prescribed form – “Approval Request for Trading in the Company’s Securities”;
- b. The Form is to be forwarded to the Company Secretary in original;
- c. The Company Secretary may either approve as per the guidelines provided by the Board from time to time or refer the matter to the Chairman for approval.
- d. If the restricted person is the Chairman or a related party of the Chairman, the matter is referred to the Board for approval.
- e. Once approval is received by the restricted person, the restricted person can trade in the securities of the Company in accordance with the limits of approval and any other conditions imposed by the appropriated approving authority.
- f. The approval in no way implies that the Company approves of your trading or dealing in any securities. All investors are responsible for their own investment decisions and compliance with the law.

***Process of Approval in exceptional circumstances:***

This process applies to all employees who might have in their possession non-public price sensitive information or wish to trade during a closed or prohibited period.

The following are the authorities who can give approval for trading in the securities in exceptional circumstances:

<b>Employee Designation</b>	<b>Authority who can provide approval</b>
Up to and including the General Managers	The Chairman or the Delegate as per Delegation of Authority
Any Director including the Chairman	The Board of Directors or the Audit and Risk Management Committee

The Approval may only be provided if the request of the employee falls into any of the following categories:

1. Severe Financial Hardship including selling by a secured lender due to non-availability of funds if the loan is for a permitted purpose.;
2. A sale or transfer as part of a testamentary disposition;
3. A sale or transfer pursuant to the terms of a family law property dispute

To request such approval, the employee is required to attach a statutory declaration providing details and other evidence with regard to the exceptional circumstances, along with the Approval request for trading in securities.

**Review and Amendment of this Policy:**

The Board of Directors are authorised to review and amend this Policy any time.

This Policy is to be reviewed at least once a year.

## **Annexure**

Closed Periods	<p>The following periods are fixed close periods for the Restricted Personnel:</p> <ol style="list-style-type: none"> <li>1. 31 December to 28 February; and</li> <li>2. 30 June to 31 August.</li> </ol>
Key Management Personnel	<p>Directors of the Company, Chief Financial Officer, Company Secretary and General Managers of the Divisions.</p>
Prohibited Periods	<p>Include the Closed Periods as above and the following:</p> <ol style="list-style-type: none"> <li>1. 3 trading days after release of Half Year accounts, Full year accounts and any other announcement which has effect on the trade price of the Shares of the Company;</li> <li>2. Where any trade related sensitive information is not yet released to the Market; and</li> <li>3. 3 trading days after the holding of the Annual General Meeting or any other shareholder meeting.</li> </ol>
Restricted Personnel	<p>Include:</p> <ol style="list-style-type: none"> <li>1. Key Management Personnel;</li> <li>2. Related party of Key Management Personnel. Any spouse or child of Key Management Personnel and any other person (including any company) who is directly under the influence of a Key Management Personnel;</li> <li>3. An employee who is considered to have influence due to his or her shareholding including any shareholding held by any related party of such an employee which together amounts to a shareholding of 5% or more in the Company's shares.</li> </ol>
Trading Windows	<p>Any period between 3 to 21 days after the release of any announcement which is price sensitive like half year accounts, full year accounts, Chairman's address and holding of the Annual General Meeting or any other shareholder meeting.</p> <p>The Board of Directors may at any time change the Trading Windows by giving a written direction.</p>

## Approval Request for Trading in the Company's Securities

<b><u>(This form is to be completed by each Restricted Person who is an employee and wish to trade in the Company's securities at any time including during trading windows, closed and prohibited periods)</u></b>			
<b>PART A – For completion by the Restricted person who is an employee or contractor</b>			
I request permission to deal in the IVT Securities:			
Full Name of Employee			
Name of Holder or proposed Holder (eg. John Smith or Smith Nominees Pty Ltd)			
Address			
Suburb		Postcode	
Number of Securities			
Sale / Purchase / Other (please specify)			
Proposed Date of Transaction			
Is the transaction during a trading window			
Is the transaction during a prohibited period			
Is the transaction during a closed period			
<p>I understand that providing approval to trade in securities does not in any way imply that the Company approves my trade decision. The trade decision and any investment decision made by me or my related party is solely our own responsibility and the Company cannot be held liable for any loss incurred by such trade or investment decision. I confirm that;</p> <ol style="list-style-type: none"> <li>1. I will not deal in the above Securities until I have received a written approval from the Company Secretary ;</li> <li>2. I am not in possession of any unpublished information which, if generally available, might materially affect the price or value of the Securities;</li> <li>3. The proposed dealing does not contravene the Dealing Rules: and</li> <li>4. I am aware that if I breach the Dealing Rules, disciplinary action may be taken against me including dismissal.</li> </ol>			
Signed		Dated	
<b>PART B – For Completion by the Company Secretary</b>			
Date of receipt of Request			
Date of Approval by the Appropriate Authority			
I confirm that I am not aware of any circumstances pursuant to which the employee named above is or is likely to be in possession of unpublished information which, if generally available, might materially affect the price or value of ASX Securities			
Name:			
Signed		Dated	
Sent a copy of this form with approval	Y / N	Date	

## Compliance Certificate from Restricted Persons

**This Certificate is to be provided on a half yearly basis by all the Restricted Persons**

PART A – For completion by the Restricted Person			
Name of Employee			
Traded under name (eg. John Smith or Smith Nominees Pty Ltd)			
Position			
Department			
<p>I confirm that for the half year period ended (.....):</p> <ol style="list-style-type: none"> <li>1. I was a restricted person for the period.</li> <li>2. I have at all times during the period complied with the Company's trading policy.</li> <li>3. I have engaged in dealing in Securities noted below.</li> </ol>			
Description of Securities and Issuer Entity (if applicable)	Number of Securities	Sale/Purchase/Other (Please Specify)	Date of Transaction
<ol style="list-style-type: none"> <li>1. I have not at any time during the period engaged in any dealings in Securities whilst in possession of any inside information about those Securities.</li> <li>2. I declare that this confirmation is true and complete and not misleading and I acknowledge that if I breach the trading policy or provide an incorrect Compliance Certificate that disciplinary action may be taken against me, including dismissal.</li> </ol>			
Signed		Dated	
PART B - For Completion by the Company Secretary			
<p>I confirm that I have received the information contained in this Compliance Certificate and am not aware of any circumstances which should be brought to the attention of the Board.</p>			
Name:			
Signed		Dated	